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 977053, 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 22, 2006

JIM DOYLE
GOVERNOR

STEPHEN E. BABLITCH
SECRETARY

Division of Executive Budget and Finance
Capital Finance Office
Post Office Box 7864
Madison, WI 53707-7864

TTY (608) 261-6630
www.doa.state.wi.us/capitalfinance

WISCONSIN DEPARTMENT OF ADMINISTRATION

FRANK R. HOADLEY
CAPITAL FINANCE DIRECTOR
Telephone: (608) 266-2305
Facsimile: (608) 266-7645
frank.hoadley@doa.state.wi.us

December 22, 2006

Thank you for your interest in the State of Wisconsin.

This is the Continuing Disclosure Annual Report for the fiscal year ending June 30, 2006 (**Annual Report**).

The Annual Report provides information on different securities that the State issues and fulfills 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 Annual Report with each nationally recognized municipal securities information repository using the central post office provided by the Texas Municipal Advisory Council.

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

Organization of the Annual Report

The 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 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 audited basic financial statements for the fiscal year ending June 30, 2006 and the State Auditor's report. This part also includes the results of the 2005-06 fiscal year and budget for the 2006-07 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 auction rate certificates)**

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	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services
General Obligations	AA-	Aa3	AA–
Master Lease Certificates of Participation	A+	A1	A+
Transportation Revenue Bonds	AA	Aa3	AA+(1)
Clean Water Revenue Bonds	AA+	Aa1(2)	AA+
Petroleum Inspection Fee Revenue Bonds	AA–	Aa3	AA(3)
General Fund Annual Appropriation Bonds	A+	A1	A+

(1) On September 26, 2006, Standard & Poor's Ratings Services upgraded the rating on the State's transportation revenue bonds from "AA–" to "AA+"

(2) On October 11, 2006, Moody's Investors Service, Inc. upgraded the rating on the State's clean water revenue bonds from "Aa2" to "Aa1".

(3) On October 5, 2006, Standard & Poor's Ratings Services upgraded the rating on the State's petroleum inspection fee revenue bonds from "AA–" to "AA"

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 monthly general fund cash flow reports. The Capital Finance Office also posts to this web site all information and material event filings that it makes with each nationally recognized municipal securities information repository.

We welcome your comments or suggestions about the format and content of the Annual Report. The general telephone number of the Capital Finance Office is (608) 266-2305. The e-mail address is **DOACapitalFinanceOffice@wisconsin.gov.**

Sincerely,

Frank R. Hoadley
Capital Finance Director

SUMMARY OF OUTSTANDING STATE OF WISCONSIN OBLIGATIONS AS OF DECEMBER 1, 2006

	Principal Balance 12/15/2005	Principal Issued 12/15/2005 – 12/1/06	Principal Matured, Redeemed, or Defeased 12/15/2005 – 12/1/06	Principal Balance 12/1/2006
GENERAL OBLIGATIONS[(a)]				
Total	**$5,092,347,689**	**$1,176,515,915**	**$571,554,915**	**$5,697,308,689**
General Purpose Revenue (GPR)	3,856,325,018	660,761,902	436,568,078	4,080,518,842
Self-Amortizing: Veterans	333,815,000	132,890,000	86,485,000	380,220,000
Self-Amortizing: Other	902,207,671	382,864,013	48,501,837	1,236,569,846

	Principal Balance 12/15/2005	Principal Issued 12/15/2005 – 12/1/06	Principal Matured, Redeemed, or Defeased 12/15/2005 – 12/1/06	Principal Balance 12/1/2006
MASTER LEASE CERTIFICATES OF PARTICIPATION				
Total	**$ 75,184,609**	**$98,957,047**	**$89,924,883**	**$84,216,773**
TRANSPORTATION REVENUE OBLIGATIONS[(a)]				
Total	**$1,524,168,000**	**$91,290,000**	**$78,065,000**	**$1,537,393,000**
CLEAN WATER REVENUE BONDS				
Total	**$ 641,435,000**	**$180,000,000**	**$44,775,000**	**$776,660,000**
PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS[(a)]				
Total	**$ 300,250,000**	**—**	**$27,660,000**	**$272,590,000**
TAXABLE GENERAL FUND ANNUAL APPROPRIATION BONDS[(a)]				
Total	**$1,794,850,000**	**—**	**—**	**$1,794,850,000**

(a) This table includes variable rate obligations that have been issued by the State. Please see the respective part of this Annual Report for more information on the variable rate obligations issued for each credit.

TABLE OF CONTENTS

TABLE OF CONTENTS

PART IV
MASTER LEASE CERTIFICATES OF PARTICIPATION

Page

PART V
TRANSPORTATION REVENUE OBLIGATIONS

TABLE OF CONTENTS

PART VI
CLEAN WATER REVENUE BONDS

PART VII
PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS

TABLE OF CONTENTS

PART VIII
GENERAL FUND ANNUAL APPROPRIATION BONDS

TABLE OF TABLES

TABLE OF TABLES

PART IV
MASTER LEASE CERTIFICATES OF PARTICIPATION

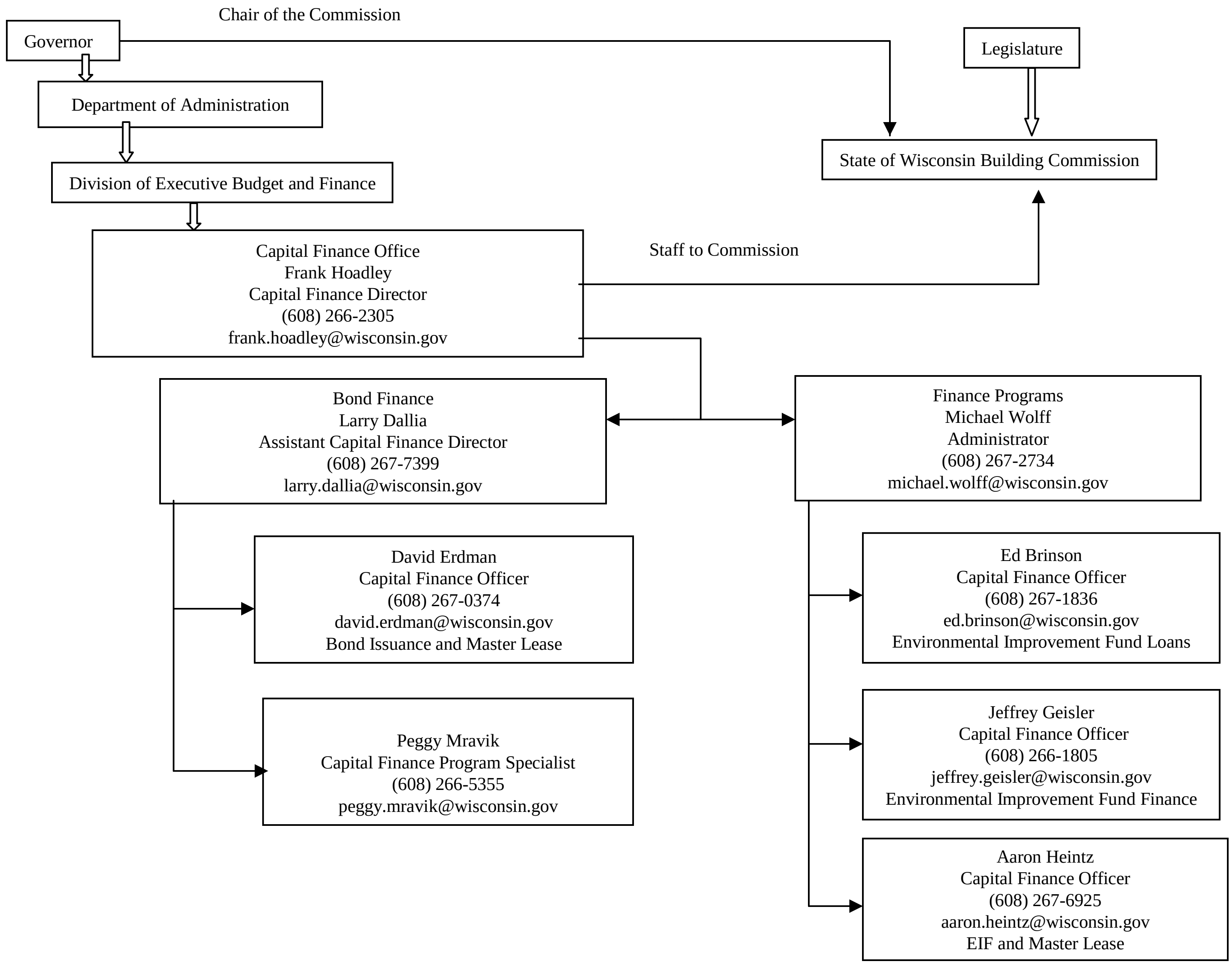
PART V
TRANSPORTATION REVENUE BONDS

PART VI
CLEAN WATER REVENUE BONDS

PART VII
PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS

PART VIII
GENERAL FUND ANNUAL APPROPRIATION BONDS

Capital Finance Office Staff (December 22, 2006)



STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE BONDS AND NOTES

BUILDING COMMISSION MEMBERS
(AS OF DECEMBER 22, 2006)

Voting Members	**Term of Office Expires**
Governor Jim Doyle, Chairperson	December 31, 2006
Senator Fred A. Risser, Vice-Chairperson	January 5, 2009
Senator Carol Roessler	January 5, 2009
Senator David Zien	January 2, 2007
Representative Jeff Fitzgerald	January 2, 2007
Representative Jennifer Shilling	January 2, 2007
Representative Debi Towns	January 2, 2007
Mr. Terry McGuire, Citizen Member	At the pleasure of the Governor
Nonvoting, Advisory Members	
Mr. Adel Tabrizi, State Chief Engineer Department of Administration	——
Mr. Dave Haley, State Chief Architect Department of Administration	——
Building Commission Secretary	
Mr. Robert G. Cramer, Administrator Division of State Facilities Department of Administration	At the pleasure of the Building Commission and the Secretary of Administration

OTHER PARTICIPANTS

Ms. Peggy A. Lautenschlager State Attorney General	December 31, 2006
Mr. J.B. Van Hollen State Attorney General-Elect	
Mr. Stephen E. Bablitch, Secretary Department of Administration	Resigning Effective December 31, 2006
Mr. Michael L. Morgan, Secretary-Designee Department of Administration	At the pleasure of the Governor

DEBT MANAGEMENT AND DISCLOSURE

Department of Administration
Capital Finance Office
P.O. Box 7864
101 E. Wilson Street, 10th Floor
Madison, WI 53707-7864
Telefax (608) 266-7645
DOACapitalFinanceOffice@wisconsin.gov

Mr. Frank R. Hoadley
Capital Finance Director
(608) 266-2305
frank.hoadley@wisconsin.gov

Mr. Lawrence K. Dallia
Assistant Capital Finance Director
(608) 267-7399
larry.dallia@wisconsin.gov

Mr. Michael D. Wolff
Finance Programs Administrator
(608) 267-2734
michael.wolff@wisconsin.gov

Mr. David R. Erdman
Capital Finance Officer
(608) 267-0374
david.erdman@wisconsin.gov

PART I

STATE'S CONTINUING DISCLOSURE UNDERTAKINGS

This part provides information on the undertakings the State of Wisconsin **(State)** has made to enable brokers, dealers, and municipal securities dealers, in connection with their participation in the offerings of securities issued by the State, to comply with Rule 15c2-12 (b) (5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934.

This part includes the State's Master Agreement on Continuing Disclosure, which establishes a general framework under which the State will provide continuing disclosure on various types of securities the State has issued. This part of the Annual Report also includes six addenda that describe information to be provided in an annual report about the following types of securities:

- General Obligations
- Master Lease Certificates of Participation
- Transportation Revenue Obligations
- Clean Water Revenue Bonds
- Petroleum Inspection Fee Revenue Obligations
- General Fund Annual Appropriation Bonds

The Texas Municipal Advisory Council provides a central post office on the world wide web, which functions as a conduit that receives the filings from municipal securities issuers and then transmits the filings electronically to each of the nationally recognized municipal securities information repositories and the state information depositories, if any. The State has made, and intends to continue to make filings required under its Master Agreement on Continuing Disclosure solely by transmitting the filings to the Texas Municipal Advisory Council; however, the State may discontinue this practice if the Securities and Exchange Commission withdraws the interpretive advice in its letter dated September 7, 2004 to the Texas Municipal Advisory Council.

Requests for additional information about the State may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part I of the Annual Report may differ from that of terms used in another part. Any information or resource referred to in this Annual Report is not part of the Annual Report unless expressly included by reference.

MASTER AGREEMENT ON CONTINUING DISCLOSURE

This Master Agreement on Continuing Disclosure (the "Disclosure Agreement") is executed and delivered by the State of Wisconsin (the "Issuer"), a municipal securities issuer and a sovereign government. The Issuer covenants and agrees as follows:

SECTION 1. Definitions. The following capitalized terms shall have the following meanings:

"**Addendum Describing Annual Report**" means an addendum, substantially in the form of Exhibit A hereto, that describes the contents of an Annual Report for a particular type of obligation.

"**Annual Report**" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 4 and 5 of this Disclosure Agreement.

"**Bonds**" shall mean any issue of the Issuer's obligations to which this Disclosure Agreement applies.

"**Bondholders**" shall mean the beneficial owners from time to time of the Bonds.

"**Disclosure Agreement**" shall mean this agreement.

"**Issuer**" shall mean the municipal securities issuer described above.

"**Listed Events**" shall mean any of the events listed in Section 6 (a) of this Disclosure Agreement.

"**MSRB**" shall mean the Municipal Securities Rulemaking Board.

"**National Repository**" shall mean any nationally recognized municipal securities information repository for purposes of the Rule.

"**Participating Underwriter**" shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with an offering of the Bonds.

"**Resolution**" shall mean the resolution or resolutions of the State of Wisconsin Building Commission (the agency of the Issuer responsible for issuance of the Bonds) or the trust indenture entered into by the Issuer, pursuant to which the Bonds are issued.

"**Rule**" shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

"**State Depository**" shall mean the public or private entity, if any, designated by the Issuer as a state depository for the purpose of the Rule.

"**Supplemental Agreement**" means an agreement, substantially in the form of Exhibit B hereto, that determines that the Disclosure Agreement shall apply to a specific issue of obligations and specifies the contents of the Annual Report.

SECTION 2. Purpose of the Disclosure Agreement. The purpose of this Disclosure Agreement is to assist Participating Underwriters in complying with the Rule in connection with the Bonds.

SECTION 3. Application of the Disclosure Agreement. This Disclosure Agreement shall apply to an issue of Bonds when the Issuer executes and delivers a Supplemental Agreement. This Disclosure Agreement may apply to more than one issue of Bonds but shall be construed as a separate agreement for each issue of Bonds. The purpose of having this Disclosure Agreement apply to more than one issue of Bonds is to let the Issuer's obligations be uniform for all issues of Bonds.

SECTION 4. Provision of Annual Reports.

(a) The Issuer shall, not later than 180 days following the close of the Issuer's fiscal year (starting with the fiscal year that ends June 30, 1996), provide to each National Repository and State Depository an Annual Report that is consistent with the requirements of Section 5 of this Disclosure Agreement.

(b) If the Annual Report does not include the Issuer's audited financial statements, the Issuer shall submit them to each National Repository and State Depository within ten business days after the statements are publicly available.

(c) If the Issuer fails to provide to each National Repository and State Depository an Annual Report by the date required in subsection (a), the Issuer shall send a notice to each National Repository and State Depository.

SECTION 5. Content of Annual Reports.

(a) The Annual Report shall be provided for each obligated person described in the Addendum Describing Annual Report, and it shall contain or incorporate by reference, the financial statements and operating data, and use the accounting principles, described in the Addendum Describing Annual Report.

(b) The Annual Report may be submitted as a single document or as a package comprising separate documents. Any or all of the items constituting the Annual Report may be incorporated by reference from other documents that have been submitted to (i) each National Repository and the State Depository, if any or (ii) the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Issuer shall clearly identify each such other document so incorporated by reference.

(c) To allow for uniformity of the contents of Annual Reports with respect to obligations that are similar in character, the Issuer may from time to time describe the contents in an Addendum Describing Annual Report and shall incorporate a description by reference in a Supplemental Agreement.

SECTION 6. Reporting of Significant Events.

(a) This Section 6 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds, if material:

1. Principal and interest payment delinquencies.
2. Non-payment related defaults.
3. Unscheduled draws on debt service reserves reflecting financial difficulties.
4. Unscheduled draws on credit enhancements reflecting financial difficulties.
5. Substitution of credit or liquidity providers, or their failure to perform.
6. Adverse tax opinions or events affecting the tax-exempt status of the Bonds.
7. Modifications to rights of Bondholders.
8. Bond calls.
9. Defeasances.
10. Release, substitution, or sale of property securing repayment of the Bonds.
11. Rating changes.

(b) Whenever the Issuer obtains knowledge of the occurrence of a Listed Event, the Issuer shall promptly file a notice of such occurrence with each National Repository and the State Depository, if any (or to the MSRB and the State Depository, if any). Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8) and (9) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to affected Bondholders if it is required pursuant to the Resolution.

(c) Similarly, if the Issuer determines that it failed to give notice as required by this section, it shall promptly file a notice of such occurrence in the same manner as described in subsection (b).

SECTION 7. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Agreement with respect to the Bonds shall terminate upon the legal defeasance, prior redemption or payment in full of all the Bonds or if the Rule shall be revoked or rescinded by the Securities and Exchange Commission or declared invalid by a final decision of a court of competent jurisdiction.

SECTION 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Agreement, the Issuer may amend this Disclosure Agreement, and any provision of this Disclosure Agreement may be waived, if the following conditions are met:

(a) The amendment or waiver may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of the Issuer, or an obligated person, or the type of business conducted; and

(b) This Disclosure Agreement, as amended or waived, would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver does not materially impair the interests of Bondholders, as determined by an opinion of nationally recognized bond counsel, a certificate from an indenture trustee for the Bonds, or an approving vote of Bondholders pursuant to the terms of the Resolution at the time of the amendment or waiver.

SECTION 9. Additional Information. The Issuer may from time to time choose to disseminate other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or include other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the Issuer shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 10. Default. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Resolution, and the sole remedy of a Bondholder under this Disclosure Agreement in the event of any failure of the Issuer to comply with this Disclosure Agreement shall be an action to compel performance. The Issuer reserves any defense it may have to any such action including that this Disclosure Agreement violates sovereign rights or that no funds have been appropriated for performance.

SECTION 11. Beneficiaries. The Issuer intends to be contractually bound by this Disclosure Agreement. This Disclosure Agreement shall inure solely to the benefit of the Issuer, the Participating Underwriters and Bondholders from time to time of the Bonds, and shall create no rights in any other person or entity.

SECTION 12. Responsible Officer. Pursuant to a resolution adopted by the State of Wisconsin Building Commission on August 9, 1995, the Capital Finance Director has been authorized to execute this Disclosure Agreement on behalf of the Issuer and the Capital Finance Office has been designated the office of the Issuer responsible for providing Annual Reports and giving notice of Listed Events, to the extent required hereunder. Any inquiries regarding this Disclosure Agreement should be directed to the Capital Finance Office, Department of Administration, Division of Executive Budget and Finance, 101 East Wilson Street, Madison, Wisconsin 53702, Phone: (608) 266-5355, Fax: (608) 266-7645.

IN WITNESS WHEREOF, the Issuer has caused this Disclosure Agreement to be executed by its duly authorized officer.

Date: September 25, 1995

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

EXHIBIT A

FORM OF ADDENDUM DESCRIBING ANNUAL REPORT

ADDENDUM DESCRIBING ANNUAL REPORT
FOR [TYPE OF OBLIGATIONS]

This Addendum Describing Annual Report for [Type of Obligation] (the "Addendum") is delivered by the State of Wisconsin (the "Issuer") pursuant to the Master Agreement on Continuing Disclosure (the "Disclosure Agreement"), executed and delivered by the Issuer and dated ________________, 1995. This Addendum describes the content of an Annual Report prepared with respect to [type of obligation]. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): [None] [Each of the entity named or described by objective criteria below is an obligated person: ____]

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: __________________ ___________________________________.

Financial Statements. The financial statements shall present the following information: ________.

Operating Data. In addition to the financial statements, operating data about the following matters shall be presented: _______________________________________ ______________________________.

Content of Annual Report for Additional Obligated Person(s). *Accounting Principles.* The following accounting principles shall be used for the financial statements: ___________________________.

Financial Statements. The financial statements shall present the following information: ________.

Operating Data. In addition to the financial statements, operating data about the following matters shall be presented: ____.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: ___________, ____

STATE OF WISCONSIN
Issuer

By ________________________________

Name: ________________________
Title: _________________________

EXHIBIT B

FORM OF SUPPLEMENTAL AGREEMENT

SUPPLEMENTAL AGREEMENT

This Supplemental Agreement is executed and delivered by the State of Wisconsin (the "Issuer") to supplement the Master Agreement on Continuing Disclosure (the "Disclosure Agreement"), executed and delivered by the Issuer and dated ________________, 1995. Pursuant to the provisions of the Disclosure Agreement, the Issuer hereby determines that the Disclosure Agreement and the Addendum Describing Annual Report for [Type of Obligation] shall apply to the following issue of obligations:

Name of Obligations:

____

____

Date of Issue: ____________, ____

CUSIPs: ___________________________

IN WITNESS WHEREOF, the Issuer has caused this Supplemental Agreement to be executed by its duly authorized officer.

Date: _____________, ____

STATE OF WISCONSIN
Issuer

By _________________________________

Name: _________________________
Title: __________________________

ADDENDUM DESCRIBING ANNUAL REPORT
FOR GENERAL OBLIGATIONS

This Addendum Describing the Annual Report for General Obligations (**Addendum**) is delivered by the State of Wisconsin (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (**Disclosure Agreement**), executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report to be prepared with respect to general obligations. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): None

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: Generally Accepted Accounting Principles.

Financial Statements. The financial statements shall present the following information: The General Purpose Financial Statements section of the Comprehensive Annual Financial Report.

Operating Data. In addition to the financial statements, unaudited operating data concerning the following matters shall be presented: (i) revenues received by the State, (ii) expenditures made by the State, (iii) budgets, (iv) selected financial data concerning the General Fund, (v) information concerning interfund borrowings, (vi) pertinent information on significant pending litigation, (vii) balances of outstanding State obligations, and (viii) statistical information on the State's economic condition, veterans housing loan program and Wisconsin Retirement System.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: September 25, 1995

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

ADDENDUM DESCRIBING ANNUAL REPORT
FOR MASTER LEASE CERTIFICATES OF PARTICIPATION

This Addendum Describing the Annual Report for Master Lease Certificates of Participation (**Addendum**) is delivered by the State of Wisconsin, acting by and through its Department of Administration (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (**Disclosure Agreement**), executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report to be prepared with respect to Master Lease Certificates of Participation. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person in this respect: it is required to make lease payments from any source of legally available funds, subject to annual appropriation, which lease payments will be used to pay, when due, the semi-annual principal and interest due with respect to the Master Lease Certificates of Participation. No other entity is an obligated person.

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: Generally Accepted Accounting Principles.

Financial Statements. The financial statements shall present the following information: The General Purpose Financial Statements section of the Comprehensive Annual Financial Report.

Operating Data. In addition to the financial statements, unaudited operating data concerning the following matters shall be presented: (i) revenues received by the State, (ii) expenditures made by the State, (iii) budgets, (iv) selected financial data concerning the General Fund, (v) information concerning interfund borrowings, and (vi) pertinent information on significant pending litigation.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: November 7, 1996

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

SECOND AMENDED AND RESTATED
ADDENDUM DESCRIBING ANNUAL REPORT
FOR TRANSPORTATION REVENUE BONDS

This Second Amended and Restated Addendum Describing the Annual Report for Transportation Revenue Bonds (**Addendum**) is delivered by the State of Wisconsin (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (**Disclosure Agreement**), executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report to be prepared with respect to transportation revenue bonds. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): None

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: generally accepted accounting principles or in accordance with another comprehensive basis of accounting.

Financial Statements. The financial statements shall present the following information: Audited financial statements of the transportation revenue bond program and supplemental information to the audited financial statement.

Operating Data. In addition to the financial statements, operating data about the following matters shall be presented:

(a) History of Section 341.25 registration fees for last 10 years

(b) Estimated Section 341.25 registration fees for next 10 years

(c) Historical and estimated amounts of other pledged revenues consisting of certain vehicle registration-related fees

(d) Debt service on all outstanding transportation revenue bonds and estimated revenue coverage based on estimated pledged revenues for next 10 years

(e) Demographic information for the State of Wisconsin relating to vehicle registrations

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: October 30, 2003

STATE OF WISCONSIN
Issuer

By: /s/ Frank R. Hoadley
Frank R. Hoadley
Capital Finance Director

ADDENDUM DESCRIBING ANNUAL REPORT
FOR CLEAN WATER REVENUE BONDS

This Addendum Describing the Annual Report for Clean Water Revenue Bonds (**Addendum**) is delivered by the State of Wisconsin (**Issuer**) pursuant to the Master Agreement on Continuing Disclosure (**Disclosure Agreement**), executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report to be prepared with respect to clean water revenue bonds. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): Each entity described by the objective criteria below is an obligated person (**Additional Obligated Person**): Any person, including an issuer of municipal securities, who directly or indirectly at the close of the Issuer's fiscal year, is either generally or through an enterprise, fund, or account of such person committed by contract or other arrangement to support payment of 20 percent or more of the cash flow servicing the then outstanding clean water revenue bonds (other than providers of municipal bond insurance, letters of credit, or other liquidity facilities).

Any Additional Obligated Person, other than the Issuer, will be required by the Issuer to enter into an undertaking agreement to provide each Repository, not later than 180 days following the close of that Additional Obligation Person's fiscal year, an annual report meeting the requirements outlined below under "Content of Annual Report for Additional Obligated Person".

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: Generally Accepted Accounting Principles.

Financial Statements. The financial statements shall present the following information:

(a) Audited financial statements of the clean water fund program and supplemental information to the audited financial statement.

Operating Data. In addition to the financial statements, operating data about the following clean water fund program matters shall be presented:

(a) List of outstanding loans

(b) List of financial assistance commitments

(c) Information concerning the investments of the Loan Credit Reserve Fund

Content of Annual Report for Additional Obligated Person. *Accounting Principles.* The following accounting principles shall be used for the financial statements: Generally Accepted Accounting Principles.

Financial Statements. The financial statements shall present the following information: Audited financial statements of the Additional Obligated Person.

Operating Data. In addition to the financial statements, operating data about the following matters shall be presented: None.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: February 11, 1997

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

**ADDENDUM DESCRIBING ANNUAL REPORT
FOR PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS**

This Addendum Describing the Annual Report for Petroleum Inspection Fee Revenue Obligations **(Addendum)** is delivered by the State of Wisconsin **(Issuer)** pursuant to the Master Agreement on Continuing Disclosure **(Disclosure Agreement)**, executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report to be prepared with respect to petroleum inspection fee revenue obligations. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person(s): None

Content of Annual Report for Issuer. *Accounting Principles.* The following accounting principles shall be used for the financial statements: generally accepted accounting principles or in accordance with another comprehensive basis of accounting.

Financial Statements. The financial statements shall present the following information: Audited financial statements of the petroleum inspection fee revenue obligation program and supplemental information to the audited financial statement.

Operating Data. Operating data about the following matters shall be presented:

(a) A description of petroleum products inspected and Petroleum Inspection Fees collected for the last five years.

(b) A description of all authorized and outstanding petroleum inspection fee revenue obligations.

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: March 2, 2000

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

ADDENDUM DESCRIBING ANNUAL REPORT
FOR GENERAL FUND ANNUAL APPROPRIATION BONDS

This Addendum Describing Annual Report for General Fund Annual Appropriation Bonds (the "Addendum") is delivered by the State of Wisconsin (the "Issuer") pursuant to the Master Agreement on Continuing Disclosure (the "Disclosure Agreement"), executed and delivered by the Issuer and dated September 25, 1995. This Addendum describes the content of an Annual Report prepared with respect to appropriation obligations issued under Section 16.527 of the Wisconsin Statutes. Capitalized terms that are not defined in this Addendum have the meanings set forth in the Disclosure Agreement.

Issuer. The Issuer is an obligated person, as is any entity described below as an Additional Obligated Person, and no other entity is an obligated person.

Additional Obligated Person: None

Content of Annual Report for Issuer.

Accounting Principles. The following accounting principles shall be used for the financial statements: generally accepted accounting principles.

Financial Statements. The financial statements shall present the following information: The General Purpose External Financial Statements section of the audited Comprehensive Annual Financial Report.

Operating Data. In addition to the financial statements, unaudited operating data concerning the following maters shall be presented:

(i) a determination, with supporting information, of the "Annual Appropriation Amount," as defined in the Trust Indenture, dated as of December 1, 2003 (the "Indenture") between the Issuer and Deutsche Bank Trust Company Americas, as trustee, for each fiscal year in the current biennium and, in the second fiscal year of a biennium, for the upcoming biennium;

(ii) the amounts appropriated by the legislature in each fiscal year with respect to appropriation obligations issued under Section 16.527 of the Wisconsin Statutes; *provided, however*, that not more than ten years in which amounts have been appropriated need be presented;

(iii) revenues received by the State;

(iv) expenditures made by the State;

(v) budgets;

(vi) selected financial data concerning the General Fund;

(vii) information concerning interfund borrowings;

(viii) pertinent information on significant pending litigation;

(ix) balances of outstanding State obligations; and

(x) statistical information on the State's economic condition, veterans housing loan program, and Wisconsin Retirement System.

Reporting of Significant Events: The Issuer agrees that it will treat each of the following events as though it were a Listed Event under the Disclosure Agreement:

(i) the event of a Budget Bill failing to include the Annual Appropriation Amount (as such terms are defined in the Indenture);

(ii) an Event of Nonappropriation (as such term is defined in the Indenture); and

(iii) any failure to make a payment when due under a Swap Agreement (as such term is defined in the Indenture).

IN WITNESS WHEREOF, the Issuer has caused this Addendum to be executed by its duly authorized officer.

Date: December 10, 2003

STATE OF WISCONSIN
Issuer

By /s/ FRANK R. HOADLEY

Frank R. Hoadley
Capital Finance Director

PART II

GENERAL INFORMATION ABOUT THE STATE OF WISCONSIN

This part provides general information about the State of Wisconsin **(State)**. It describes the following:

- Revenues
- Expenditures
- Accounting and Financial Reporting
- Budgeting Process and Fiscal Controls
- Results of 2005-06 Fiscal Year
- State Budget
- General Fund Information
- State Government Organization
- State Obligations
- Statistical Information

APPENDIX A to this part of the Annual Report includes the audited general purpose external financial statements for the fiscal year ending June 30, 2006 and the independent auditor's report that is provided by the State Auditor.

Requests for additional information about the State may be directed as follows:

Contact:	Capital Finance Office Attn: Capital Finance Director
Phone:	(608) 266-2305
Mail:	101 East Wilson Street, FLR 10 P.O. Box 7864 Madison, WI 53707-7864
E-mail:	DOACapitalFinanceOffice@wisconsin.gov
Web site:	www.doa.wi.gov/capitalfinance

The State has independently provided, since July 2001, monthly reports on general fund financial information. These monthly reports are not required by any of the State's undertakings provided to permit compliance with Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934. These monthly reports are available on the State's Capital Finance Office web site that is listed above; however, the State is not obligated to continue providing such monthly reports in the future.

This part of the Annual Report presents financial information about the State in various formats. Some financial information is presented on a budgetary basis, while other information is presented on a cash basis. Some financial information relates to the General Fund while other information relates to all funds. The reader should be aware of these different formats when using the financial information presented within this part of the Annual Report.

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part II of the Annual Report may differ from that of terms used in another part. Any information or resource referred to in this Annual Report is not part of the Annual Report unless expressly included.

REVENUES

Revenue Structure

The State raises revenues from diverse sources:

- Various taxes levied by the State
- Federal government payments
- Various kinds of fees, licenses, permits, and service charges paid by users of specific services, privileges, or facilities
- Investment income
- Gifts, donations, and contributions

Table II-1 identifies the specific sources of revenue (all funds) and the amounts raised from each source for each of the last five years. There can be no assurance that future receipts will correlate with historical data.

Tax Structure

The State collects a diverse variety of taxes. The most significant taxes are based on individual income and on general sales and use. The following is a brief description of certain taxes that appear in Table II-1.

Individual Income Tax

The tax brackets and rates for the 2006 and 2007 tax years are as follows. The taxable income brackets have been indexed for changes in the consumer price index.

2006 Taxable Income Brackets		2006 Marginal Tax Rate
Single	Married Filing Jointly[(a)]	
$0 to 9,160	$0 to 12,210	4.60%
9,160 to 18,320	12,210 to 24,430	6.15
18,320 to 137,410	24,430 to 183,210	6.50
137,410+	183,210+	6.75

2007 Taxable Income Brackets		2007 Marginal Tax Rate
Single	Married Filing Jointly[(a)]	
$0 to 9,510	$0 to 12,680	4.60%
9,510 to 19,020	12,680 to 25,360	6.15
19,020 to 142,650	25,360 to 190,210	6.50
142,650+	190,210+	6.75

(a) Brackets for married filing separately are half of the brackets for married filing jointly.

General Sales and Use Tax

A 5% tax is imposed on the sale or use of services and all tangible personal property unless specifically exempted. The most notable exemptions are food, prescription drugs, and motor and heating fuel.

Corporate Income and Franchise Taxes

Both the franchise tax measured by net income and the income tax are levied at a rate of 7.9% of corporate net income. The net tax liability is determined by subtracting allowable credits.

Table II-1

REVENUES (ALL SOURCES)[a]

2001-02 TO 2005-06

	2005-06	2004-05	2003-04	2002-03	2001-02
State Collected Taxes					
Individual Income	$ 6,144,298,451	$ 5,650,109,424	$ 5,277,119,228	$ 5,051,996,958	$ 4,979,661,843
General Sales and Use	4,127,584,502	4,038,715,364	3,899,263,728	3,737,912,069	3,695,795,708
Corporate Franchise and Income	780,320,708	764,053,392	650,526,145	526,544,586	503,007,920
Public Utility	275,104,369	254,437,679	269,805,198	276,794,706	252,297,980
Excise	368,693,206	359,443,539	355,495,288	354,759,924	348,282,067
Inheritance and Gift	108,570,770	112,345,511	86,357,310	68,702,274	82,634,627
Insurance Companies	134,665,536	129,838,587	123,620,317	114,896,687	96,055,400
Motor Fuel	1,045,437,021	1,042,150,611	1,027,167,794	996,166,648	954,147,642
Forest	84,001,009	81,739,715	76,799,830	70,922,998	65,885,102
Miscellaneous	159,449,623	147,891,451	147,861,289	124,423,116	113,979,522
Subtotal	13,228,125,195	12,580,725,273	11,914,016,127	11,323,119,967	11,091,747,811
Federal Aid					
Medical Assistance	2,885,996,975	2,841,262,571	2,966,509,479	2,876,517,126	2,663,987,093
AFDC/W2	411,227,833	448,154,411	424,401,099	477,330,616	490,161,681
Transportation	773,152,018	755,659,339	740,140,823	726,594,153	769,221,794
Education	1,574,934,049	1,503,395,791	1,452,793,378	1,316,197,365	1,120,807,676
Other	1,535,906,709	1,642,411,725	1,718,620,059	2,121,671,098	2,158,980,902
Subtotal	7,181,217,584	7,190,883,836	7,302,464,838	7,518,310,358	7,203,159,146
Fees					
University of Wisconsin System[b]	1,040,358,601	960,481,330	880,582,998	775,395,525	84,006,675
Other	427,060,300	427,786,023	385,584,864	377,001,995	356,048,754
Subtotal	1,467,418,901	1,388,267,353	1,266,167,862	1,152,397,520	440,055,429
Licenses and Permits					
Vehicles and Drivers	358,350,142	352,220,463	353,943,546	319,449,151	340,205,268
Hunting and Fishing	101,375,980	95,320,908	92,307,370	81,846,434	81,747,187
Other	561,072,535	527,761,924	522,960,045	444,479,156	383,584,407
Subtotal	1,020,798,657	975,303,294	969,210,960	845,774,742	805,536,862
Miscellany					
Service Charges	846,656,031	679,698,283	756,319,038	711,017,199	625,265,992
Sales of Products	799,739,375	735,620,836	761,904,361	723,916,809	682,332,141
Investment Income	8,542,093,790	7,173,240,239	9,696,272,520	2,038,503,724	(3,541,516,552)
Gifts and Grants	384,897,037	375,899,897	341,902,613	343,153,253	337,321,976
Employee Benefit Contributions [b]	2,672,969,933	2,063,105,741	2,980,854,560	2,038,154,899	1,768,712,369
General Obligation Proceeds [c]	1,197,760,905	734,440,646	2,706,057,989	646,000,534	785,363,834
Other Revenues	1,779,638,241	2,293,743,096	2,043,259,818	3,002,651,240	5,265,115,871
Subtotal	16,223,755,312	14,055,748,739	19,286,570,899	9,503,397,656	5,922,595,630
Summary					
TOTAL NET REVENUE	39,121,315,649	36,190,928,494	40,738,430,686	30,343,000,242	25,463,094,878
Transfers	812,004,157	828,212,783	847,006,075	939,405,913	1,307,219,152
Gross Revenue	$ 39,933,319,806	$ 37,019,141,277	$ 41,585,436,761	$ 31,282,406,156	$ 26,770,314,030

[a] The amounts shown are based on statutorily required accounting and not on GAAP. The amounts are unaudited.

[b] Figures include all State and non-State employer and employee contributions. State contributions for State employees totaled $1,406,452,694 for 2005-06, $823,519,064 for 2004-2005, $1,727,453,192 for 2003-04, $975,778,983 for 2002-03, and $824,268,843 for 2001-02.

[c] The increase from 2002-03 to 2003-04 reflects receipt of general fund annual appropriation bond proceeds. Approximately $705 million of proceeds were deposited into the General Fund and subsequently used to pay-off the State's accrued prior service liability and $782 million of proceeds were deposited into the Fixed Retirement Investment Fund to pay-off the State's accrued liability for sick leave conversion credits. While included under the title of "general obligation proceeds", the general fund annual appropriation bonds are not a general obligation of the State, but are subject to annual appropriation.

Source: Wisconsin Department of Administration.

Public Utility Taxes

There are two methods used for taxing public utilities. An ad valorem method on property is used for pipeline companies, conservation and regulation companies, association of municipal electric, railroads, and airlines. The State assesses the value of the property; then the average statewide property tax rate is applied to derive the tax. An ad valorem tax on the real and tangible personal property is used for telephone companies.

The gross receipts tax is 3.19% for electric cooperatives and municipal power companies. Private light, heat, and power companies pay a gross receipts license fee at the rates of 0.97% of revenues from gas services, 3.19% of revenues from electric services, and 1.59% of revenues from wholesale electric. Each year's fee is based on revenues collected in the previous year. Revenue received from utilities is deposited to the General Fund; however, revenue from railroads and airlines is deposited in the segregated Transportation Fund. Car line companies, which are businesses that furnish or lease car line equipment to a railroad but do not operate a railroad, are subject to a tax at a rate equal to the State average net tax rate on property, which is deposited into the Transportation Fund.

Excise Taxes

Cigarettes are taxed at the rate of 77 cents per pack of 20. Tobacco products, other than cigarettes, are taxed at the rate of 25% of the manufacturer's list price. The cigarette and tobacco products taxes are collected from distributors and subjobbers. Wine is taxed at 25 cents or 45 cents per gallon (or 6 cents or 11 cents per liter), depending on its alcohol content. Liquor is taxed at $3.25 per gallon (or $0.86 per liter). The wine and liquor tax is collected from wholesalers. Beer is taxed at the rate of $2 per barrel, and the tax is paid monthly by brewers.

Estate, Inheritance, and Gift Taxes

For deaths occurring after September 30, 2002 and before January 1, 2008, the State imposes an estate tax in an amount equal to the credit allowed for state inheritance or estate taxes under federal law in effect on December 31, 2000.

Insurance Company Premium Tax

Wisconsin-based life insurance companies pay a tax of 2% of the premiums received less a credit equal to 50% of personal property taxes. Small companies may choose to pay 2.5% of all income except premiums less the personal property tax credit. Nondomestic life insurance companies pay the 2% rate with no personal property tax credit.

Domestic and nondomestic property and casualty insurance companies are taxed 2% on allocated fire insurance premiums received. The 2% tax levied on fire insurance premiums is redistributed to local governments as a "fire department dues" tax. Nondomestic casualty insurance companies are taxed an additional 2.375% on allocated fire insurance premiums received, 2% on all forms of casualty premiums, and 0.5% on ocean marine coverages.

Domestic mortgage guaranty insurance companies pay a tax of 2% of premiums received.

Nondomestic companies are also subject to retaliation and reciprocation. If a nondomestic company's state of domicile assesses a Wisconsin domestic company, in aggregate, a greater amount than these rates, then Wisconsin retaliates. If a nondomestic company's state of domicile assesses a Wisconsin domestic company, in aggregate, a lesser amount than these rates, then Wisconsin reciprocates, subject to a minimum of the 2% "fire department dues," 0.375% for ocean marine and allocated fire insurance premiums, 0% for all forms of casualty premiums, and 2% for life premiums.

Motor Vehicle Fuel Tax

Motor vehicle fuel is taxed at the rate of 30.9 cents per gallon. The motor vehicle fuel tax was previously subject to an indexed adjustment using an inflation-only factor based on the Consumer Price Index; however, the final adjustment occurred in April 2006 since recently enacted legislation curtailed future adjustments. The tax is collected from the wholesaler but is specifically passed through to the user. The revenues are deposited in the Transportation Fund, where they are used primarily for highway purposes.

Forest Tax

The forest tax is the only State tax upon general property. It is a levy on all taxable property in the State. The tax is collected by municipal treasurers and remitted to the State during property tax settlements. After its receipt in the General Fund, it is transferred to the segregated Conservation Fund.

Miscellaneous Taxes

The State collects other miscellaneous taxes and fees, the largest of which is the real estate transfer fee. This fee is assessed at the time of a sale or transfer of real estate and at the rate of 30.0 cents per $100 value.

Tax Credits

Complementing the State's tax structure are tax credits designed to relieve certain taxes. These credits are reflected as expenditures for budgeting purposes. A brief description of the principal tax credits follows.

Homestead Tax Credit

Property tax relief is provided to low-income homeowners and renters through a homestead tax credit. The maximum household income limit is $24,500. The maximum amount of aidable property taxes is $1,450, and the amount of farm acreage on which the property tax is based is 120 acres. For renters, the amount of rent allocated as property tax is 25%, or 20% if heat is included in rent. In the 2005-06 fiscal year, low-income homeowners and renters received $123 million in homestead tax credit relief.

Earned Income Tax Credit

The earned income tax credit provides assistance to lower-income workers. The credit supplements the wages and self-employment income of such families. It offsets the impact of the social security tax and increases the incentive to work. As of December 1, 2005, the State was one of seven states that offered an earned income credit. Four of those states, including the State, offered a refundable earned income credit.

The State's earned income tax credit is calculated as a percentage of the federal credit. The federal earned income tax credit varies by income and family size. In addition to the federal standards, the State's credit varies the percent of the federal credit by the number of children: 4% of the federal credit for one child, 14% for two, and 43% for three or more. The maximum State credit in tax year 2006 ranged from $110 for one child, $635 for two children, and $1,950 for three or more children. In the 2005-06 fiscal year, low-income wage earners received $82 million in earned income tax credits.

Farmland Preservation Tax Credit

The farmland preservation program provides property tax relief to farmland owners and encourages local governments to develop farmland preservation policies. The credit reduces income tax liability or is rebated if the credit exceeds income tax due. The credit formula is based on household income, the amount of property tax levied by all governments, and the type of land use provisions protecting the farmland (either a preservation agreement or exclusive agricultural zoning). Claimants may receive a credit on up to $6,000 of property taxes. The maximum potential credit is $4,200. In the 2005-06 fiscal year, farmland owners received $13 million in farmland preservation tax credits.

School Levy Tax Credit

The school levy tax credit is distributed based on each municipality's share of statewide levies for school purposes and is provided to all classes of taxpayers (residential, commercial, industrial, and others). For property taxes levied in December 2005, $469 million of school levy tax credits was distributed statewide, and the credit lowered school property taxes paid by taxpayers by 5.6% of the total gross school tax levy. The credits are paid to municipalities to reduce the amount due from all property taxpayers.

Lottery Property Tax Credit.

The net proceeds of the state lottery are reserved for property tax relief. The lottery credit is paid to municipalities to reduce the amount due from local taxpayers. The lottery credit is paid only for property taxes on primary residences. The total lottery credit was approximately $121 million in December 2005.

School Property Tax/Rent Credit

The school property tax/rent credit is equal to 12% of the first $2,500 in property taxes, or rent relating to allocable property taxes, for a maximum credit of $300. In the 2005-06 fiscal year, the school property tax/rent credit totaled $350 million.

Tax Collection Procedure (Delinquencies)

If a taxpayer does not file a valid return when requested, the State of Wisconsin Department of Revenue (**DOR** or **Department of Revenue**) may estimate the amount of tax due and send the taxpayer an assessment of the amount owing. Until the due date, the taxpayer may appeal the amount stated to be owing, and absent an appeal, the account is considered delinquent on the due date. A delinquency also occurs when a taxpayer fails to properly pay taxes on a filed return or undercomputes the tax due. In that case, the taxpayer is billed for the shortfall, and there is no appeal process. An assessment can also result from office or field audits. An audit adjustment may be appealed up to the due date of the assessment.

DOR uses a computer system to record payment and collection information for income, franchise, sales, and use taxes. Revenue agents around the state can access the case records for delinquent accounts.

Collection of a delinquent account begins with a notice of overdue tax, which is sent to the taxpayer. This notice informs the taxpayer that failure to pay within 10 days may result in a warrant being filed in the county of residence or other involuntary collection actions. The account is assigned to a revenue agent, who will contact the taxpayer to attempt to solicit payment in full or set up an installment payment plan. Records of all collection contacts and actions are maintained in the statewide computer system.

If voluntary payments cannot be arranged, the revenue agent may proceed to a variety of involuntary collection actions, such as attachment of wages, levy, or garnishment of assets. If the amount owed is greater than $25,000, the account will be posted on a DOR web site that identifies delinquent taxpayers. If the delinquent taxpayer has a refund coming from any tax program administered by DOR, the refund is applied to the delinquent balance. Federal tax refunds are also applied to the delinquent balance.

Other actions that may be recommended to resolve a delinquent account include:

- Revocation of a business seller's permit
- Withholding of a business's liquor license
- Denial of a state-issued occupational license
- Referral to a private collection agency

If it is unknown whether the taxpayer has any assets that may be garnished, a supplemental hearing may be called before the court commissioner in the taxpayer's county of residence, and the taxpayer's affairs could be placed in receivership. If the taxpayer is without any assets, proceedings may be stayed and the account periodically reviewed until such time that it is in the State's best interest to write-off the account.

An analysis of the overall delinquency rate for the income, franchise, and sales and use taxes is shown in Table II-26 of "STATISTICAL INFORMATION".

EXPENDITURES

General

State expenditures are categorized under eight functional categories and the general obligation bond program. They are subcategorized by three distinct types of expenditures. The eight functional categories, which are listed in Table II-2, are described later in this part of the Annual Report. See "STATE GOVERNMENT ORGANIZATION; Description of Services Provided by State Government". The three types of expenditures are described below.

- *State Operations.* Direct payments by State agencies to carry out State programs for expenses such as salaries, supplies, services, debt service, and permanent property.
- *Aids to Individuals and Organizations*. Payments from a State fund made directly to, or on behalf of, an individual or private organization (for example, Medicaid or student financial assistance).
- *Local Assistance*. Payments from a State fund to, or on behalf of, local units of government and school districts, including payments associated with State programs administered by local governments and school districts (for example, aid for families with dependent children and school aids).

Table II-2 shows the amounts expended (all funds) by function and type for each of the last five years.

General Fund Expenditures

In the 2005-06 fiscal year, about 59% of all general-fund taxes collected by the State were returned to local units of government. The remaining funds were used for aids to individuals and organizations (19%) and state operations and programs, including the University of Wisconsin System (23%). For the 2005-07 biennium, or the aggregate of the 2005-06 and 2006-07 fiscal years, these percentages are expected to be about 57% returned to local units of government, 20% for aids to individuals and organizations, and 24% for state operations and programs, including the University of Wisconsin System.

ACCOUNTING AND FINANCIAL REPORTING

Statutory Basis

The State accounts for, reports, and budgets its operations as set forth in the Wisconsin Statutes. The Annual Fiscal Report (which is unaudited) must be published each year on or before October 15. Except as noted in the following paragraph, under statutory accounting, receipts are recorded only at the time money or checks are deposited in the State Treasury, and disbursements are recorded only at the time a check is drawn. As a result, actions and circumstances, including discretionary decisions by certain governmental officials, can affect the timing of payments and deposits and therefore the amounts reported in a fiscal year.

For budgeting and Wisconsin Constitutional compliance purposes, the State's records are maintained in conformity with statutory requirements. The more important legal provisions are:

- In all cases the date of the contract or order determines the fiscal year in which it is charged unless it is determined that the purpose of the contract or order is to prevent lapsing of appropriations or to otherwise circumvent budgeting intent.
- The current year records must remain open until July 31 to permit departments to certify for payment bills applicable to the year ended June 30 and to deposit revenues applicable to such year, with the following exceptions: (1) amounts withheld for income taxes prior to July 1, and (2) taxes imposed on sales prior to July 1 are deemed to be accrued tax receipts as of the close of the fiscal year, provided such revenue is deposited on or before August 15.

Table II-2

EXPENDITURES BY FUNCTION AND TYPE (ALL FUNDS)[a]

2001-02 TO 2005-06

	2005-06	2004-05	2003-04	2002-03	2001-02
Commerce					
State Operations	$ 295,051,390	$ 177,270,715	$ 176,745,176	$ 176,083,715	$ 170,184,711
Aids to Individuals and Organizations	118,049,619	134,274,721	172,583,246	187,477,215	174,212,058
Local Assistance	84,622,827	67,653,798	138,932,517	74,394,249	74,407,965
Subtotal	497,723,836	379,199,233	488,260,939	437,955,179	418,804,734
Education					
State Operations	3,783,691,755	3,680,666,682	3,475,747,413	3,303,821,334	3,115,399,765
Aids to Individuals and Organizations	601,027,490	569,282,647	512,024,280	485,812,841	427,268,613
Local Assistance	5,823,094,342	5,478,892,197	5,379,843,071	5,355,644,148	5,118,756,509
Subtotal	10,207,813,587	9,728,841,526	9,367,614,765	9,145,278,323	8,661,424,887
Environmental Resources					
State Operations	1,860,775,134	1,557,135,085	1,516,414,319	1,848,457,071	1,669,826,629
Aids to Individuals and Organizations	27,226,419	18,632,315	22,054,756	16,157,370	32,409,367
Local Assistance	1,092,290,371	1,111,255,497	1,033,697,144	1,115,024,574	1,009,292,244
Subtotal	2,980,291,924	2,687,022,898	2,572,166,219	2,979,639,014	2,711,528,240
Human Relations and Resources					
State Operations	2,211,919,381	2,338,807,640	2,270,811,372	2,407,000,030	2,201,627,675
Aids to Individuals and Organizations	7,324,304,971	7,236,447,598	7,076,266,703	7,214,104,334	7,002,052,675
Local Assistance	735,653,544	696,794,647	727,628,112	754,700,651	722,778,120
Subtotal	10,271,877,896	10,272,049,886	10,074,706,187	10,375,805,016	9,926,458,471
General Executive					
State Operations	5,394,516,734	5,156,121,321	7,172,782,711	4,534,745,855	4,507,929,098
Aids to Individuals and Organizations	429,604,138	374,960,654	384,804,781	375,249,497	326,682,917
Local Assistance	184,678,416	129,264,670	140,022,849	125,798,685	104,908,224
Subtotal	6,008,799,288	5,660,346,645	7,697,610,341	5,035,794,037	4,939,520,239
Judicial					
State Operations	91,336,070	90,426,703	87,121,028	85,979,874	84,149,092
Local Assistance	24,274,774	24,166,300	24,118,000	24,073,100	23,716,900
Subtotal	115,610,844	114,593,003	111,239,028	110,052,974	107,865,992
Legislative					
State Operations	61,342,707	58,234,658	59,302,088	61,219,698	62,114,318
Subtotal	61,342,707	58,234,658	59,302,088	61,219,698	62,114,318
General					
State Operations	871,018,049	663,012,446	758,203,351	850,238,866	1,320,960,416
Aids to Individuals and Organizations	244,294,326	242,099,193	234,367,276	836,426,667	1,179,940,690
Local Assistance	1,626,825,051	1,636,174,533	1,713,112,543	1,702,335,971	1,693,443,439
Subtotal	2,742,137,426	2,541,286,173	2,705,683,171	3,389,001,503	4,194,344,545
General Obligation Bond Program					
State Operations	898,483,799	818,835,725	817,151,948	447,479,707	622,061,731
Subtotal	898,483,799	818,835,725	817,151,948	447,479,707	622,061,731
Summary Totals					
State Operations	15,468,135,019	14,540,510,976	16,334,279,406	13,715,026,150	13,754,253,435
Aids to Individuals and Organizations	8,744,506,963	8,575,697,130	8,402,101,042	9,115,227,924	9,142,566,320
Local Assistance	9,571,439,325	9,144,201,642	9,157,354,236	9,151,971,378	8,747,303,402
GRAND TOTAL	$ 33,784,081,307	$ 32,260,409,747	$ 33,893,734,685	$ 31,982,225,451	$31,644,123,157

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

Source: Wisconsin Department of Administration.

- On July 31 all outstanding encumbrances entered for the previous year must be transferred to the new fiscal year and an equivalent prior year appropriation balance must also be forwarded to the new fiscal year.
- Revenues and expenditures are reported on a net basis. Overcollections refunded are deducted from revenues and current year overpayments made are deducted from expenditures.
- General Fund investments are carried at the lower of cost or par with discounts, premiums, and earnings recorded on an accrual basis.
- Encumbrances are treated as expenditures in the year of initiation.

Generally Accepted Accounting Principles

The State also accounts for and reports on its operations using generally accepted accounting principles (**GAAP**). For the fiscal year ended June 30, 2006 the State has prepared a Comprehensive Annual Financial Report (**CAFR**) in accordance with GAAP. The General Purpose External Financial Statements section of the CAFR for the fiscal year ended June 30, 2006 has been audited and is included as APPENDIX A to this Part II of the Annual Report.

Financial statements prepared in accordance with GAAP differ from those prepared in accordance with the Wisconsin Statutes. A notable difference pertains to the General Fund balance. The undesignated, unreserved balance for the fiscal year ended June 30, 2006 was $49 million on a budgetary basis. Under GAAP, the total fund balance for the fiscal year ended June 30, 2006 was a deficit of $2.150 billion. The difference results primarily because GAAP recognizes accrued liabilities that are not taken into account under the statutory basis. The single largest accrued liability for the fiscal year ended June 30, 2006 was $795 million and related to the State's individual income tax accruals.

Blended Component Unit—Badger Tobacco Asset Securitization Corporation

For GAAP purposes, the financial reporting entity for the State is all funds, elected offices, departments, and agencies of the State, as well as boards, commissions, authorities, and universities. The State also considers all potential component units based on criteria set forth by the Governmental Accounting Standards Board (**GASB**). A GASB technical bulletin released in 2004 provided guidance on the treatment of a tobacco settlement authority that is created to obtain the rights to all or a portion of future tobacco settlement resources. This guidance stated that such authorities must be treated as a component unit of the government that created it.

Consistent with this accounting guidance, the State has incorporated the financial results of the Badger Tobacco Asset Securitization Corporation (**BTASC**), starting with the audited external financial statements for the year ended June 30, 2004, as a blended component unit to the State and as a debt service fund. Such accounting treatment was not requested or condoned by BTASC, and such accounting treatment does not create a liability of the State for the obligations of BTASC. In prior financial statements, the State treated BTASC as a discrete component unit. The Articles of Incorporation of BTASC requires that the corporation hold itself apart and separate from the State.

BUDGETING PROCESS AND FISCAL CONTROLS

Annual appropriations are made through the enactment of the State budget. Most of the budget process derives from statutory laws or custom and practice, and thus the process is subject to change.

The State budget is the legislative document that sets the level of authorized state expenditures for the two fiscal years in a biennium and the corresponding level of revenues (primarily taxes) projected to be available to finance those expenditures. A biennium begins on July 1 of each odd-numbered year and ends on June 30 of the subsequent odd-numbered year. The requirement for a state budget is linked directly to the Wisconsin Constitution, which provides that "No money shall be paid out of the treasury except in pursuance of an appropriation by law." The Wisconsin Constitution requires a balanced budget. It also requires that, if final budgetary expenses of any fiscal year exceed available revenues, then the Legislature must take actions to pay the deficiency in the succeeding fiscal year.

Budget Requests from Agencies

The formal budget process begins when the State Budget Office in the State of Wisconsin Department of Administration **(DOA** or **Department of Administration)** issues instructions to State agencies for submission of their budget requests for the next biennium. Larger agencies actually begin their internal processes for development of their budget requests several months prior to the issuance of these instructions.

Pursuant to the Wisconsin Statutes, agency budget requests are to be submitted no later than September 15 of each even-numbered year. Agencies are also required, to submit copies of their budget requests to the Legislative Fiscal Bureau **(LFB)** at the same time that copies are delivered to the State Budget Office.

Executive Budget

Pursuant to the Wisconsin Statutes, the Secretary of Administration is required, to provide to the Governor or Governor-Elect and to each member of the next Legislature, by November 20 of each even-numbered year, a compilation of the total amount of each agency's biennial budget request. The Wisconsin Statutes also require that DOR compile and provide, by November 20 of each even-numbered year, information on the actual and estimated revenues for the current and forthcoming biennium. These revenue estimates are used by the Governor as the basis on which total General Fund biennial budget spending levels are recommended. The State Budget Director (who is an appointee of the Secretary of Administration) is involved in the review of agency requests and the development of the Governor's budget recommendations for appropriations. In addition, the Governor's budget recommendations include any statutory language changes needed to accomplish the policy initiatives and program or appropriation changes that are part of the Governor's recommendations. A draft bill is prepared by the Legislative Reference Bureau incorporating the Governor's fiscal and statutory recommendations.

The Governor is required to deliver the biennial budget message and executive budget bill or bills to the Legislature on or before the last Tuesday in January of the odd-numbered year. However, upon request of the Governor, a later submission date may be allowed by the Legislature upon passage of a joint resolution. It is common for the Governor to request a later submission date; a late submission date was requested, and allowed, for each of the last ten executive budget bills.

The Wisconsin Statues provide that immediately after delivery of the Governor's budget message, the executive budget bill or bills must be introduced by the Joint Committee on Finance, without change, into one of the two houses of the Legislature. Upon introduction, the bill or bills must be referred to that committee for review. Because of both the complexity of the budget and its significance, committee review of the budget bill is the most extensive and involved review given to any bill in a legislative session.

Legislative Consideration

LFB usually provides initial overview briefings on the budget for the Joint Finance Committee. The committee holds public hearings on the proposed budget, including both hearings at which agencies present informational briefings and hearings to allow public comment. Other legislative committees may hold meetings, at the discretion of the committee chairperson, to inform committee members of particular aspects of the budget that may affect the substantive interests of the committee.

Upon conclusion of the public hearings, the Joint Committee on Finance commences executive sessions of the Governor's recommended budget. The committee invariably adopts a budget that contains numerous changes to the Governor's recommendations. The form of the committee's budget is usually a substitute amendment to the Governor's budget bill rather than being a separately identified new bill.

The two houses of the Legislature rarely pass identical versions of the budget in their first consideration. There are alternative methods available for achieving resolution of the differences between the two houses on bills. A common method is for one house to seek a committee of conference on the bill wherein a specified number of members from each house are delegated to meet as a bargaining committee with the goal of producing a report reconciling the differences. Another method that has been used from time to time has been to successively pass, between the houses, narrowing amendments dealing only with the points of difference between the respective budgets as initially recommended by the two houses.

While the Wisconsin Statutes require that summary information be compiled by DOR on the actual and estimated revenues for the current and forthcoming biennium and that this summary information be available on November 20th of each even-numbered year, LFB may use its discretion to provide updated revenue estimates at any time for the current and forthcoming biennium.

Governor's Partial Veto Power

The Wisconsin Constitution grants the Governor the power of partial veto for any appropriation bill. This means that rather than having to approve or reject the budget bill in its entirety, the Governor may selectively delete portions of the budget bill. Thus, both language and dollar amounts in a budget bill may be eliminated by the Governor's veto, and dollar amounts may be reduced. The budget bill (less any items deleted or reduced by the Governor's partial veto) then becomes the State's fiscal policy document for the next two years.

Just as it may do with a Governor's veto of a bill in its entirety, the Legislature may, with a two-thirds vote by each house, override a partial veto and enact the vetoed portion into law. This action may be taken before or after the budget becomes effective.

Continuing Authority

The failure of the Legislature to adopt a new budget before the commencement of a biennium does not result in a lack of spending authority. The Wisconsin Statutes provide that if an existing appropriation for the second year of a biennium is not amended or repealed, it continues in effect for all subsequent fiscal years. Thus, in the event that a budget is not in effect at the start of a fiscal year, the prior year's budget serves as the budget until such time as a new one in enacted.

Fiscal Controls

No money shall be paid out of the State Treasury except as appropriated by law. The Wisconsin Statutes require that the Secretary of Administration and the State Treasurer must approve all payments. The Secretary of Administration is also responsible for audit of expenditures prior to disbursement. The Legislative Audit Bureau has postaudit responsibility.

The Department of Administration maintains separate accounts for all appropriations, showing the amounts appropriated, the amounts allotted, the amounts encumbered, the amounts expended, and certain other data necessary to the financial management and control of all State accounts. The Department of Administration also maintains the general ledgers of the General Fund and all other funds of the State.

State law prohibits the enactment of legislation that would cause the estimated General Fund balance to be less than a specified amount or percentage of the general purpose revenue appropriations for that fiscal year. The specified amount for the 2005-06 fiscal year was $65 million. State law currently requires that the amount for the 2006-07, 2007-08, and 2008-09 fiscal years should also be $65 million. State law also requires that, beginning with the 2009-10 fiscal year, the statutory required reserve should be 2.0% of the general purpose revenue appropriations for that fiscal year.

The budget could move out of balance if estimated revenues are less than anticipated in the budget or if expenditures for open-ended appropriations are greater than anticipated. The Wisconsin Statutes provide that, following the enactment of the budget, if the Secretary of Administration determines that budgeted expenditures will exceed revenues by more than one-half of one percent of general purpose revenues (consisting of general taxes, miscellaneous receipts, and revenues collected by state agencies which lose their identity and are available for appropriation by the Legislature), no approval of expenditure estimates can occur. Further, the Secretary of Administration must notify the Governor and the Legislature, and the Governor must submit a bill correcting the imbalance. If the Legislature is not in session, the Governor must call a special session to take up the matter.

The Secretary of Administration also has statutory power to order reductions in the appropriations of state agencies (which represent less than one-fourth of the General Fund budget). The Secretary of Administration may also temporarily reallocate free balances of certain funds to other funds that have insufficient balances and, further, may prorate or defer certain payments in the event current or projected balances are insufficient to meet current obligations. See "GENERAL FUND INFORMATION, General Fund Cash Flow." The Department of Administration may also request the issuance of operating notes by the State of Wisconsin Building Commission (**Commission**).

RESULTS OF 2005-06 FISCAL YEAR

The Annual Fiscal Report (Budgetary Basis) for the fiscal year ending June 30, 2006 was published October 15, 2006. It reports that the State's actual General Fund tax collections for the 2005-06 fiscal year, on a budgetary basis, were $81 million more than LFB projections from January 2006 and about $633 million, or 5.6%, above collections in the 2004-05 fiscal year. It also reports that the State ended the 2005-06 fiscal year on a statutory and unaudited basis with an undesignated balance of $49 million.

The State did not issue any operating notes during the 2005-06 fiscal year.

The Annual Fiscal Report for the fiscal year ended June 30, 2006 is not part of this Annual Report. A complete copy of the Annual Fiscal Report may be obtained at the following address:

State of Wisconsin Capital Finance Office
Department of Administration
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 266-2305
DOACapitalFinanceOffice@wisconsin.gov
www.doa.wi.gov/capitalfinance

Tables II-3, II-4, and II-5 in the section "STATE BUDGET" summarize the results from the 2005-06 fiscal year.

STATE BUDGET

Budget for 2005-06 Fiscal Year

See "RESULTS OF 2005-06 FISCAL YEAR" for information from the Annual Fiscal Report (Budgetary Basis) for the 2005-06 fiscal year, which was the first year of the 2005-07 biennial budget.

Budget for 2006-07 Fiscal Year

The State's 2006-07 fiscal year is the second year of the 2005-07 biennial budget. See "BUDGETING PROCESS AND FISCAL CONTROLS".

Revenue Estimates for 2006-07 Fiscal Year

On November 20, 2006, DOR released estimates of General Fund tax revenues for the 2006-07 fiscal year. The total estimate of General Fund tax revenues for the 2006-07 fiscal year is $12.491 billion, which is approximately $461 million, or 3.8%, more than actual General Fund tax collections for the 2005-06 fiscal year but $69 million, or 0.5%, less than the amount previously estimated in January 2006 for the 2006-07 fiscal year by LFB. The new estimates from DOR show the following differences for the major tax reporting categories from the January 2006 LFB estimates:

- Individual income tax revenues are estimated to be $53 million greater at $6.458 billion.
- General sales and use tax revenues are estimated to be $145 million less at $4.213 billion.
- Corporate income and franchise tax revenues are estimated to be $72 million greater at $857 million.

A complete copy of the DOR revenues estimates is available from the following address:

State of Wisconsin Capital Finance Office
Department of Administration
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 266-2305
DOACapitalFinanceOffice@wisconsin.gov

Projected Net General Fund Budgetary Balance—June 30, 2007

On November 20, 2006, DOA released a report that contained a projected net General Fund budgetary balance (after taking into account the statutory required reserve of $65 million) for the end of the 2006-07 fiscal year. This projected balance is $5 million and further takes into account the undesignated balance available at the end of the 2005-06 fiscal year, estimates of General Fund tax revenues released by DOR on November 20, 2006, and other estimates of department revenues, sum sufficient appropriations and lapses that have been updated based on the latest available information. This projected net General Fund budgetary balance is approximately $60 million more than the net General Fund budgetary balance projected in June 2006 by LFB.

A complete copy of the DOA report may be obtained at the following address:

State of Wisconsin Capital Finance Office
Department of Administration
101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
(608) 266-2305
DOACapitalFinanceOffice@wisconsin.gov

General Fund Condition Statement and Budget Tables

Table II-3 includes a summary of both the final budget and actual General Fund condition statement (budgetary basis) for the 2005-06 fiscal year, along with a summary of the projected General Fund condition statement for the 2006-07 fiscal year. This projected General Fund condition statement for the 2006-07 fiscal year reflects the DOR revenue estimates and DOA report released on November 20, 2006.

Tables II-4 and II-5 present more detail on the General Fund and All-Funds budget (budgetary basis). Though the following Table II-3 reflects the DOR revenue estimates and DOA report released on November 20, 2006, the detailed budgets in Tables II-4 and II-5 *do not* reflect the most recent DOR revenue estimates and DOA report.

Table II-3
Summary of General Fund Condition Statement
2005-06 and 2006-07 Fiscal Years
(in Millions)

	Budget 2005-06[(a)]	Actual 2005-06[(b)]	Budget 2006-07[(c)]
Revenues			
Opening Balance	$ 4.1	$ 4.1	$ 49.2
Taxes	11,949.6	12,030.1	12,490.9
Department Revenues			
Tribal Gaming	118.6	88.9	92.7
Other	685.9	691.2	497.8
Total Available	$12,758.2	$12,814.3	$13,130.7
Appropriations			
Gross Appropriations	$12,634.1	$12,641.8	$13,217.6
Compensation Reserves	90.1	80.1	178.3
Transfers to Medical Assistance Trust Fund	341.8	341.8	25.4
Sum Sufficient Re-Estimates			6.8
Biennial Appropriation Spending Ahead		23.5	(23.5)
Less: Lapses	(318.9)	(322.0)	(344.0)
Net Appropriations	$12,747.0	$12,765.1	$13,060.6
Balances			
Gross Balance	$ 11.2	$ 49.2	$ 70.0
Less: Required Statutory Balance	(65.0)	(65.0)	(65.0)
Net Balance, June 30	$ (53.8)	$ (15.8)	$ 5.0

(a) Reflects all enrolled bills from the 2005 legislative session and the final budget schedule for the 2005-06 fiscal year included in Chapter 20, Wisconsin Statutes.

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

(c) Taxes reflect the revised General Fund tax revenue estimates released by DOR on November 20, 2006 and departmental revenues, sum sufficient appropriations, estimated lapses, and tribal gaming revenues reflect the latest available information as included in the report released by DOA on November 20, 2006. Opening balance reflects the undesignated balance available at the end of the 2005-06 fiscal year, all enrolled bills from the 2005 legislative session, and the final budget schedule for the 2006-07 fiscal year included in Chapter 20, Wisconsin Statutes.

TABLE II-4
State Budget–General Fund[a]

	Actual 2005-2006[a]	Budget 2005-2006[b]	Budget 2006-2007[b]
RECEIPTS			
Fund Balance from Prior Year	$ 9,297,000	$ 4,111,000	$ 11,174,600
Tax Revenue			
State Taxes Deposited to General Fund			
Individual Income	6,144,299,000	6,025,000,000	6,405,000,000
General Sales and Use	4,127,585,000	4,181,600,000	4,358,100,000
Corporate Franchise and Income	780,320,000	770,000,000	785,000,000
Public Utility	275,147,000	257,900,000	283,400,000
Excise			
Cigarette/Tobacco Products	317,911,000	312,600,000	311,100,000
Liquor and Wine	41,023,000	42,400,000	43,500,000
Malt Beverage	9,759,000	9,900,000	10,000,000
Inheritance, Estate & Gift	108,571,000	124,000,000	130,000,000
Insurance Company	134,665,000	135,000,000	142,400,000
Other	112,180,000	91,200,000	91,500,000
Subtotal	12,051,460,000	11,949,600,000	12,560,000,000
Nontax Revenue			
Departmental Revenue			
Tribal Gaming Revenues	- [c]	118,628,600 [d]	86,349,100 [d]
Other	379,569,000	685,850,100	505,626,300
Program Revenue-Federal	6,320,576,000	5,883,730,800	5,991,573,300
Program Revenue-Other	3,570,265,000	3,640,963,700	3,716,521,700
Subtotal	10,270,410,000	10,329,173,200	10,300,070,400
Total Available	$ 22,331,167,000	$ 22,282,884,200	$ 22,871,245,000
DISBURSEMENTS AND RESERVES			
Commerce	$ 266,877,000	288,709,300	281,243,700
Education	10,146,322,000	10,152,254,600	10,387,854,300
Environmental Resources	291,548,000	296,476,000	337,924,200
Human Relations and Resources	8,712,564,000	8,423,076,400	8,970,947,600
General Executive	694,145,000	891,291,400	878,235,600
Judicial	115,262,000	113,259,300	113,448,700
Legislative	61,343,000	65,415,800	65,290,600
General Appropriations	1,859,988,000	1,928,284,100	1,890,759,800
Subtotal	22,148,049,000	22,158,766,900	22,925,704,500
Less: (Lapses)	n/a	(318,924,600)	(268,551,600)
Compensation Reserves	n/a	90,054,100	178,302,800
Required Statutory Balance	n/a	65,000,000	65,000,000
Transfer to Medical Assistance Trust Fund	n/a	341,813,200	25,383,900
Changes in Continuing Balance	90,722,000	n/a	n/a
Total Disbursements & Reserves	$ 22,238,771,000	$ 22,336,709,600	$ 22,925,839,600
Fund Balance	$ 92,396,000	$ (53,825,400)	$ (54,594,600)
Undesignated Balance	$ 49,217,000	$ 11,174,600	$ 10,405,400

(a) The amounts shown are unaudited, rounded to the nearest thousand dollars and are based on statutorily required accounting and not on GAAP.

(b) The amounts shown incorporate all acts of the 2005 legislative session and the January 16, 2006 LFB revenue estimtes.

(c) Tribal gaming revenues are budgeted separately; however, when the payments are received by the State, they are not specifically reported but rather included within the category entitled "Nontax Revenue - Departmental Revenue".

(d) Assumes receipt of certain tribal gaming payments that were due in previous fiscal years.

Sources: Legislative Fiscal Bureau and Department of Administration.

Table II-5
STATE BUDGET–ALL FUNDS[(A)]

	Actual 2005-2006 [(b)]	Budget 2005-2006[(c)]	Budget 2006-2007[(c)]
RECEIPTS			
Fund Balance from Prior Year	$ 9,297,000	$ 4,111,000	$ 11,174,600
Tax Revenue			
Individual Income	6,144,299,000	6,025,000,000	6,405,000,000
General Sales and Use	4,127,585,000	4,181,600,000	4,358,100,000
Corporate Franchise and Income	780,320,000	770,000,000	785,000,000
Public Utility	275,147,000	257,900,000	283,400,000
Excise			
Cigarette/Tobacco Products	317,911,000	312,600,000	311,100,000
Liquor and Wine	41,023,000	42,400,000	43,500,000
Malt Beverage	9,759,000	9,900,000	10,000,000
Inheritance, Estate & Gift	108,571,000	124,000,000	130,000,000
Insurance Company	134,665,000	135,000,000	142,400,000
Other	1,288,845,000	91,200,000 [(d)]	91,500,000 [(d)]
Subtotal	13,228,125,000	11,949,600,000	12,560,000,000
Nontax Revenue			
Departmental Revenue			
Tribal Gaming Revenues	- [(e)]	118,628,600 [(f)]	86,349,100 [(f)]
Other	379,569,000	685,850,100	505,626,300
Total Federal Aids	6,320,576,000	6,668,197,500	6,780,141,400
Total Program Revenue	3,570,265,000	3,640,963,700	3,716,521,700
Total Segregated Funds	4,327,638,000	2,828,396,400	2,675,805,100
Bond Authority	1,197,761,000	544,797,000	622,735,000
Employee Benefit Contributions [(g)]	10,909,386,000	7,343,260,000	7,718,157,000
Subtotal	26,705,195,000	21,830,093,300	22,105,335,600
Total Available	$ 39,942,617,000	$ 33,783,804,300	$ 34,676,510,200
DISBURSEMENTS AND RESERVES			
Commerce	$ 503,420,000	$ 464,313,500	$ 454,135,700
Education	10,574,557,000	10,215,380,000	10,451,017,700
Environmental Resources	3,391,109,000	2,709,959,600	3,035,595,200
Human Relations and Resources	10,322,183,000	9,061,407,900	9,174,582,400
General Executive	6,016,837,000	1,054,300,300	1,036,765,700
Judicial	115,611,000	113,987,700	114,177,100
Legislative	61,343,000	65,415,800	65,290,600
General Appropriations	2,799,020,000	2,086,865,200	2,058,513,300
General Obligation Bond Program	782,789,000	544,797,000	622,735,000
Employee Benefit Payments [(g)]	4,818,745,000	4,844,548,000	5,324,309,000
Reserve for Employee Benefit Payments [(g)]	6,090,641,000	2,498,712,000	2,393,848,000
Subtotal	45,476,255,000	33,659,687,000	34,730,969,700
Less: (Lapses)	n/a	(318,924,600)	(268,551,600)
Compensation Reserves	n/a	90,054,100	178,302,800
Required Statutory Balance	n/a	65,000,000	65,000,000
Transfer to Medical Assistance Trust Fund	n/a	341,813,200	25,383,900
Change in Continuing Balance	(5,626,034,000)	n/a	n/a
Total Disbursements & Reserves	$ 39,850,221,000	$ 33,837,629,700	$ 34,731,104,800
Fund Balance	$ 92,396,000	$ (53,825,400)	$ (54,594,600)
Undesignated Balance	$ 49,217,000	$ 11,174,600	$ 10,405,400

(a) The all-funds budget assumes that certain categories of revenues are expended in like amounts. This includes federal funds, revenues paid into specific funds (other than the General Fund) for a specified program or purpose or which are credited to an appropriation to finance a specific program or agency, and proceeds of general obligation debt. In any given fiscal year, there may be a balance at year-end in the funds, specific program, or agency.

(b) The amounts shown are unaudited, rounded to the nearest thousand dollars and are based on statutorily required accounting and not on GAAP.

(c) The amounts shown incorporate all acts of the 2005 legislative session and the January 16, 2006 LFB revenue estimtes.

(d) The budgeted amounts do not include taxes collected for segregated funds. The largest such tax is the motor fuel tax. The State collected $974 million of motor fuel taxes in the 2005-06 fiscal year.

(e) Tribal gaming revenues are budgeted separately; however, when the payments are received by State, they are not specifically reported but rather included within the category entitled "Nontax Revenue - Departmental Revenue".

(f) Assumes receipt of certain tribal gaming payments that were due in previous fiscal years.

(g) State law separates the accounting of employee benefits from the budget. They are included for purposes of comparability to the figures presented in this table and Tables II-1 and II-2 of this Part II of the Annual Report.

Sources: Legislative Fiscal Bureau and Department of Administration.

Budget for 2007-09 Biennium

The General Fund tax revenue estimates released by DOR on November 20, 2006 also include estimates of General Fund tax revenues for the 2007-09 biennium, namely, $12.941 billion for the 2007-08 fiscal year and $13.462 billion for the 2008-09 fiscal year, or annual increases of 3.6% and 4.0%, respectively.

The Governor is required to submit a proposed biennial budget to the Legislature on or before January 30, 2007; however, upon a request of the Governor, a later submission date may be allowed by the Legislature upon passage of a joint resolution.

Sale of Tobacco Settlement Revenues

The State has sold to BTASC the right of the State to receive, after June 30, 2003, tobacco settlement revenues to be made by the participating cigarette manufacturers under the Master Settlement Agreement, which was entered into among the participating cigarette manufacturers and the attorneys general of 46 states and six other U.S. jurisdictions on November 23, 1998 in connection with the settlement of certain smoking-related litigation.

In May 2002, BTASC issued $1.591 billion principal amount of bonds to finance the purchase and to fund necessary reserves, operating costs, and costs of issuance. The State received $1.275 billion for selling its right to receive the tobacco settlement revenues. Of this amount, $681 million was transferred to the General Fund in 2001-02 fiscal year, and the balance was used in lieu of General Fund money to make shared revenue payments to local municipalities in the 2002-03 fiscal year. The bonds issued by BTASC are payable from the tobacco settlement revenues due the State, which have been sold and assigned to BTASC, and pledged accounts. The bonds issued by BTASC are not a debt or liability of the State or any political subdivision or agency of the State.

BTASC is a special purpose nonstock, nonprofit corporation, organized under the general nonstock corporation law of the State by the Secretary of Administration pursuant to authority granted under Section 16.63 of the Wisconsin Statutes. A three-member board of directors governs BTASC. The Secretary of Administration appoints all directors. Financial reports and further information may be obtained from BTASC, 10 East Doty Street, Suite 800, Madison, WI 53703. The e-mail address is btasc@btasc.org and the web site address is www.btasc.org.

Potential Effect of Litigation

APPENDIX A to this part of the Annual Report includes the General Purpose External Financial Statements for the fiscal year ended June 30, 2006. The notes to the General Purpose External Financial Statements include a description of various legal proceedings, claims, and tax refunds that may have a potential budgetary effect. The potential budgetary impact of these legal proceedings and claims, and any updates to those proceedings subsequent to June 30, 2006, are outlined below. The following also includes a description of various other legal proceedings, claims, and tax refunds that were not included in the notes to the General Purpose External Financial Statements, but may have a potential budgetary effect.

Environmental Clean-Up Actions

The State is involved in the environmental clean-up of property owned by the State that has the potential to cause soil and groundwater contamination associated with underground storage tanks. The estimated remediation costs of these properties are $3 million. The 2006-07 budget does not specifically provide for payment of these costs; however, the payment would be made from certain State funds.

Sales Tax on Customized Computer Software

The State Tax Appeals Commission previously ruled that sales of certain customized computer software are not subject to the State's sale tax. The State appealed this decision, and on October 26, 2004, the Dane County Circuit Court reversed the decision of the State Tax Appeals Commission. The plaintiffs in this case have appealed this decision to the Wisconsin Court of Appeals and oral arguments were completed on November 17, 2005. At this date, DOR has not established an estimate of the financial impact that could result from this case. The State previously estimated that it collects about $65 million annually in sales tax under circumstances similar to those in the case. The 2006-07 budget does not provide for payment of refunds or loss of tax revenue in the event that the State should fail to prevail on this matter.

Sales Tax on Telephone Services

The Dane County Circuit Court granted summary judgment to the defendants (which includes the Secretary of the State of Wisconsin Department of Revenue) and dismissed the action on the basis of primary jurisdiction. The court stated that this matter involving the sales and use tax collected by a telecommunications provider on 19 kinds of telephone service from all customers in the State should be heard either by the State Tax Appeals Commission or DOR in a declaratory ruling proceeding. The plaintiffs in this case appealed this decision to Wisconsin Court of Appeals, and oral arguments were held on September 20, 2006. The plaintiffs have submitted extensive post-argument supplemental authority to support their position that the State Court of Appeals should reinstate their monetary claim. At this date, DOR has not established an estimate of the financial impact that could result from this case, and the 2006-07 budget does not provide for payment of refunds or loss of tax revenue in the event that the State should fail to prevail on this matter.

Validity of Gaming Compacts

On July 14, 2006, the Wisconsin Supreme Court held that a 1993 amendment to the gambling provision of the Wisconsin Constitution did not invalidate or affect the extension, renewal, or amendment of compacts originally executed in 1991 and 1992 between the State and tribal governments. In addition, the Wisconsin Supreme Court overruled the portion of its earlier decision from 2004 that had invalidated compact amendments made in 2003 that allowed tribes to offer additional games beyond those agreed to in the original tribal compacts.

Other

The State, its officers, and its employees are defendants in numerous other lawsuits. It is the opinion of the Attorney General that such pending litigation will not be finally determined so as to result individually or in the aggregate in a final judgment against the State which would materially impair its financial position. Potential liability for such pending litigation does not constitute a significant impairment of the State's financial position or payment of debt service.

Employment Relations

Of the State's approximately 44,300 civil service employees, approximately 38,000 are employees whose wage rates, fringe benefits, hours, and conditions of employment are determined by collective bargaining agreements. All these classified employees are either assigned to a collective bargaining unit or are exempted from bargaining unit coverage due to their "confidential" or "management" designation. Covered employees are assigned to one of twenty-two bargaining units set up by occupational groupings based on their civil service classification. An exclusive bargaining agent represents nineteen of the bargaining units. The nineteen represented bargaining units completed negotiations on their respective 2005-2007 collective bargaining agreements, and those contracts will remain in effect through June 30, 2007.

The employment of non-represented civil service employees is covered by civil service statutes, rules, and the nonrepresented compensation plan.

Each contract contains a no-strike and no-lockout provision, and State law specifies that it is illegal for a State employee "to engage in, induce, or encourage any employee to engage in a strike or a concerted refusal to work or perform their usual duties as employees". Also, the State and its agencies have established contingency plans to staff and operate the various State agencies, programs, and institutions should an incident occur that could disrupt the delivery of critical State services and necessary agency functions. These plans covering various situations including strikes and work stoppages are updated annually.

The budget provides for salary and fringe benefits in an amount that is expected to be sufficient to meet all contractual obligations. The Wisconsin Statutes require the agreements between the State and the individual bargaining units to be two-year contracts that coincide with the State's biennium. A contract agreement requires ratification by the members of the labor unions, approval by the Joint Committee on Employment Relations, passage by both houses of the Legislature, and signature of the Governor.

State Budget Assumptions

Tax revenues for the 2005-07 biennial budget were initially based on May 16, 2005 estimates from LFB. Estimates of tax revenues have changed twice since that time with the most recent revenue estimates for the 2006-07 fiscal year being provided by DOR on November 20, 2006. The estimates are based on the State tax structure and on assumptions about basic economic factors and their historical relationships to State tax receipts. Revenue sources other than taxes are estimated in the preparation of the budget. The all-funds budget establishes estimates of these nontax revenues and presumes that an equal amount of expenditures will be made. Any variation from that expected level of revenue will result in a corresponding increase or decrease in expenditures.

State disbursements for the budget are based on assumptions relating to economic and demographic factors, desired levels of services, and the success of expenditure control mechanisms applied by the Secretary of Administration pursuant to statutory authority in controlling disbursements for State operations. Factors that may affect the level of disbursements in the budgets and make the projected levels difficult to maintain include uncertainties relating to the economy of the nation and the State.

Economic Assumptions

The economic forecast underlying the revenue estimates provided by DOR on November 20, 2006 was based primarily on certain projections presented in the November 6, 2006 national economic forecast by Global Insight, Inc. **(Global Insight)**, which provides national economic forecasts, data base support, and consulting services. Table II-6 contains excerpts from Global Insight's November 2006 national economic forecast and a summary of information from DOR's Wisconsin Econometric Model **(Model),** both of which were included in the Wisconsin Economic Outlook, published by DOR on November 20, 2006.

Wisconsin Econometric Model

The Model is a forecasting tool used for assessing the future of the State's economy, measured primarily by income and employment. The Model provides DOR with information about how the State's economy responds to changes in the national economic conditions and plays a critical role in the revenue estimating process. The Model was first designed in 1978 by a predecessor of Global Insight (Data Resources Inc.). DOR has periodically redesigned the Model to correspond to changes in national modeling concepts in the Global Insight macro model of the U.S. economy and to incorporate new data definitions as embodied in the national and regional income accounts.

The Model provides forecasts of the major components of income and employment. Income measures correspond to the measures of State personal income provided by the U.S. Department of Commerce, Bureau of Economic Analysis. Employment measures correspond to the North American Industry Classification System **(NAICS)** as provided by the U.S. Department of Labor, Bureau of Labor Statistics through their current employment statistics program. The Model is a structural model that employs accounting identities and theoretical constructs for predictions on each economic variable. It is driven by a set of variables that are exogenous, or determined outside the Model. These variables include forecasts of both national and State data. The forecast data are used in the Model to generate forecasts of State employment, income, tax revenue, and other economic indicators.

The Model is similar to many economic models in that the economy is described by a set of mathematical equations. There are equations for employment, wages, proprietary income, transfer payments, industrial production, housing permits, and taxes. The Model currently consists of 128 equations, 61 of which are simultaneous.

The equations of the Model are a mixture of definitional equations and stochastic equations. Definitional equations are used to formulate accounting relationships (for example, total employment is the sum of employment for each industry). Stochastic equations are used to specify probability or statistical relationships in which the relation between any two economic measures cannot be defined exactly. Stochastic equations within the Model are determined using regression techniques. All estimated coefficients are statistically significant and consistent with economic theory. Both types of equations rely on an extensive historical database that contains both national and State measures.

The Model's structure uses an adaptive expectations framework in which the forecasted economic variables (for example, the level of income and employment) in the current period depend on expectations about the economic variables. Adaptive expectations models assume that expectations about current economic phenomena are based on the historical values of the economic phenomena.

Forecasts of economic variables at the national level are required to solve the Model's equations. National forecast data include measures of industry output, factor costs, tax levels and rates, interest rates, inflation, etc. Currently, the Model uses forecasts provided by Global Insight for these national variables.

Other exogenous data come from both federal and State agencies. These data are principally measures of State personal income, employment, population, wages, milk prices, and State tax rates and collections. After the data are compiled into the Model, the system of equations can be simultaneously solved for income, employment, and other economic variables.

DOR maintains the Model through a process of keeping the Model's database up to date and re-examining the Model's equations when historical data are revised significantly. The Model is calibrated to be temporally consistent with current data estimates either by adjusting the equations to accurately reflect current levels or by re-estimating the system of equations.

Updating and revising the Model is necessary to keep the Model's forecasts as reliable as possible. It is believed that if the Model can account for previous changes in income and employment, then it should be able to accurately forecast current levels of income and employment barring any large, unforeseen changes in the structure of the economy.

Table II-6

ECONOMIC FORECASTS
U.S. ECONOMIC FORECAST

	Calendar Year				
	2006	**2007**	**2008**	**2009**	**2010**
Real GDP and its Components					
(Amounts in Billions of Chain Weighted 2000 Dollars)					
GDP	$11,408.4	$11,678.1	$12,039.8	$12,441.3	$12,848.1
Percent Change	3.3	2.4	3.1	3.3	3.3
Consumption	8,088.8	8,312.8	8,550.2	8,830.7	9,138.8
Investment (including inventory)	1,955.8	1,928.7	1,994.2	2,088.3	2,177.3
Nonresidential Structures	274.9	299.1	301.5	304.9	312.7
Business Equipment	1,055.3	1,120.4	1,187.0	1,267.3	1,329.3
Residential Fixed	583.8	503.0	505.4	515.3	534.8
Change in Inventory	44.8	26.5	31.0	43.3	48.3
Exports	1,300.4	1,405.6	1,530.2	1,663.9	1,788.3
Imports	1,931.4	1,999.9	2,090.2	2,214.4	2,350.0
Federal Government	741.0	752.4	758.7	757.9	764.0
State and Local Government	1,256.0	1,282.2	1,305.7	1,331.5	1,353.5
GDP (Current Dollars)	13,236.0	13,850.2	14,551.2	15,323.5	16,131.2
Money and Interest Rates					
Money Supply (M2) (billions)	$6,901.6	$7,163.6	$7,478.0	$7,817.5	$8,184.8
Percent Change	3.9	3.8	4.4	4.5	4.7
Prime Commercial Rate	8.0	7.9	7.5	7.7	7.8
3-Month Treasury Bills (rate)	4.8	4.7	4.4	4.6	4.7
10-Year Treasury Note Yield (rate)	4.8	4.6	4.9	5.3	5.4
G.O. AAA Municipals (rate)	4.2	4.0	4.5	5.3	5.5
30-Year Mortgage (rate)	6.4	6.2	6.5	7.0	7.1
Income, Profits and Savings					
(Amounts in Billions)					
Personal Income	$10,973.9	$11,568.8	$12,186.3	$12,907.6	$13,672.3
Percent Change	7.26	5.4	5.3	5.9	5.9
Personal Income ($ 2000)	9,575.9	9,899.0	10,228.0	10,632.4	11,058.0
Percent Change	4.3	3.4	3.3	4.0	4.0
Savings Rate (%)	(0.3)	0.2	0.7	1.1	1.3
Corporate Profits Before Tax	1,571.8	1,633.4	1,712.9	1,737.0	1,760.3

Source: Global Insight November 2006

Table II-6—Continued
WISCONSIN EMPLOYMENT FORECAST

	Calendar Year				
	2006	**2007**	**2008**	**2009**	**2010**
Annual Industry Detail Average (Thousands of Workers)					
Manufacturing	507.6	507.3	506.8	507.0	507.4
Percent Change	0.2	(0.1)	(0.1)	0.0	0.1
Trade, Transportation & Utilities	538.6	538.0	544.5	549.7	553.6
Percent Change	(0.3)	(0.1)	1.2	1.0	0.7
Government	408.4	408.1	409.5	411.1	414.1
Percent Change	(1.0)	(0.1)	0.3	0.4	0.7
Total Nonfarm	2,868.0	2,885.7	2,917.7	2,951.5	2,981.6
Percent Change	1.0	0.6	1.1	1.2	1.0

Source: Department of Revenue, Economic Outlook, November 2006

WISCONSIN INCOME FORECAST

	Calendar Year				
	2006	**2007**	**2008**	**2009**	**2010**
Components of Personal Income (Amounts in Billions)					
Wages and Salaries	$108.012	$112.553	$117.705	$123.415	$129.296
Proprietor's Income	11.860	12.388	12.960	13.616	14.282
Rental Income	1.874	1.765	1.512	1.334	1.346
Personal Dividend Income	12.602	14.035	15.520	16.805	17.769
Personal Interest Income	18.372	19.223	20.137	21.821	23.754
Transfer Receipts	27.286	28.649	29.932	31.162	32.467
Residence Adjustment	3.457	3.669	3.910	4.175	4.453
Contributions to Social Insurance	16.780	17.554	18.301	19.143	20.030
Total Personal Income	194.003	203.287	212.942	223.845	235.214
Personal Taxes and Nontax Pmts	23.950	25.265	26.150	27.690	29.539
Disposable Personal Income	170.053	178.022	186.791	196.155	205.675
Related Income Measures (2000 Dollars)					
Personal Income (billions)	$169.290	$173.946	$178.724	$184.391	$190.241
Percent Change	2.5	2.8	2.7	3.2	3.2
Per Capita Income	30,776	31,488	32,224	33,125	34,049
Percent Change	2.1	2.3	2.3	2.8	2.8
Per Capita Income (current $)	35,269	36,799	38,394	40,213	42,098
Percent Change	4.9	4.3	4.3	4.7	4.7

Source: Department of Revenue, Wisconsin Economic Outlook, November 2006

Budget Format

The State prepares two budgets—a general-fund budget and an all-funds budget—as well as subbudgets for each fund.

The general-fund budget includes the money appropriated for the fiscal year from:

- All state-collected general taxes
- Revenues collected by State agencies that are deposited into the General Fund and lose their identity (departmental revenues)
- Various miscellaneous receipts

A portion of these revenues is returned to local governments in the form of shared tax payments and to school districts in the form of general equalization aid payments. Additionally, some of the revenues are used for aids to individuals. The remaining portion constitutes the operating budget for State agencies conducting State-administered programs.

The all-funds budget includes all money appropriated for the fiscal year from:

- All revenues included in the general-fund budget
- Revenues collected by State agencies that are paid into a specific fund (such as the Transportation or Conservation Fund)
- Federal funds that are estimated to be received and either paid into a specific fund (such as the Transportation or Conservation Fund) for a specified program or purpose, or credited to an appropriation to finance a specific program or agency
- Revenues resulting from the contracting of public debt

The all-funds budget presented in this Annual Report also includes employee benefits, which under State law are separated from the budget. The all-funds budget assumes that certain categories of revenues are expended in like amounts. These categories include federal funds, revenues paid into specific funds (other than the General Fund) for a specified program or purpose or which are credited to an appropriation to finance a specific program or agency, and proceeds of general obligation debt. In any given fiscal year, there may be a balance at year-end in the funds, specific program, or agency. Because it includes only estimates of federal funds to be received and expended, the all-funds budget may vary during the course of the fiscal year.

Impact of Federal Programs

The State does not typically receive substantial amounts of Federal aid. Any reduction in Federal aid would have a more immediate effect on individuals, local governments, and other service providers than on the State directly. Any reduction would, however, increase the likelihood of the State being asked to increase its support of the affected parties, which could not happen without the Legislature's approval.

Supplemental Appropriations

Even after the budget is adopted, the State may increase appropriations or reduce taxes. However, it has been the State's practice that supplemental appropriations adopted by the Legislature will be within revenue projections for that fiscal period or balanced by reductions in other appropriations.

No legislation directly or indirectly affecting general purpose revenue may be enacted if it would cause the estimated General Fund balance at the end of the fiscal year to be less than the required statutory reserve.

GENERAL FUND INFORMATION

General Fund Cash Flow

Many of the budgetary tables presented thus far in this part of the Annual Report have reported information on a budgetary basis. The following tables present information primarily on a cash basis.

The State has experienced and expects to continue to experience certain periods when the General Fund is in a negative cash position. The Wisconsin Statutes provide certain administrative remedies to deal with these periods. The Secretary of Administration may temporarily reallocate cash in other funds (up to 5% of the general-purpose revenue appropriations then in effect) to the General Fund. This amount is approximately $661 million for the 2006-07 fiscal year. In addition, the Secretary of Administration may also temporarily reallocate an additional amount of up to 3% of the general-purpose revenue appropriations then in effect (approximately $397 million for the 2006-07 fiscal year) for a period of up to 30 days. The Secretary of Administration may set priorities for payments from the General Fund as well as prorate certain payments.

The Wisconsin Statutes provide that all payments shall be in accordance with the following order of preference:

- All direct and indirect payments of principal and interest on State general obligation debt have first priority and may not be prorated or reduced.
- All direct and indirect payments of principal and interest on operating notes have second priority and may not be prorated or reduced.
- All State employee payrolls have third priority and may be prorated or reduced.
- All other payments shall be paid in a priority determined by the Secretary of Administration and may be prorated or reduced. The Secretary of Administration has covenanted to give high priority to payments due under the Master Lease Program and debt service due on the General Fund Annual Appropriation Bonds, pursuant to contracts entered into in connection with the issuance of those obligations.

Table II-7 is presented over two pages and includes the detailed actual cash flow for the 2005-06 fiscal year and the detailed actual cash flow (through November 30, 2006) and projected cash flow (December 1, 2006 through June 30, 2007) for the 2006-07 fiscal year. Table II-8 provides year-to-date receipts and disbursement on a cash basis along with a comparison to estimates for the same period and actual receipts and disbursements for the same period of the previous fiscal year. Table II-9 presents a monthly summary of the General Fund from July 1, 2004 through November 30, 2006 and the projected cash flow for December 1, 2006 through June 30, 2007. No operating notes were issued in the 2004-05 and 2005-06 fiscal years and are none are expected to be issued for the 2006-07 fiscal year. The tables should be read in conjunction with other information concerning the State budget set forth elsewhere in this part of the Annual Report, including "BUDGETING PROCESS AND FISCAL CONTROLS", "STATE BUDGET", and "STATE OBLIGATIONS; Operating Notes". As noted above, there has been and will continue to be differences in the amounts shown for the cash-flow basis and the budgetary basis presentations. For example, the cash-flow basis presentation in the following tables includes all tax receipts as revenues and tax refunds as disbursements, while the budgetary basis presentations in Tables II-3 through II-5 include tax revenues that are net of tax refunds.

Monthly projections of cash flow are based upon on the 2005-07 biennial budget, all bills from the 2005 legislative session, the revenue estimates released by DOR on November 20, 2006, and upon historical experience as adjusted to reflect economic conditions, statutory, and administrative changes and anticipated payment dates for debt service, payrolls, and State aid. The projections for the 2006-07 budget assume receipt of approximately $112 million of payments pursuant to the amended gaming compacts with tribal governments. This amount reflects estimates of (i) all payments due this fiscal year ($82 million), and (ii) a payment due in a previous biennium from a tribal government that is expected to be made in the 2006-07 fiscal year ($30 million).

Unforeseen events or variations from underlying assumptions may cause a decrease in receipts or an increase in disbursements from those projected for a given month and thus may adversely affect the projection of cash flow for the time shown. Additionally, the timing of transactions from month to month may vary from the forecast.

Table II-10 presents the actual cash balances available for interfund borrowings from July 31, 2004 through November 30, 2006 and the projected balances for December 31, 2006 through June 30, 2007.

Tables II-11 and II-12 present recorded revenues deposited into the General Fund and recorded expenditures made from the General Fund, as recorded by State agencies, for the period of July 1, 2006 to November 30, 2006 as compared to the period of July 1, 2005 to November 30, 2005. These tables present information that is based on the revenues and expenditures that are recorded in, or processed through, the State's central accounting system.

Table II-7
ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2005 TO JUNE 30, 2006[(a)]

(In Thousands of Dollars)

	July 2005	August 2005	September 2005	October 2005	November 2005	December 2005	January 2006	February 2006	March 2006	April 2006	May 2006	June 2006
BALANCES[(b)]												
Beginning Balance	($193,683)	($417,079)	$136,628	$309,053	$818,545	$586,768	($118,926)	$882,782	$1,145,630	$115,031	$831,334	$1,369,935
Ending Balance [(c)]	(417,079)	136,628	309,053	818,545	586,768	(118,926)	882,782	1,145,630	115,031	831,334	1,369,935	4,563
Lowest Daily Balance [(c)]	(522,613)	(589,150)	(264,889)	158,797	418,125	(864,503)	(173,681)	686,665	100,921	(225,788)	611,737	(397,541)
RECEIPTS												
TAX RECEIPTS												
Individual Income	$457,176	$546,087	$625,591	$566,601	$461,234	$484,890	$966,768	$489,178	$522,941	$979,881	$555,643	$657,624
Sales & Use	402,599	400,199	384,904	378,257	364,808	356,213	411,358	319,356	309,399	340,820	342,919	375,380
Corporate Income	31,786	24,880	170,441	34,258	31,377	130,776	28,752	19,203	197,151	40,032	27,154	149,264
Public Utility	24	0	196	2,667	125,226	130	356	81	157	1,530	155,348	54
Excise	36,572	30,625	36,942	32,048	32,403	29,800	30,316	26,764	26,799	28,888	28,775	34,874
Insurance	690	1,273	27,858	1,556	1,839	33,661	2,840	22,490	22,319	26,422	1,037	31,382
Inheritance	16,949	6,932	8,463	13,570	11,203	7,341	7,020	7,236	12,159	6,428	7,829	9,601
Subtotal Tax Receipts	$945,796	$1,009,996	$1,254,395	$1,028,957	$1,028,090	$1,042,811	$1,447,410	$884,308	$1,090,925	$1,424,001	$1,118,705	$1,258,179
NON-TAX RECEIPTS												
Federal	$524,946	$554,359	$554,537	$487,805	$539,678	$499,963	$567,423	$508,860	$536,237	$470,205	$541,885	$460,998
Other & Transfers [(d)]	355,748	298,506	470,126	316,093	283,115	286,968	438,937	689,774	322,126	422,228	374,934	314,764
Note Proceeds	0	0	0	0	0	0	0	0	0	0	0	0
Subtotal Non-Tax Receipts	$880,694	$852,865	$1,024,663	$803,898	$822,793	$786,931	$1,006,360	$1,198,634	$858,363	$892,433	$916,819	$775,762
TOTAL RECEIPTS	$1,826,490	$1,862,861	$2,279,058	$1,832,855	$1,850,883	$1,829,742	$2,453,770	$2,082,942	$1,949,288	$2,316,434	$2,035,524	$2,033,941
DISBURSEMENTS												
Local Aids	$884,042	$142,784	$757,441	$100,945	$958,939	$1,280,054	$190,703	$251,483	$1,316,971	$109,499	$288,235	$1,919,099
Income Maintenance	489,129	468,260	454,986	416,256	461,190	448,737	380,248	413,072	467,013	283,779	328,572	260,110
Payroll and Related	315,952	295,222	427,311	303,005	315,798	335,548	362,573	335,005	487,027	304,889	321,666	352,584
Tax Refunds	60,810	62,584	43,817	51,777	52,037	120,021	112,785	466,205	381,505	316,659	154,121	158,392
Debt Service	0	0	0	156,686	1,562	0	0	2,082	0	295,695	28,097	0
Miscellaneous [(d)]	299,953	340,304	423,078	294,694	293,134	351,076	405,753	352,247	327,371	289,610	376,232	709,128
Note Repayment	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL DISBURSEMENTS	$2,049,886	$1,309,154	$2,106,633	$1,323,363	$2,082,660	$2,535,436	$1,452,062	$1,820,094	$2,979,887	$1,600,131	$1,496,923	$3,399,313

(a) Projections had assumed that the State would receive approximately $146 million pursuant to the amended gaming compacts with tribal governments. This included $73 million, which was an estimate of all payments due in the 2005-06 fiscal year. The amount of estimated payments due in the 2005-06 fiscal year was subsequently revised downward to $67 million to reflect provisions of the compacts with the tribal governments. The State received payments, totalling $44 million, from all but one tribal government. The State and this tribal government continue arbitration with respect to this tribal government's amended gaming compact. Also included was $74 million, which was an estimate of payments due in previous fiscal years that were expected to be made in the 2005-06 fiscal year by two tribal governments. The State has received the payments from the two tribal governments that equal this amount. This table does not include interfund borrowings.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. The designated funds ranged from $150 to $300 million during the 2005-06 fiscal year. In addition, the General Fund is the depository for several escrow accounts pursuant to court orders or federal rulings. These funds averaged approximately $50 million during the 2005-06 fiscal year.

(c) The Statutes provide certain administrative remedies to deal with periods when the General Fund is in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds (up to 5% of the general-purpose revenue appropriations then in effect) to the General Fund. This amount was approximately $634 million for the 2005-06 fiscal year. In addition, the Secretary of Administration may also temporarily reallocate an additional amount up to 3% of the general-purpose revenue appropriations then in effect (approximately $380 million for the 2005-06 fiscal year) for a period of up to 30 days. If the amount of interfund borrowing available to the General Fund is not sufficient, the Secretary of Administration is authorized to prorate and defer certain payments.

(d) Includes $175 million transferred from the Transportation Fund to the General Fund on February 1, 2006, $100 million transferred from the Transportation Fund to the General Fund on April 18, 2006, $63 million transferred from the Transportation Fund to the General Fund on June 1, 2006, $235 million transferred from the General Fund to the Medical Assistance Trust Fund on June 16, 2006, and $51 million transferred from the General Fund to the Medical Assistance Trust Fund on June 30, 2006 (pursuant to provisions of 2005 Wisconsin Act 211).

Table II-7—(Continued)

ACTUAL GENERAL FUND CASH FLOW; JULY 1, 2006 TO NOVEMBER 30, 2006
PROJECTED GENERAL FUND CASH FLOW; DECEMBER 1, 2006 TO JUNE 30, 2007[a]

(In Thousands of Dollars)

	July 2006	August 2006	September 2006	October 2006	November 2006	December 2006	January 2007	February 2007	March 2007	April 2007	May 2007	June 2007
BALANCES[b]												
Beginning Balance	$4,563	($195,929)	$108,161	$355,567	$1,112,712	$882,489	$144,687	$1,287,838	$1,344,230	$265,976	$735,022	$1,271,260
Ending Balance[c]	($195,929)	$108,161	$355,567	$1,112,712	$882,489	$144,687	$1,287,838	$1,344,230	$265,976	$735,022	$1,271,260	$242,818
Lowest Daily Balance[c]	($451,652)	($488,713)	($100,789)	$355,566	$628,474	($644,942)	$126,675	$942,586	$247,468	($148,548)	$592,123	($200,357)
RECEIPTS												
TAX RECEIPTS												
Individual Income	565,897	474,676	605,681	680,238	502,370	505,170	1,158,498	531,440	503,458	1,077,372	555,797	678,189
Sales & Use	402,145	401,109	397,579	396,789	378,295	346,362	417,163	319,667	305,642	350,425	357,775	380,022
Corporate Income	37,496	28,116	185,473	34,815	23,319	184,902	28,191	20,795	229,708	34,408	22,188	164,215
Public Utility	50	11	99	1,468	143,824	1,936	0	1,258	97	3,194	133,565	968
Excise	34,911	32,778	34,592	28,986	30,956	30,432	29,620	31,243	26,273	29,012	32,258	31,954
Insurance	316	938	30,876	592	820	37,829	2,091	18,616	27,774	28,571	1,692	29,168
Inheritance	7,193	9,971	8,044	9,665	10,691	5,899	9,977	6,773	7,574	12,599	7,720	6,918
Subtotal Tax Receipts	$1,048,008	$947,599	$1,262,344	$1,152,553	$1,090,275	$1,112,530	$1,645,540	$929,792	$1,100,526	$1,535,581	$1,110,995	$1,291,434
NON-TAX RECEIPTS												
Federal	$502,417	$581,763	$513,024	$546,768	$477,516	$519,962	$590,120	$529,214	$557,686	$489,013	$563,560	$563,435
Other & Transfers[d]	370,205	166,183	513,130	431,228	288,729	270,200	502,700	504,700	355,432	379,900	457,100	430,100
Note Proceeds	0	0	0	0	0	0	0	0	0	0	0	0
Subtotal Non-Tax Receipts	$872,622	$747,946	$1,026,154	$977,996	$766,245	$790,162	$1,092,820	$1,033,914	$913,118	$868,913	$1,020,660	$993,535
TOTAL RECEIPTS	$1,920,630	$1,695,545	$2,288,498	$2,130,549	$1,856,520	$1,902,692	$2,738,360	$1,963,706	$2,013,644	$2,404,494	$2,131,655	$2,284,969
DISBURSEMENTS												
Local Aids	$896,807	$130,871	$824,354	$131,610	$911,622	$1,324,475	$244,452	$249,671	$1,306,572	$134,143	$197,844	$1,958,030
Income Maintenance	509,527	436,928	399,100	442,531	442,391	435,965	449,715	424,823	446,385	372,613	423,613	322,256
Payroll and Related	295,693	358,565	411,764	307,885	336,493	353,568	385,111	350,009	501,427	313,274	337,438	409,290
Tax Refunds	64,862	80,941	45,628	52,478	33,584	128,500	73,200	465,900	480,600	422,800	177,300	133,600
Debt Service	58,612	2,473	0	160,015	0	0	0	5,001	0	330,700	5,001	0
Miscellaneous[d]	295,621	381,677	360,246	278,885	362,653	397,986	442,730	411,911	356,914	361,919	454,221	490,234
Note Repayment	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL DISBURSEMENTS	$2,121,122	$1,391,455	$2,041,092	$1,373,404	$2,086,743	$2,640,494	$1,595,208	$1,907,315	$3,091,898	$1,935,449	$1,595,417	$3,313,410

(a) This table reflects the biennial budget bill for the 2005-07 biennium (2005 Wisconsin Act 25), all bills from the 2005 legislative session, and the General Fund revenue estimates released by the Department of Revenue (DOR) on November 20, 2006. Projections assume that the State will receive approximately $112 million pursuant to the amended gaming compacts with tribal governments. Included in this amount is $82 million, which is the estimate of all payments due in the 2006-07 fiscal year, and $30 million, which is an estimate of a payment due in the previous biennium that is expected to be made in the 2006-07 fiscal year by a tribal government. This table does not include interfund borrowings.

(b) The General Fund cash balances presented in this schedule are not based on generally accepted accounting principles (GAAP). The General Fund includes funds designated for operations and capital purposes of certain proprietary programs of the State's universities. Receipts and disbursements of such funds for the designated programs and the disbursement of such funds for other purposes are reflected in the cash flow. A use of the designated funds for purposes other than the proprietary programs is, in effect, a borrowing of such funds. Therefore, at any time that the balance in the General Fund is less than the balance of such designated funds, the State is obligated to replenish the designated funds to the extent of the shortfall. The designated funds are expected to range from $160 to $300 million during the 2006-07 fiscal year. In addition, the General Fund is the depository for several escrow accounts pursuant to court orders or federal rulings. These funds are expected to average approximately $30 million during the 2006-07 fiscal year.

(c) The Statutes provide certain administrative remedies to deal with periods when the General Fund is in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds (up to 5% of the general-purpose revenue appropriations then in effect) to the General Fund. This amount is approximately $661 million for the 2006-07 fiscal year. In addition, the Secretary of Administration may also temporarily reallocate an additional amount up to 3% of the general-purpose revenue appropriations then in effect (approximately $397 million for the 2006-07 fiscal year) for a period of up to 30 days. If the amount of interfund borrowing available to the General Fund is not sufficient, the Secretary of Administration is authorized to prorate and defer certain payments.

(d) Includes $20 million that was transferred from the Petroleum Inspection Fund to the General Fund on September 1, 2006, $88 million that was transferred from the Transportation Fund to the General Fund on October 12, 2006, and $25 million that is expected to be transferred from the General Fund to the Medical Assistance Trust Fund on June 30, 2007.

Table II-8

GENERAL FUND CASH RECEIPTS AND DISBURSEMENTS YEAR-TO-DATE COMPARED TO ESTIMATES AND PREVIOUS FISCAL YEAR[(a)]
(Cash Basis)
As of November 30, 2006

	FY06 through November 2005	FY07 through November 2006				
	Actual	Actual	Estimate[(b)]	Variance	Adjusted Variance[(c)]	Difference FY05 Actual to FY06 Actual
RECEIPTS						
Tax Receipts						
Individual Income	$ 2,656,689	$ 2,828,862	$ 2,743,243	$ 85,619	$ 85,619	$ 172,173
Sales	1,930,767	1,975,917	1,998,744	(22,827)	(22,827)	45,150
Corporate Income	292,742	309,218	253,326	55,892	55,892	16,476
Public Utility	128,113	145,452	144,949	503	503	17,339
Excise	168,590	162,223	165,441	(3,218)	(3,218)	(6,367)
Insurance	33,216	33,542	32,093	1,449	1,449	326
Inheritance	57,117	45,564	64,174	(18,610)	(18,610)	(11,553)
Total Tax Receipts	$ 5,267,234	$ 5,500,778	$ 5,401,970	$ 98,808	$ 98,808	$ 233,544
Non-Tax Receipts						
Federal	$ 2,661,325	$ 2,621,488	$ 2,767,777	$ (146,289)	$ (146,289)	$ (39,837)
Other and Transfers	1,723,588	1,772,478	1,775,900	(3,422)	(3,422)	48,890
Note Proceeds [(d)]	-	-	-	-	-	-
Total Non-Tax Receipts	$ 4,384,913	$ 4,393,966	$ 4,543,677	$ (149,711)	$ (149,711)	$ 9,053
TOTAL RECEIPTS	$ 9,652,147	$ 9,894,744	$ 9,945,647	$ (50,903)	$ (50,903)	$ 242,597
DISBURSEMENTS						
Local Aids	$ 2,844,151	$ 2,895,264	$ 2,959,301	$ 64,037	$ 64,037	$ 51,113
Income Maintenance	2,289,821	2,230,475	2,322,378	91,903	91,903	(59,346)
Payroll & Related	1,657,288	1,710,400	1,706,788	(3,612)	(3,612)	53,112
Tax Refunds	271,025	277,493	254,600	(22,893)	(22,893)	6,468
Debt Service	158,248	221,100	238,571	17,471	17,471	62,852
Miscellaneous	1,651,163	1,679,084	1,844,371	165,287	165,287	27,921
Note Repayment [(d)]	-	-	-	-	-	-
TOTAL DISBURSEMENTS	$ 8,871,696	$ 9,013,816	$ 9,326,009	$ 312,193	$ 312,193	$ 142,120
VARIANCE FY07 YEAR-TO-DATE				$ 261,290	$ 261,290	

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments. In addition, comparison of monthly General Fund financial information has many inherent problems. Unforeseen events (including even a change in weather conditions) or variations from underlying assumptions may cause a decrease in receipts or an increase in disbursements from those projected for a given month.

(b) This table reflects the biennial budget for the 2005-07 biennium (2005 Wisconsin Act 25), all enrolled bills from the 2005 legislative session, and the General Fund revenue estimates released by DOR on November 20, 2006. Projections assume that the State will receive approximately $112 million in the 2006-07 fiscal year pursuant to the amended gaming compacts with tribal governments. This amount reflects estimates of (i) all payments due this fiscal year ($82 million), and (ii) a payment due in the previous biennium from a tribal government that is expected to be made in the 2006-07 fiscal year ($30 million).

(c) Changes are sometimes made after the beginning of the fiscal year to the projected revenues and disbursements. Depending on when these changes occur, there are situations in which prior estimates cannot be changed and results in large variances. This column includes adjustments to the variances to more accurately reflect the variance between the estimated and actual amounts.

(d) Operating notes were not issued for the 2005-06 fiscal year and are not currently expected to be issued for the 2006-07 fiscal year.

Table II-9

GENERAL FUND MONTHLY CASH POSITION
July 1, 2004 through November 30, 2006 — Actual
December 1, 2006 through June 30, 2007 — Estimated[a]
(Amounts in Thousands)

	Starting Date	Starting Balance		Receipts[c]	Disbursements[c]
2004	July	$ (21,216)	[d]	$ 1,525,326	$ 1,935,550
	August	(431,440)	[d]	1,865,101	1,224,534
	September	209,127		2,123,484	1,796,300
	October	536,311		1,717,213	1,377,813
	November	875,711		1,893,722	1,856,738
	December	912,695	[d]	1,633,039	2,340,555
2005	January	205,179		2,417,010	1,448,909
	February	1,173,280		1,833,051	1,789,367
	March	1,216,964		1,859,956	2,704,980
	April	371,940		2,042,253	1,831,196
	May	582,997		1,895,196	1,475,143
	June	1,003,050	[d]	2,075,730	3,272,463
	July	(193,683)	[d]	1,826,490	2,049,886
	August	(417,079)	[d]	1,862,861	1,309,154
	September	136,628	[d]	2,279,058	2,106,633
	October	309,053		1,832,855	1,323,363
	November	818,545		1,850,883	2,082,660
	December	586,768	[d]	1,829,742	2,535,436
2006	January	(118,926)	[d]	2,453,770	1,452,062
	February	882,782		2,082,942	1,820,094
	March	1,145,630		1,949,288	2,979,887
	April	115,031	[d]	2,316,434	1,600,131
	May	831,334		2,035,524	1,496,923
	June	1,369,935	[d]	2,033,941	3,399,313
	July	4,563	[d]	1,920,630	2,121,122
	August	(195,929)	[d]	1,695,545	1,391,455
	September	108,161	[d]	2,288,498	2,041,092
	October	355,567		2,130,549	1,373,404
	November	1,112,712		1,856,520	2,086,743
	December	882,489	[d]	1,902,692	2,640,494
2007	January	144,687	[d]	2,738,360	1,595,208
	February	1,287,838		1,963,706	1,907,315
	March	1,344,230	[d]	2,013,644	3,091,898
	April	265,976	[d]	2,404,494	1,935,449
	May	735,022		2,131,655	1,595,417
	June	1,271,260	[d]	2,284,969	3,313,410

[a] The General Fund balances presented in this table are not based on generally accepted accounting principles (GAAP).

[b] This table reflects the biennial budget for the 2005-07 biennium (2005 Wisconsin Act 25), all enrolled bills from the 2005 legislative session, and the General Fund tax revenue estimates released by DOR on November 20, 2006. Projections assume that the State will receive approximately $112 million in the 2006-07 fiscal year pursuant to the amended gaming compacts with tribal governments. This amount reflects estimates of (i) all payments due this fiscal year ($82 million) and (ii) a payment due in the previous biennium from a tribal government that is expected to be made in the 2006-07 fiscal year ($30 million).

[c] Operating notes were not issued for the 2004-05 and 2005-06 fiscal years and are not currently expected to be issued for the 2006-07 fiscal year.

[d] The Statutes provide certain administrative remedies to deal with periods when the General Fund is in a negative cash position. The Secretary of Administration may temporarily reallocate cash in other funds (up to 5% of the general-purpose revenue appropriations then in effect) to the General Fund. This amount is approximately $661 million for the 2006-07 fiscal year. In addition, the Secretary of Administration may also temporarily reallocate an additional amount up to 3% of the general-purpose revenue appropriations then in effect (approximately $397 million for the 2006-07 fiscal year) for a period of up to 30 days. If the amount of interfund borrowing available to the General Fund is not sufficient, then the Secretary of Administration is authorized to prorate and defer certain payments.

Source: Wisconsin Department of Administration.

Table II-10
CASH BALANCES IN FUNDS AVAILABLE FOR INTERFUND BORROWING[(a)]
July 31, 2004 to November 30, 2006 — Actual
December 31, 2006 to June 30, 2007 — Estimated[(b)]
(Amounts in Millions)

The following two tables show, on a monthly basis, the cash balances available for interfund borrowing. The first table does not include balances in the Local Government Investment Pool (LGIP). While the LGIP is available for interfund borrowing, funds in the LGIP are deposited and withdrawn by local units of government, and thus are outside the control of the State.

(Does Not Include Balances in the Local Government Investment Pool)

Month (Last Day)	2004	2005	2006	2007
January		$ 830	$ 1,118	$ 1,118
February		960	1,041	1,041
March		1,043	1,188	1,188
April		964	957	957
May		1,045	912	912
June		1,182	1,074	1,074
July	$ 908	1,048	932	
August	1,003	1,100	1,052	
September	997	1,176	1,067	
October	954	1,115	925	
November	827	1,167	966	
December	892	1,135	1,135	

The second table includes the balances in the LGIP. The average daily balances in the LGIP for the past five years have ranged from a low of $2.211 billion during November 2005 to a high of $4.402 billion during February 2002.

(Includes Balances in the Local Government Investment Pool)

Month (Last Day)	2004	2005	2006	2007
January		$ 3,818	$ 4,232	$ 4,232
February		3,984	4,237	4,237
March		4,101	4,476	4,476
April		3,749	3,981	3,981
May		3,627	3,708	3,708
June		3,905	3,940	3,940
July	$ 4,268	4,193	4,218	
August	3,904	3,823	3,978	
September	3,726	3,746	3,845	
October	3,233	3,361	3,361	
November	3,059	3,370	3,477	
December	3,392	3,692	3,692	

[(a)] The following funds are available for interfund borrowing. The amounts shown reflect a reduction in the aggregate cash balances available to the extent any fund listed below has a negative balance and is subject to interfund borrowing.

Transportation	Common School	Conservation (Partial)
Local Government Investment Pool	Wisconsin Election Campaign	Farms for the Future
Investment & Local Impact	Agrichemical Management	Elderly Property Tax Deferral
Historical Society Trust	Lottery	School Income Fund
Children's Trust	Benevolent	Racing
Environmental Improvement Fund	Uninsured Employers	Environmental
Local Government Property Insurance	University Trust Principal	Patients Compensation
Veterans Mortgage Loan Repayment	Mediation	State Building Trust
Medical Assistance	Agricultural College	Normal School
University	Waste Management	Groundwater

Wisconsin Health Education Loan Repayment	Work Injury Supplemental Benefit
Health Insurance Risk Sharing Plan	Petroleum Storage Environmental Cleanup
Unemployment Comp.	Recycling

[(b)] Amounts for December 31, 2006 and subsequent months are projected.

Source: Department of Administration.

Table II-11

GENERAL FUND RECORDED REVENUES[(a)]
(Agency Recorded Basis)
July 1, 2006 to November 30, 2006 compared with previous year

	Annual Fiscal Report Revenues 2005-06 FY[(b)]	Projected Revenues 2006-07 FY[(c)]	Recorded Revenues July 1, 2005 to November 30, 2005[(d)]	Recorded Revenues July 1, 2006 to November 30, 2006[(e)]
Individual Income Tax	$ 6,144,299,000	$ 6,405,000,000	$ 2,262,486,184	$ 2,389,116,743
General Sales and Use Tax	4,127,585,000	4,358,100,000	1,426,895,943	1,452,760,629
Corporate Franchise and Income Tax	780,320,000	785,000,000	256,279,857	280,450,783
Public Utility Taxes	275,147,000	283,400,000	121,277,298	141,001,234
Excise Taxes	368,693,000	364,600,000	130,237,709	129,512,717
Inheritance Taxes	108,571,000	130,000,000	56,406,329	43,675,680
Insurance Company Taxes	134,665,000	142,400,000	30,513,534	31,922,433
Miscellaneous Taxes	90,806,000	91,500,000	48,086,244	45,875,898
SUBTOTAL..........................	$ 12,030,086,000	$ 12,560,000,000	4,332,183,100	4,514,316,117
Federal and Other Inter-Governmental Revenues[(f)]	$ 6,320,576,000	$ 5,976,875,800	2,629,516,108	2,634,221,228
Dedicated and Other Revenues[(g)]	3,971,208,000	4,323,194,600	1,614,630,248	1,837,676,640
TOTAL............................	$ 22,321,870,000	$ 22,860,070,400	$ 8,576,329,456	$ 8,986,213,985

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments.

(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2005-06 fiscal year, dated October 15, 2006.

(c) This table reflects the biennial budget for the 2005-07 biennium (2005 Wisconsin Act 25), all enrolled bills from the 2005 legislative session, and the General Fund revenue estimates released by DOR on November 20, 2006. Projections assume that the State will receive approximately $112 million in the 2006-07 fiscal year pursuant to the amended gaming compacts with tribal governments. This amount reflects estimates of (i) all payments due this fiscal year ($82 million) and (ii) a payment due in the previous biennium from a tribal government that is expected to be made in the 2006-07 fiscal year ($30 million).

(d) The amounts shown are fiscal year 2005-06 revenues as recorded by state agencies.

(e) The amounts shown are fiscal year 2006-07 revenues as recorded by state agencies.

(f) This category includes intergovernmental transfers. The amount of these transfers may vary greatly between fiscal years, and therefore this category may not be comparable on a historical basis.

(g) Certain transfers between General Fund appropriations are recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore this category may not be comparable on a historical basis.

Source: Wisconsin Department of Administration.

Table II-12

GENERAL FUND RECORDED EXPENDITURES BY FUNCTION[(a)]
(Agency Recorded Basis)
July 1, 2006 to November 30, 2006 compared with previous year

	Annual Fiscal Report Expenditures 2005–06 FY[(b)]	Appropriations 2006–07 FY[(c)]	Recorded Expenditures July 1, 2005 to November 30, 2005[(d)]	Recorded Expenditures July 1, 2006 to November 30, 2006[(e)]
Commerce	$ 266,877,000	$ 281,243,700	$ 95,257,291	$ 107,019,183
Education	10,146,322,000	10,387,854,300	2,766,539,342	3,048,986,534
Environmental Resources	291,548,000	337,924,200	103,779,310	107,427,491
Human Relations & Resources	8,712,564,000	8,970,947,600	3,642,691,339	3,823,012,594
General Executive	694,145,000	878,235,600	303,791,726	360,401,613
Judicial	115,262,000	113,448,700	49,500,215	52,481,598
Legislative	61,343,000	65,290,600	21,719,948	21,305,269
General Appropriations	1,859,988,000	1,890,759,800	1,491,382,751	1,515,159,852
TOTAL	$ 22,148,049,000	$ 22,925,704,500	$ 8,474,661,920	$ 9,035,794,134

(a) None of the data presented here has been subjected to customary fiscal period closing procedures or other procedures used in the preparation of a financial statement, including verification, reconciliation, and identified adjustments.

(b) The amounts are from the Annual Fiscal Report (budgetary basis) for the 2005-06 fiscal year, dated October 15, 2006.

(c) Estimated appropriations based on the biennial budget for the 2005-07 biennium (2005 Wisconsin Act 25) and all enrolled bills from the 2005 legislative session.

(d) The amounts shown are fiscal year 2005-06 expenditures as recorded by state agencies.

(e) The amounts shown are fiscal year 2006-07 expenditures as recorded by state agencies.

Source: Wisconsin Department of Administration.

General Fund History

Table II-13 presents the General Fund condition for the previous five years.

Table II-13

COMPARATIVE CONDITION OF THE GENERAL FUND
AS OF JUNE 30[a]
(Amounts in Thousands)

	2006	2005	2004	2003	2002
ASSETS					
Cash & Investment Pool Shares	$ 9,240	$ (133,959)	$ (15,344)	$ (295,396)	$ (416,191)
Contingent Fund Advances	3,077	3,080	3,521	3,533	3,539
Investments	255	255	445	445	445
Receivables					
Accounts Receivable	992,426	1,074,269	1,098,109	1,050,580	1,069,077
Due from Other Funds	143,541	22,014	79,682	60,087	333,205
Inventory	404	330	172		
Prepayments	80,028	64,332	62,535	59,731	59,690
Other Assets	(2)	5			
TOTAL ASSETS	$ 1,228,969	$ 1,030,326	$ 1,229,120	$ 878,980	$ 1,049,765
LIABILITIES					
Accounts Payable	$ 437,990	$ 541,033	$ 338,083	$ 413,162	$ 315,491
Due to Other Funds	121,883	37,607	78,020	62,182	66,493
Tax and Other Deposits	29,128	33,908	39,332	33,539	33,900
Deferred Revenue	41,493	24,589	47,287	27,752	50,174
TOTAL LIABILITIES	$ 630,494	$ 637,137	$ 502,722	$ 536,635	$ 466,058
FUND BALANCE					
Reserves					
Encumbrances & GPR Balances	$ 132,679	$ 102,211	$ 144,651	$ 98,324	$ 131,945
Program Revenue Balances	430,782	422,653	454,378	407,629	407,293
Total Reserves	$ 563,461	$ 524,864	$ 599,029	$ 505,953	$ 539,238
Unreserved Balance-Undesignated	35,014	(131,675)	127,369	(163,608)	44,469
TOTAL FUND BALANCE	$ 598,475	$ 393,189	$ 726,398	$ 342,345	$ 583,707
TOTAL LIABILITIES AND FUND BALANCE	$ 1,228,969	$ 1,030,326	$ 1,229,120	$ 878,980	$ 1,049,765

[a] The amounts shown are based on statutorily required accounting and not GAAP. The amounts are unaudited.

Source: Department of Administration.

STATE GOVERNMENT ORGANIZATION

The State is located in the Midwest. The State ranks 20th among the states in population and 26th in land area. Wisconsin attained statehood in 1848, its capital is Madison, and its largest city is Milwaukee. The following is a summary of the general organization of, and services provided by, State government.

General Organization

Executive Branch

The executive branch is under the direction of the Governor. The Governor is the chief executive officer of the State and is assisted by five elected constitutional officers (each elected to a four-year term):

- *Lieutenant Governor*. The Governor and Lieutenant Governor are elected on the same ballot. The Lieutenant Governor serves as Acting Governor during the absence or incapacity of the Governor.

- *Attorney General*. The Attorney General heads the State of Wisconsin Department of Justice, which provides all State agencies with legal advice and counsel.
- *State Treasurer*. The State Treasurer receives and disburses all money of the State Treasury in accordance with law.
- *Secretary of State*. The Secretary of State keeps a record of the official acts of the Legislature and executive agencies.
- *Superintendent of Public Instruction*. The Superintendent of Public Instruction heads the State of Wisconsin Department of Public Instruction, which supervises the operations of and establishes standards for schools throughout the State.

The executive branch consists of 17 departments (including two headed by other constitutional officers) and 12 independent agencies.

Legislative Branch

The legislative branch consists of the Legislature and its subordinate service agencies. The Legislature is bicameral, composed of the Senate and the Assembly. The 33 members of the Senate serve staggered four-year terms, and the 99 members of the Assembly serve identical two-year terms. Both the Senate and the Assembly operate on a committee system. The Legislature's biennial session begins in odd-numbered years on the first Tuesday after the eighth day of January. By a joint resolution, the biennial session is divided into floor periods interspersed with committee work periods. In odd-numbered years, the floor periods generally cover six months, while in even-numbered years the floor periods usually run for shorter periods. The Legislature also meets in special session when so called by the Governor, at which time it may transact only that business for which the special session is called.

Judicial Branch

The judicial branch consists of:

- *Supreme Court*. The Supreme Court is composed of seven justices who are elected statewide for staggered ten-year terms.
- *Court of Appeals.* The Court of Appeals is composed of 16 judges who are elected statewide for staggered six-year terms, sitting in three-judge panels.
- *Circuit Courts.* There are 69 Circuit Courts (the State's trial courts). Each has one or more judges who are locally elected for six-year terms, and all are administered from ten administrative districts.

The State pays all costs of the Supreme Court and Court of Appeals and certain costs of the Circuit Courts.

Description of Services Provided by State Government

The State provides a wide range of services to its residents and to its local government units. These services are organized for both budgetary and financial reporting of the General Fund into eight functional groupings. Each State agency is categorized into one of these functions. There are some agency activities that fit into more than one function. Listed below is a description of each function, an identification of those State agencies within each function, and a brief summary of the responsibilities of each State agency.

Commerce

The State's involvement in the commerce function is in the regulation of conduct of commercial transactions. The objective is to protect the public as consumers of agricultural and manufactured goods and services and as participants in financial transactions. The State also actively promotes economic development by (1) working with companies seeking to expand or move to the State and (2) broadening markets for State goods and services. These objectives are met in several ways:

- Inspection of raw products and conditions under which they are grown or obtained, including conducting research in areas such as animal or plant diseases, grading of products, and establishing standards for contents of processed foods.
- Licensing of members of various trades and professions whose activities affect the health of individuals, such as doctors and nurses, or whose actions are considered important for public safety, such as architects and engineers.
- Maintaining an orderly market in which to conduct business and specifying methods of fair competition by:
    - regulating the rates that public utilities may charge for their services
    - setting standards for the operation of banks, savings and loan companies, and credit unions to protect depositors
    - regulating the sale of securities and insurance offered for sale in the State
    - approving or disapproving the establishment or discontinuance of transportation routes

Several State agencies participate in the field of commerce:

- *Department of Agriculture, Trade and Consumer Protection* provides consumer protection and regulates the conditions of the growth and processing of food and fair trade practices in general.
- *Department of Regulation and Licensing* supervises a variety of examining boards in various trades and professions.
- *Department of Financial Institutions* regulates securities transactions and supervises banks, credit unions, and savings and loans.
- *Public Service Commission* regulates the rates and services offered by railroads and heat, light, power, and water companies.
- *Department of Commerce* promotes industrial development in the State and coordinates relations between the State and local governments and between the Federal Government and State and local governments.
- *Department of Tourism* promotes the State's many attributes to visitors.

Education

The State views its responsibilities in education to encompass all levels and nearly all types of education and related activities. As a result the State provides significant financial support to primary and secondary schools, technical colleges operated at the local level, assists private higher educational institutions, and operates the University of Wisconsin system.

- *Primary and Secondary Schools.* There were 426 school districts in the State for the 2005-06 school year, which administer the elementary and secondary schools within those districts. There were approximately 875,174 students attending public elementary and secondary schools in the 2005-06 school year. Elementary and secondary schools are operated by district boards, with supervision of the system provided by the Department of Public Instruction.
- *Technical Colleges.* The State is divided into 16 technical college districts. In the 2005-06 academic year, 409,280 full- and part-time students were enrolled in the technical college system. The technical colleges are operated by district boards, with supervision of the system provided by the Technical College System Board.

- *University of Wisconsin System.* The University of Wisconsin System consists of its doctoral campuses in Madison (the largest campus in the State) and Milwaukee as well as 11 other four-year degree-granting institutions and 13 two-year colleges. The system's total enrollment in 2005-06 was 162,933 students.

Other agencies concerned with the education function of the State include:

- *Educational Communications Board*, which operates the State public radio network, the State public television network, and the State educational television network.
- *The State Historical Society,* which maintains the State historical library, museum, and various historical sites.
- *Arts Board,* which encourages and assists artistic and cultural activities within the State.
- *Higher Educational Aids Board,* which is responsible for management and oversight of the State's student financial aid system for residents attending institutions of higher education.

Environmental Resources

Two major State agencies, the Department of Transportation and the Department of Natural Resources, are concerned with the development or protection of the land, forest, water, air, and minerals of the State.

The State works with municipalities and industries to treat sewage or industrial wastes to retain the purity of State lakes and streams. Smokestack and automobile exhausts are monitored to prevent air pollution. Parks and forests have been established and maintained both to preserve unusual phenomena of nature and to provide the public with recreational and educational opportunities. Private forest owners are given incentives to observe scientific conservation practices so that new growth may replace cut timber. Hunting and fishing limits are set, and hunters and fishermen licensed, to preserve the fish and wildlife from extinctive practices. Farming methods that preserve the quality and stability of the soil are encouraged.

Governmental activities for preserving and protecting the State's natural resources are largely the province of the Department of Natural Resources, but the Department of Agriculture, Trade and Consumer Protection is also actively involved.

The State has an elaborate system of highways. It consists of interstate highways financed from federal and State funds and of State highways, county trunk highways, town roads, city and village streets, and park and forest roads. Closely connected with the highway building functions of the State government and the aid granted to local units for streets and highways are the objects for which these roads are built—the motor vehicle and its occupants. While the State is concerned with the building and maintenance of an adequate number of roads of certain standards to meet the traffic demands, it is also very much concerned with the safety and convenience of the people who are using those roads. Approximately 5.4 million vehicles are currently registered each year.

The Department of Transportation also gives various forms of driver examination tests when driver licenses are issued or renewed to ensure drivers know the laws, are physically fit to drive, and have the required driving skills. Road building and motor vehicle regulation are also responsibilities of the Department of Transportation, which also has charge of the State's aeronautical activities, the administration of funds to assist mass transit, railroad preservation, and intermodal transportation planning.

Human Relations and Resources

Various State agencies have responsibilities to maximize human growth and development, including health, living standards, safety, and working relationships with each other.

Public health covers the prevention and detection of disease, health education programs, assistance in hospital construction, maintenance of institutions for the care and treatment of the mentally handicapped, the setting of standards of cleanliness of public facilities and safety in construction, and the maintenance of public health records.

Improving living standards for needy, aged, handicapped, and minors in need of assistance is also a goal of the State. Such health and welfare activities are primarily the work of the Department of Health and Family Services, including the State's Badger Care program, which provides health insurance coverage for low-income working families, and a prescription drug program for the elderly. The Board of Aging makes recommendations on programs to benefit the aged. The Department of Veterans Affairs operates additional assistance programs for military service veterans.

As a worker, the individual comes in contact with the State in many ways:

- Minimum wages and maximum hours are set by law.
- State worker's compensation provides financial assistance if a worker is injured on the job.
- Unemployment compensation is provided to the worker if the worker's job is lost.
- Employment services are provided by the State (in partnership with the Federal Government) to help a worker find a job or to acquire the skills necessary for employment.
- Investigation of discrimination occurs if a worker suspects employment discrimination based on race, age, gender, creed, or handicap.

The State's agent in protecting and assisting the worker is the Department of Workforce Development, which is also responsible for the State's employment and training services, including Wisconsin Works (W-2). The State also mediates or arbitrates labor disputes between workers and their employers, which is the task of the Employment Relations Commission.

To promote the general welfare of citizens and insure peaceable relations among them, the State seeks to protect citizens from lawless elements in society by maintaining those conditions of stability and order necessary for a well-functioning society. Law enforcement is largely a local matter, but the State's Department of Corrections is responsible for segregating convicted adult and juvenile criminals in its penal institutions and rehabilitating them for eventual return to society. The Department of Justice furnishes legal services to State agencies and provides technical assistance to local law enforcement agencies. The Office of the State Public Defender makes determinations of indigence and provides legal representation for specified defendants who are unable to afford a private attorney.

The State also provides an armed military force to protect the populace in times of State or national emergencies, natural or man-made, and to supplement the federal armed forces in time of war. These activities come under the jurisdiction of the Department of Military Affairs.

General Executive

The administrative or staff functions that support the direct services provided to Wisconsin residents and local governments are included in this functional group. While each operating agency may conduct some staff functions, some agencies perform staff functions almost exclusively.

- *Department of Administration* duties include budgeting, information technology, data processing, accounting, payroll, financial reporting, processing the receipt and disbursement of monies received or expended by the State, engineering, and facilities management and planning.
- *Office of State Employment Relations* supervises State personnel practices.
- *Ethics Board* administers a code of ethics for State public officials.
- *Department of Revenue* collects the taxes imposed by State law, distributes that part of the revenue that is to be returned to the local units of government, and calculates the equalized value of the property that has been assessed by local government.

- *Department of Employee Trust Funds* manages the State's public employee retirement system.
- *Office of the State Treasurer* serves as custodian of unclaimed property and administers the EdVest Program, which is a Section 529 college savings program.
- *Office of the Secretary of State* keeps various state records and affixes the state seal on certain records to authenticate them.
- *Department of Financial Institutions* is responsible for chartering corporations.
- *State Elections Board* oversees the election processes of the State, monitoring campaign expenditures, and keeping election records.

Judicial

The judicial function provides for the operation of the Supreme Court, the Court of Appeals, and the Circuit Courts, as well as several State agencies that serve the courts, establish professional standards, and conduct legal research.

Legislative

The legislative function provides for the operation of the State Legislature, its committees, and service agencies.

General Appropriations

The function of general appropriations is assigned those appropriations that do not fit easily into any of the other functions. Most general appropriations are for payments to local governments of taxes collected by the State, whose revenues are shared with local governments, and for other payments intended to relieve local taxes.

The major portion of this reporting area relating to State operations is the funding of any planned adjustments to employee compensation, which is budgeted centrally but transferred to and ultimately paid by each agency.

STATE OF WISCONSIN BUILDING COMMISSION

The Commission supervises all matters relating to the State's issuance of general obligations, revenue obligations, and operating notes.

Limitations in the Wisconsin Constitution severely restricted the issuance of direct State debt until 1969, when the Wisconsin Constitution was amended to authorize the State to borrow money. Chapter 18 of the Wisconsin Statutes delegates powers to the Commission and establishes the procedures for the issuance of debt.

The Commission is composed of eight members. The Governor serves as the chairperson. Each house of the 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, and one member appointed from each house must be a member of the Legislative State Supported Program Study and Advisory Committee. The members act without liability except for misconduct.

The Department of Administration assists the Commission. The Administrator of the Division of State Facilities, with the concurrence of the Secretary of Administration, serves as the Secretary to the Building Commission. The Secretary of Administration, the head of the engineering function, and the ranking architect in the Department of Administration serve as nonvoting advisory members. Employees of the Division of Executive Budget and Finance serve as the Capital Finance Director and staff responsible for managing the State's various borrowing programs.

The Commission's office is located at the Administration Building, 7th Floor, 101 East Wilson Street, its mailing address is P.O. Box 7866, Madison, Wisconsin 53707-7866, and its telephone number is (608) 266-1855.

STATE OBLIGATIONS

General Obligations

The State, acting through the Commission, may issue general obligation bonds and notes or enter into loans that are secured by the State's full faith, credit, and taxing power. Payments of debt service on State general obligations are paramount to all other obligations of the State. As of December 1, 2006, the State had \$5.697 billion of outstanding general obligations.

The State has never defaulted in the punctual payment of principal or interest on any general obligation indebtedness and has never attempted to prevent or delay such required payments. The State has reserved no right to reduce or modify any terms with respect to security or source of payment of general obligation bonds or notes. See Part III of this Annual Report for additional information on general obligations.

Operating Notes

The Commission may issue operating notes to fund operating expenses upon the request of the Department of Administration if it determines that a deficiency will occur in the funds of the State that will not permit the State to pay its operating expenses in a timely manner. The Governor and the Joint Finance Committee of the Legislature must also approve the request for issuance.

Operating notes may be issued in an amount not exceeding 10% of budgeted appropriations of general purpose and program revenues in the year in which operating notes are issued. Operating notes are not general obligations of the State and are not on parity with State general obligations. The General Fund may be pledged for the repayment of operating notes, and money of the General Fund may be impounded for future payment of principal and interest; however, any such repayment or impoundment must be made subsequent to the payment of the amounts due the Bond Security and Redemption Fund securing the repayment of State general obligation bonds. All payments and impoundments securing the operating notes are also subject to appropriation. Owners of the operating notes have a right to file suit against the State in accordance with procedures established in State law.

The State did not issue any operating notes in the 2005-06 fiscal year and, as of this date, is not expected to issue any operating notes for the 2006-07 fiscal year.

Master Lease Program

The State, acting by and through the Department of Administration, has entered into a master lease for the purpose of acquiring property (and in limited situations, prepaid service contracts) for state agencies through installment payments. The State's obligation to make lease payments is subject to annual appropriation by the Legislature. The full faith and credit of the State are not pledged to the lease payments; the State is not obligated to levy or pledge any tax to pay the lease payments. The State's obligation to make the lease payments does not constitute debt for purposes of the Wisconsin Constitutional debt limit, and there is no limit to the amount of such obligations that the State can incur. Although an effort is made to use the master lease program for all property acquired by the State through nonappropriation leases, it is possible that state agencies may separately incur such obligations through other lease arrangements. Certificates of participation have been issued that evidence a proportionate interest in certain lease payments to be made by the State. As of December 1, 2006, the outstanding principal amount of the State's obligations under the master lease program was approximately \$84 million. See Part IV of this Annual Report for additional information on master lease certificates of participation.

State Revenue Obligations

Subchapter II of Chapter 18 of the Wisconsin Statutes authorizes the State, acting through the Commission, to issue revenue obligations. Revenue obligations may be in one of the following forms:

- *Enterprise obligations.* Secured by a pledge of revenues or property derived solely from the operation of a program funded by the issuance of the revenue obligations.
- *Special fund obligations.* Secured by a pledge of revenues or property derived from any program or any pledge of revenues.

Any such program to be undertaken or obligations to be issued must be specifically authorized by the Legislature. The resulting obligations are not general obligations of the State.

Revenues pledged to the repayment of revenue obligations are deposited with a trustee for the obligations. Because these revenues are pledged to the owners of revenue obligations, who have a first lien on all such monies, the owners of State general obligations have no claim to the revenues pledged for the repayment of such revenue obligations.

Three such programs have been authorized and are currently outstanding:

- *Transportation revenue bond program.* This program finances a portion of the costs of the State highways and related transportation facilities. The obligations are secured by motor vehicle registration fees and other registration-related fees. The Commission has issued twenty-one series of bonds (which includes refunding bond issues) and two series of commercial paper notes for this program, which were outstanding in the aggregate amount of $1.537 billion as of December 1, 2006. See Part V of this Annual Report for additional information on transportation revenue obligations.
- *Clean water fund program.* This program makes loans to municipalities in the State for the construction or improvement of their water pollution control facilities. The Commission has issued thirteen series of bonds for this program (which includes refunding bond issues), which were outstanding in the amount of $777 million as of December 1, 2006. See Part VI of this Annual Report for additional information on clean water revenue bonds.
- *Petroleum inspection fee revenue obligations program.* This program funds environmental remediation claims submitted under the Petroleum Environmental Cleanup Fund Award Program. Obligations issued for this program are secured by petroleum inspection fees. The Commission has issued four series of bonds (which includes refunding bond issues) and two series of extendible municipal commercial paper for this program, which were outstanding in the aggregate amount of $273 million as of December 1, 2006. See Part VII of this Annual Report for additional information on petroleum inspection fee revenue obligations.

General Fund Annual Appropriation Bonds

The State issued general fund annual appropriation bonds in 2003 to pay the State's unfunded accrued prior service (pension) liability, determined as of January 1, 2003, and the State's unfunded accrued liability for sick leave conversion credits, determined as of October 1, 2003. See "STATE OBLIGATIONS; Prior Service Pension Liabilities and Other Post Employment Benefits". The general fund annual appropriation bonds are not a debt of the State, and the State's obligation to make debt service payments is subject to annual appropriation by the Legislature. The full faith and credit of the State are not pledged, and the State is not obligated to levy or pledge any tax, to make the debt service payments. The State has issued the general fund annual appropriation bonds in the form of taxable fixed rate bonds and taxable auction rate certificates, which in aggregate were outstanding in the amount of $1.795 billion as of December 1, 2006. With respect to the general fund annual appropriation bonds issued in the form of taxable auction rate certificates, the State has entered into interest rate exchange agreements (commonly called swap agreements), so that the result is the State paying interest on based on a fixed interest rate.

See Part VIII of this Annual Report for additional information on general fund annual appropriation bonds.

Independent Authorities

State law creates and grants to three independent special purpose authorities the power to issue bonds and notes. None of these entities is a department or agency of the State, and none can issue bonds or notes that are legal obligations of the State. By law, the Commission serves as financial advisor for two of these independent authorities in the issuance of their debt.

Wisconsin Housing and Economic Development Authority

The Wisconsin Housing and Economic Development Authority (**WHEDA**) acts as a funding vehicle for the development of housing for low- and moderate-income families and economic development projects. WHEDA is also authorized to administer the State's agricultural production loan guaranty and interest subsidy program.

WHEDA may issue bonds and notes, which are to be general obligations of WHEDA (except for bonds for the housing rehabilitation loan program) unless WHEDA chooses to limit the obligation. The State is expressly not liable on WHEDA obligations. Repayment may be secured by capital reserve funds, which may be created for each bond issue in an amount that is appropriate for the type of projects being funded. Invasion of this reserve triggers a moral obligation pledge on the part of the State and prevents further WHEDA borrowing until the reserve is replenished. In the event a capital reserve fund is not established for a particular bond issue, the moral obligation pledge would not be applicable. WHEDA has borrowing authority for several specific programs:

- *Programs secured by capital reserve fund.* Borrowing authority of $600 million, excluding debt issued to refund other debt, of which $409 million of borrowing authority was available on November 30, 2006.
- *Housing rehabilitation programs.* Borrowing authority of $100 million, of which $100 million of borrowing authority was available on November 30, 2006.
- *Single-family home ownership mortgage loan program.* WHEDA has issued $6.506 billion in such bonds as of November 30, 2006. In the one-year period ending November 30, 2006, WHEDA sold three single-family issues totaling $628 million.
- *Residential facilities for the elderly and chronically disabled.* Borrowing authority of $99 million, and as of November 30, 2006, WHEDA had sold three bond issues totaling $5 million.
- *Economic development and agriculture loans.* Borrowing authority of $217 million of which, as of November 30, 2006, WHEDA had sold 142 series of bonds for economic development and agriculture totaling $83 million, which are not general obligations of WHEDA, and 56 series of bonds, totaling $92 million, which are general obligations of WHEDA.
- *General programs not secured by capital reserve fund.* Approximately $41 million of obligations issued for this purpose remain outstanding as of November 30, 2006.

WHEDA is directed by a twelve-member board comprising the Secretary of the Department of Administration, the Secretary of the Department of Commerce, two representatives to the Assembly and two State Senators who are appointed in the same manner as the members of standing committees in their respective houses and equally represent the two major political parties, and six public members serving staggered terms, nominated by the Governor and confirmed by the Senate. Financial reports may be obtained from the Wisconsin Housing and Economic Development Authority, P.O. Box 1728, Madison, WI 53701. The phone number is (608) 266-7884, the e-mail address is info@wheda.com, and the web site address is www.wheda.com.

Wisconsin Health and Educational Facilities Authority

The Wisconsin Health and Educational Facilities Authority (**WHEFA**) provides revenue bond financing for hospitals, nursing homes, other health-related organizations, and private educational facilities. It may finance any qualifying capital project and may refinance any qualifying outstanding indebtedness. As of November 30, 2006, WHEFA had outstanding 291 issues totaling approximately $7.191 billion. All bonds are limited obligations of WHEFA, payable only from revenues specified in the documents pertaining to each bond financing and are not State debt. There is no capital reserve fund or authorization for a moral obligation pledge. An annual program and financial report to the Legislature and the Governor is required. The State Auditor is empowered to investigate WHEFA's financial affairs and prescribe methods of accounting. The governance of WHEFA is by a seven-member, staggered-term board nominated by the Governor and confirmed by the Senate. The Governor annually appoints the chairperson. Financial reports may be obtained from Wisconsin Health and Educational Facilities Authority, 18000 West Sarah Lane, Suite 300, Brookfield, WI 53045-5841. The phone number is (262) 792-0466, the e-mail address is info@whefa.com, and the web site address is www.whefa.com.

University of Wisconsin Hospitals and Clinics Authority

The University of Wisconsin Hospitals and Clinics Authority (**UWHC**) operates the University of Wisconsin hospital and a number of clinics. It provides instruction for medical and other health related professions, students, and sponsors. It also supports medical research and assists health care programs and personnel throughout the State. As of November 30, 2006, UWHC had outstanding five issues totaling approximately $242 million.

UWHC may issue bonds and notes payable solely from the funds pledged in the bond resolution or any trust indenture or mortgage or deed of trust that secures the obligations. The State is not liable for the payment of principal or interest on the debt, nor is it liable for the performance of any pledge, mortgage, obligation, or agreement entered into by UWHC.

UWHC is directed by a fifteen-member board that consists of the Secretary of the Department of Administration, a faculty member of a University of Wisconsin-Madison (**UW**) health professions school (other than the Medical School) appointed by the UW Chancellor, a chairperson of a department of the Medical School appointed by the UW Chancellor, the dean of the Medical School, the UW Chancellor, three members appointed by the Board of Regents, the co-chairs of the Legislature's joint committee on finance, three members serving three-year terms nominated by the Governor and confirmed by the Senate, and two nonvoting members from labor organizations that represent UWHC employees. Financial reports can be obtained from the University of Wisconsin Hospitals and Clinics Authority, Room H5/803, 600 Highland Avenue, Madison, WI 53792-8360. The phone number is (608) 263-8025.

Local Districts

The Legislature has authorized the creation of the following types of local districts, which may be created by one or more local units of government:

- *Exposition center district.* A district is authorized to issue bonds for costs related to an exposition center. If the Secretary of Administration determines that certain conditions are met, the State may have a moral obligation to appropriate moneys to make up deficiencies in the district's reserve funds that secure up to $200 million principal amount of bonds in the event that project revenues and tax revenues received by the district are inadequate to pay debt service on the bonds. To date, one such district has been created (the Wisconsin Center District).
- *Local professional baseball park district.* A district's territory consists of each county with a population of more than 600,000 and all contiguous counties. A district is authorized to issue bonds for costs related to a baseball park. If the Secretary of Administration determines that certain conditions are met, the State may have a moral obligation to appropriate moneys to make up deficiencies in the district's reserve funds that secure up to $160 million principal amount of bonds in the event the project revenues and tax revenues received by the district are inadequate

to pay debt service. To date, one such district has been created (the Southeast Wisconsin Professional Baseball Park District).

- *Local professional football park district.* A district's territory consists of any county with a population of more than 150,000 that includes the principal site of a stadium that is the home of a professional football team. A district is authorized to issue revenue bonds for costs related to a football park. If the Secretary of Administration determines that certain conditions are met, the State may have a moral obligation to appropriate moneys to make up deficiencies in the district's reserve funds that secure up to $160 million principal amount of bonds in the event the project revenues and tax revenues received by the district are inadequate to pay debt service. To date, one such district has been created (the Green Bay-Brown County Professional Football Stadium District).

Moral Obligations

In certain situations where the State does not have a legal obligation to make a payment, the Legislature has recognized a moral obligation to make an appropriation for the payment and has expressed its expectation and aspiration that, if ever called upon to do so, it would. These situations and amount of outstanding obligations that are subject to the State's moral obligation include:

- Payments required to be made by municipalities on loans from the Clean Water Fund Program, if so designated by the State. Currently no Clean Water Fund Program loan carries a moral obligation of the State.
- Payments to reserve funds securing certain obligations of WHEDA. Currently there are 7 issues outstanding in the aggregate amount of $417 million that carry a moral obligation of the State.

Name of WHEDA Issue	Maturity Date	Principal Issued	Outstanding Balance
Housing Revenue Bonds			
1992 Series A	11/1/2012	$ 72,450,000	$ 2,910,000
1998 Series A, B & C	11/1/2032	39,895,000	24,725,000
1999 Series A & B	11/1/2031	41,400,000	32,790,000
2000 Series A & B	11/1/2032	10,785,000	9,950,000
2002 Series A-I	5/1/2034	169,160,000	130,090,000
2003 Series A-E	5/1/2044	41,975,000	40,410,000
2005 Series A-F	11/1/2045	179,535,000	176,495,000
Totals			$417,370,000

- Payments to reserve funds securing certain obligations of different types of local districts, subject to the Secretary of Administration's determination that certain conditions have been met. Currently there is one issue from a local district (Wisconsin Center District) that is outstanding in the amount of $126 million that carries a moral obligation of the State. Two other local districts (the Southeast Wisconsin Professional Baseball Park District and the Green Bay-Brown County Professional Football Stadium District) each have authority to issue $160 million of revenue obligations that, subject to the Secretary of Administration's determination that certain conditions have been met, could carry a moral obligation of the State. Both districts have issued revenue obligations that do not carry the moral obligation of the State.
- Payments to reserve funds securing obligations issued by certain redevelopment authorities, subject to the Secretary of Administration's determination that certain conditions have been met. Currently there are two issues from a redevelopment authority (Redevelopment Authority of the City of Milwaukee) for the Milwaukee Public Schools Neighborhood Schools Initiative that are outstanding in the total amount of $112 million that both carry a moral obligation of the State.

Employee Pension Funds

The State's pension obligations are defined by formulas that establish monthly retirement benefits as a function of annual compensation and years of service. The State's current contributions to meet these pension obligations are established first by a yearly actuarial determination of the value of the retirement benefits that have accrued to State employees and will have to be paid out in the future. After deducting the fixed contributions of employees, the State then contributes an amount sufficient to meet the remaining value of the obligations. A description of the Wisconsin Retirement System **(WRS or Retirement System)** and an identification of the State's obligation follows. This is supplemented with additional statistical material in Tables II-14 through II-20.

The actuarial method used to determine the size of the contributions is known as "Frozen Initial Liability" for prior service liability and "Entry Age Normal" for current contributions. Actuarial assumptions that have been adopted in application of this method are shown in Tables II-21, II-22, and II-23.

The Department of Employee Trust Funds administers the pension programs of both the State and local governments, and the State of Wisconsin Investment Board is responsible for investment of all the funds. Although the State provides pension and investment management staff for its own and local government employees, *the State has no financial obligation for payment of any local government contribution.*

WRS covers all full-time employees of the State. The total retirement contribution consists of a member (employee) contribution and an employer contribution. Member contributions for calendar year 2007 are set at the following rates:

- 5.0% of salary for general employees including teachers
- 3.0% for elected officials, judges, and certain other positions in State government
- 5.1% for protective occupation participants who are also covered by Social Security
- 3.4% for protective occupation participants not covered by Social Security

Employer pick-up of some or all of the member's required contribution is permitted by the Wisconsin Statutes. Currently the entire member contribution of 5% of each State employee's salary is assumed by the State. An additional 1.0% nonrefundable contribution is required from general employees, including teachers.

The employer contribution is actuarially determined each year by an independent actuarial firm. As of December 1, 2006, the calendar year 2007 employer contributions have been established at the following rates:

- 8.2% for protective participants with Social Security
- 10.8% for protective participants without Social Security
- 8.5% for elected officials and judges
- 4.6% for general employees

In addition, the State is also charged 3.8% of its protective payroll for special duty disability coverage.

Monthly benefits upon retirement at normal retirement age (65 for general employees, 62 for elected officials and certain other state positions, and 55 for protective occupation participants) are computed on a formula basis (the formula varies by particular class of participation). Some inactive members and a small number of currently active employees may have benefits computed on some other basis when they apply for benefits.

Contributions into the Wisconsin Retirement System are invested by the State of Wisconsin Investment Board as provided by law, and are maintained in two separate funds: the Fixed Retirement Investment

Trust and the Variable Retirement Investment Trust. Investments are recorded pursuant to the Wisconsin Statutes as follows:

- The assets of the Fixed Retirement Trust are carried by a hybrid method providing for the amortization of capital gains and losses as well as deferred items over a five-year period.
- The Variable Retirement Investment Trust assets are recorded at market value with all market adjustments included in current operations.

Except for certain protective occupation employees and a few other minor exceptions, employees under the Wisconsin Retirement System are also covered by Social Security.

Table II-14 provides comparative actuarial balance sheets for the most recent reporting periods. The unfunded accrued liability presented is solely the responsibility of local governments and is not an obligation of the State.

Prior Service Pension Liabilities and Other Post Employment Benefits.

Pension Liabilities in Accompanying Financial Statements

Liabilities of WRS are reported in the accompanying financial statements. While WRS covers most public employers and employees in the State of Wisconsin, including local governments, the State and its participants account for 28% of the all participants in the system. WRS tracks unfunded prior service liabilities in separate accounts for each employer. The unfunded prior service liabilities reported in the accompanying financial statements are entirely attributable to other units of government and not to the State of Wisconsin.

Pension and Sick Leave Conversion Benefits

Prior to 2004, the State of Wisconsin recognized for accounting and disclosure purposes an unfunded prior service liability for the State's account within WRS. The State also recognized for accounting and disclosure purposes an unfunded prior service liability for a compensated absence benefit known as the Sick Leave Conversion Benefit, which permits employees, at retirement, to use the value of unused sick leave to pay for health insurance premiums. Proceeds from the State's issuance of General Fund Annual Appropriation Bonds in calendar year 2003 fully funded both of these prior service liabilities, and the State currently has no prior service liabilities associated with these benefits.

Implied Subsidy of Group Health Insurance

GASB Statement 45 establishes accounting requirements for prior service Other Post Employment Benefits (OPEB). The State permits its retirees to participate, at their own expense, in the State's group health insurance plans at the same risk premiums as active employees. Retirees, as a group, have significantly higher health care costs than active employees. Their inclusion in the same risk pool as active employees results in a higher premium for active employees than the premium would be if retirees were not included in the same risk pool. The additional cost for active employee group health insurance is referred to as an implied subsidy of each retiree's group health insurance premiums. Group health insurance for active employees and retirees converts to Medicare at age 65.

Under GASB Statement 45, the State will be required to estimate and disclose any unfunded prior service liability for the implied subsidy. The State has not yet undertaken an actuarial study of the cost of the implied subsidy of retirees' group health insurance premiums.

Implied Subsidy of Retiree Life Insurance Program

A Retiree Life Insurance Program may also have an implied subsidy component. Again, no actuarial study to estimate the cost of this benefit has been conducted. It is anticipated the implied subsidy of this benefit will not be material.

Table II-14

WISCONSIN RETIREMENT SYSTEM
ACTUARIAL STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 2005 (UNAUDITED)
(Amounts in Millions)

	12/31/2005	12/31/2004	Increase (Decrease)
Assets and Employer Obligations:			
Net Assets			
Cash, Investments & Receivables			
Less: Payables & Suspense Items			
Fixed Division	$62,230.4	$60,034.4	$2,196.0
Variable Division	6,384.7	6,175.0	209.7
Totals	68,615.1	66,622.3	2,405.7
Obligations of Employers			
Unfunded Accrued Liability	372.4	412.9	(40.5)
TOTAL ASSETS	$68,987.5	$66,622.3	$2,365.2
Reserves and Surplus:			
Reserves			
Actuarial Present Value of Projected Benefits Payable to Terminated Vested Participants and Active Members:			
Member Normal Contributions	$15,010.6	$14,911.1	$ 99.5
Member Additional Contributions	144.7	139.2	5.5
Employer Contributions	21,164.2	20,742.1	422.1
Total Contributions	$36,319.5	$35,792.4	$527.1
Actuarial Present Value of Projected Benefits Payable to Current Retirees And Beneficiaries:			
Fixed Annuities	$28,359.7	$26,232.2	$2,127.5
Variable Annuities	3,970.7	3,654.5	316.2
TOTAL ANNUITIES	32,330.4	29,886.7	2,443.7
TOTAL RESERVES	$68,649.9	$65,679.1	$2,970.8
Surplus			
Fixed Annuity Reserve Surplus	$ 215.6	$ 687.8	($ 472.2)
Variable Annuity Reserve Surplus	122.0	255.4	(133.4)
TOTAL SURPLUS	337.6	943.2	(605.6)
TOTAL RESERVES AND SURPLUS	$68,987.5	$66,622.3	$2,365.2

Notes to Wisconsin Retirement System

All eligible State of Wisconsin employees participate in the Wisconsin Retirement system **(System)**, a cost-sharing multiple-employer public employee retirement system **(PERS)**. The payroll for employees covered by the system for the year ended December 31, 2005 was $3.26 billion.

All permanent employees expected to work over 600 hours a year are eligible to participate in the System. Covered employees are required by statute to contribute 5.0% of their salary (3.0% for Executive and Elected Officials, 5.1% for Protective Occupations with Social Security, and 3.4% for Protective Occupations without Social Security), to the plan. Participants are also required to make a non-refundable Benefit Adjustment Contribution to the plan. Employers may make these contributions to the plan on behalf of the employees. Employers are required to contribute the remaining amounts necessary to pay the projected cost of future benefits. The total required contribution for the year ended December 31, 2005 was $346 million, which consisted of $162 million or 5.0% of payroll from the employer and $184 million or 5.6% of payroll from employees.

Employees who retire at or after age 65 (55 for protective occupation employees) are entitled to receive a retirement benefit. The benefit is calculated as 1.6% (2.0% for Executives, Elected Officials, and Protective Occupations with social security and 2.5% for protective occupations without social security) of final average earnings for each year of creditable service after December 31, 1999. Service earned before January 1, 2000 accrue benefits at a rate of 1.765% (2.165% for Executives, Elected Officials, and Protective Occupations with social security and 2.665% for protective occupations without social security). Final Average Earnings is the average of the employee" three highest years' earnings. Employees may retire at age 55 (50 for protective occupation employees) and receive reduced benefits. Employees terminating covered employment before becoming eligible for a retirement benefit may withdraw their contributions and forfeit all rights to any subsequent benefit. Benefits are fully vested upon entry into the System.

The System also provides death and disability benefits for employees. Eligibility for and the amount of all benefits are determined under Chapter 40 of the Wisconsin Statutes.

The System utilizes the "Entry Age Normal with Frozen Initial Liability" actuarial method in establishing employer contribution rates. Under this method, the Unfunded Accrued Actuarial Liability is affected only by the monthly amortization payments, compound interest, the added liability created by new employer units, and any added liabilities caused by changes in benefit provisions. All actuarial gains or losses arising from the difference between actual and assumed experience are reflected in the determination of the normal cost. The unfunded accrued actuarial liability is being amortized over a 40-year period beginning January 1, 1990. However, periodically, the Employe Trust Funds Board has reviewed and, when appropriate, adjusted the actuarial assumptions used to determine this liability. Changes in the assumptions affect the unfunded accrued actuarial liability, and the resulting actuarial gains or losses are credited or charged to employer's unfunded liability accounts. The State of Wisconsin, as of December 31, 2005, had no unfunded liability. The total system unfunded liability of $373 million, as of December 31, 2005, is attributable to local governments.

Ten-year historical trend information showing the System's progress in accumulating sufficient assets to pay benefits when due is presented in the System's December 31, 2005 Comprehensive Annual Financial Report.

The preceding provides a comparative actuarial balance sheet for the most recent reporting periods.

Table II-15

WISCONSIN RETIREMENT SYSTEM
FUNDING RATIO
(Amounts in Thousands)

Year	A Net Real Assets	B Unfunded Actuarial Liability	C Reserve Requirement (A+B)	D Funding Ratio (A÷C)
1996	$ 33,962,600	$ 2,134,400	$ 36,097,000	94.1
1997	38,584,600	2,178,300	40,762,900	94.7
1998	43,390,500	2,226,600	45,617,100	95.1
1999	49,403,700	2,145,800	51,549,500	95.8
2000	51,824,600	2,169,000	53,993,600	96.0
2001	58,024,300	2,110,400	60,134,700	96.5
2002	57,861,900	1,756,900	59,618,800	97.1
2003	62,685,300	526,400	63,211,700	99.2
2004	66,209,400	412,900	66,622,300	99.4
2005	68,615,100	372,500	68,987,500	99.5

Source: Department of Employee Trust Funds.

Table II-16

WISCONSIN RETIREMENT SYSTEM
COVERED EMPLOYEES
1996-2005

Year	Active State	Active Local	Retired
1996	63,886	175,749	92,198
1997	64,381	179,531	95,128
1998	65,663	183,074	99,112
1999	66,716	186,582	102,817
2000	68,330	189,710	107,425
2001	70,512	193,371	112,142
2002	71,222	195,128	116,289
2003	71,031	194,119	121,582
2004	70,933	193,667	126,211
2005	70,006	193,116	131,674

Source: Department of Employee Trust Funds.

Table II-17

WISCONSIN RETIREMENT SYSTEM
REQUIRED CONTRIBUTIONS BY SOURCE[(a)]
(Amounts in Thousands)

	State		Local		Total	
Year	**Employee**	**Employer**	**Employee**	**Employer**	**Employee**	**Employer**
1996	$7,582	$282,430	$5,570	$759,765	$13,152	$1,042,195
1997	6,006	294,834	8,336	761,116	14,342	1,055,950
1998	1,686	298,793	4,015	777,419	5,701	1,076,212
1999	886	294,436	3,564	863,003	4,450	1,157,439
2000	800	305,049	3,543	754,516	4,343	1,059,565
2001	739	283,567	3,467	765,541	4,206	1,049,108
2002	763	315,782	3,679	733,748	4,442	1,049,530
2003	860	304,740	3,871	758,829	4,731	1,063,569
2004	937	324,297	4,106	784,860	5,043	1,109,156
2005	1,038	344,760	4,339	829,156	5,377	1,173,916

(a) Employer contributions include employer pick-up of employee contributions.

Source: Department of Employee Trust Funds.

Table II-18

WISCONSIN RETIREMENT SYSTEM
STATE EMPLOYER CONTRIBUTION RATES[(a)]

Employee Classification	Current Service	Prior Service	Total
Protective	8.2%	0.0%	8.2%
Elected	8.5	0.0	8.5
General	4.6	0.0	4.6

(a) Effective January 1, 2007

Source: Department of Employee Trust Funds.

Table II-19

WISCONSIN RETIREMENT SYSTEM
REVENUES BY TYPE
(Amounts in Thousands)

	Contributions						
Year	Required Employee	Required Employer[a]	Additional Employee	Investment Income	Supplemental	Misc.	Total
1996	$393,765	$ 661,582	$13,199	$ 5,414,556	$ 358	$ 160	$ 6,483,620
1997	410,567	659,725	6,422	7,241,025	216,590	179	8,534,508
1998	520,864	561,049	9,848	7,037,489	7,315	231	8,136,796
1999	505,411	656,478	8,802	9,235,371	6,272	205	10,412,539
2000	511,661	561,052	10,441	(1,032,185)	5,496	184	56,649
2001	496,012	557,303	5,086	(1,990,408)	4,517	211	(927,279)
2002	513,038	910,181	13,593	(5,880,598)	3,873	184	(4,439,279)
2003	564,754	1,737,816	6,329	12,043,429	3,301	3,563	14,359,192
2004	605,184	645,476	18,236	7,512,872	3,082	191	8,785,131
2005	623,250	603,012	17,468	5,492,548	3,039	173	6,739,490

[a] The amount in 2003 reflects payment made by the State from proceeds of obligations issued to fund the State's unfunded accrued prior service liability, as of January 1, 2003. Employer contributions include current service and, for employers other than the State, amounts required to reduce their respective unfunded accrued liability over a 40–year amortization period beginning in 1990.

Source: Department of Employee Trust Funds.

Table II-20

WISCONSIN RETIREMENT SYSTEM
BENEFIT EXPENDITURES BY TYPE[a]
(Amounts in Thousands)

Year	Separations	Death	Annuities	Supplemental[b]	Misc.	Total
1996...............	$36,883	$15,359	$1,254,044	$ 358	$ 24,586	$1,331,230
1997...............	41,039	12,332	1,514,634	216,590	11,108	1,795,703
1998...............	41,931	13,939	1,624,293	7,315	10,978	1,698,456
1999...............	35,609	13,858	1,844,479	6,272	12,328	1,912,546
2000...............	49,814	25,724	2,237,824	5,496	183,350	2,502,208
2001...............	40,740	22,308	2,467,690	4,517	15,635	2,550,890
2002...............	38,470	27,551	2,603,193	3,873	18,667	2,691,754
2003...............	28,847	32,725	2,627,877	3,301	16,392	2,729,142
2004...............	24,967	28,028	2,797,263	3,082	13,496	2,866,836
2005...............	25,221	26,633	3,041,029	3,039	17,859	3,113,781

[a] Amounts include payments from employee additional contributions.

[b] Supplemental benefits were granted to certain employees by the Legislature in 1974. These benefits are paid out of the State General Fund.

Source: Department of Employee Trust Funds.

ACTUARIAL ASSUMPTIONS

The following set forth the actuarial assumptions that will be applied in the determination of contribution levels required for the funding of the retirement system effective January 1, 2004.

Table II-21

WISCONSIN RETIREMENT SYSTEM
SEPARATION BEFORE AGE AND SERVICE RETIREMENT

Select and Ultimate Withdrawal

% of Active Participants Terminating

Age & Service	Protective: With Soc. Sec.	Protective: Without Soc. Sec.	Public Schools: Males	Public Schools: Females	University: Males	University: Females	Executive &Elected	Others: Males	Others: Females
0	11.0%	5.0%	11.0%	10.0%	18.0%	18.0%	9.0%	18.0%	18.0%
1	6.0	2.5	7.0	8.0	13.0	15.0	8.5	10.0	11.0
2	3.5	2.2	5.0	6.0	10.0	13.0	8.0	8.0	9.0
3	3.2	2.0	4.5	5.4	9.0	10.0	7.0	6.0	7.0
4	3.2	1.7	3.5	4.4	7.0	9.0	5.0	5.0	6.0
5 & over						9.0	5.0	5.0	5.5
25	21.6	0.9	3.5	4.0	7.0				
30	1.5	0.8	2.7	3.5	6.7	7.8	4.7	4.1	4.9
35	1.3	0.8	1.5	2.3	6.2	6.1	4.2	2.8	3.6
40	1.2	0.7	1.2	1.5	4.8	4.7	3.4	2.0	2.7
45	1.1	0.7	1.0	1.2	3.1	3.4	2.4	1.6	2.2
50	0.8	0.7	0.9	1.2	1.9	2.6	2.0	1.3	2.0
55	0.6	0.7	0.9	1.2	1.5	2.4	2.0	1.3	2.0
60	0.6	0.7	0.9	1.2	1.5	2.4	2.0	1.3	2.0

Disability Rates

% of Active Participants Becoming Disabled

Age	Protective: With Soc. Sec.	Protective: Without Soc. Sec.	Public Schools: Males	Public Schools: Females	University: Males	University: Females	Others: Males	Others: Females
20	0.01%	0.04%	0.01%	0.01%	0.01%	0.01%	0.01%	0.01%
25	0.01	0.04	0.01	0.01	0.01	0.01	0.01	0.01
30	0.01	0.05	0.01	0.01	0.01	0.01	0.01	0.04
35	0.03	0.06	0.01	0.01	0.01	0.04	0.01	0.05
40	0.05	0.11	0.02	0.02	0.01	0.06	0.01	0.07
45	0.09	0.19	0.05	0.08	0.03	0.05	0.02	0.10
50	0.30	0.59	0.15	0.16	0.05	0.10	0.05	0.16
55	1.00	0.65	0.27	0.23	0.15	0.15	0.18	0.29
60	0.68	0.50	0.45	0.34	0.20	0.23	0.22	0.41

Source: Department of Employee Trust Funds.

Table II-22

WISCONSIN RETIREMENT SYSTEM
RETIREMENT PATTERNS

Rates of Retirement for Those Eligible to Retire
(Normal Retirement Pattern)

	% Retiring Next Year								
	General		Public Schools		University		Protective		
Age	Males	Females	Males	Females	Males	Females	With Soc. Sec.	Without Soc. Sec.	Executive & Elected
50							6%	2%	
51							7	2	
52							7	9	
53							38	38	
54							20	36	
55							20	36	
56							25	36	
57	28%	27%	25%	30%	25%	20%	20	36	8%
58	28	27	25	30	20	20	20	40	8
59	28	25	25	30	20	20	20	30	12
60	28	25	30	30	20	20	20	30	14
61	30	25	35	35	20	20	20	30	35
62	40	30	60	40	20	20	20	15	10
63	40	35	50	35	20	20	20	15	10
64	35	35	50	25	20	20	20	15	10
65	35	30	70	30	20	20	25	40	10
66	35	30	70	25	20	20	25	40	20
67	15	20	50	25	20	20	25	40	20
68	15	15	50	20	20	20	20	40	20
69	15	15	50	20	20	20	20	40	20
70	15	15	50	20	20	20	20	100	10
71	15	15	50	20	20	20	20	100	10
72	15	15	50	20	20	20	20	100	10
73	15	15	50	20	20	20	20	100	10
74	15	15	50	20	20	20	20	100	10
75	100	100	100	100	100	100	100	100	100

Source: **Department of Employee Trust Funds.**

Table II-23

WISCONSIN RETIREMENT SYSTEM
OTHER ASSUMPTIONS

Mortality Rates

Active & Retired Life Mortality Rates

Sample Attained Ages	Future Life Expectancy (years) Males	Females
40	40.3	45.1
45	35.5	40.3
50	30.8	35.4
55	26.3	30.7
60	21.9	26.1
65	17.8	21.6
70	14.0	17.3
75	10.7	13.4
80	7.9	10.1
85	5.8	7.3

Salary Scale

% Increases in Salaries Next Year

	Merit					Total			
Age	Other	Teachers	Protective	Executive & Elected	Base (Economy)	Other	Teachers	Protective	Executive & Elected
1	3.5%	5.8%	4.0%	1.2%	4.1%	7.6%	9.9%	8.1%	5.3%
2	3.5	5.8	4.0	1.2	4.1	7.6	9.9	8.1	5.3
3	3.2	5.3	3.6	1.2	4.1	7.3	9.4	7.7	5.3
4	2.9	4.9	3.2	1.2	4.1	7.0	9.0	7.3	5.3
5	2.6	4.4	2.8	1.1	4.1	6.7	8.5	6.9	5.2
10	1.6	2.6	1.7	1.0	4.1	5.7	6.7	5.8	5.1
15	1.3	1.5	1.2	0.9	4.1	5.4	5.6	5.3	5.0
20	1.1	1.0	1.0	0.8	4.1	5.2	5.1	5.1	4.9
25	0.9	0.6	1.0	0.6	4.1	5.0	4.7	5.1	4.7
30	0.7	0.2	1.0	0.4	4.1	4.8	4.3	5.1	4.5

Future Annual Investment Return

For purposes of the above tables, the future annual invested return is assumed to be 7.8%.

For benefit calculation purposes, an assumed benefit rate of 5.0% is used.

Source: Department of Employee Trust Funds.

STATE OF WISCONSIN INVESTMENT BOARD

The State of Wisconsin Investment Board (**SWIB**) invests the assets of the State Investment Fund, the Wisconsin Retirement System, and several smaller trust funds established by the State. Overall policy direction for SWIB is established by an independent, nine-member Board of Trustees (**Trustees**). The

Trustees establish long-term investment polices, set guidelines for each investment portfolio, and monitor investment performance.

Pursuant to Wisconsin Statutes, the State Investment Fund consists of cash balances of the General Fund, State agencies and departments, and Wisconsin Retirement System reserves. In addition, the State Investment Fund also includes investment deposits from elective participants consisting of over 1,000 municipalities and other public entities, which are accounted for in a subset of the State Investment Fund called the Local Government Investment Pool (**LGIP**). The LGIP portion of the State Investment Fund is additionally insured as to most credit risks by an independent insurer.

The objectives of the State Investment Fund are to provide (in order of priority):

- Safety of principal
- Liquidity
- Reasonable rate of return

This fund includes the cash balances from retirement trust funds while they are pending longer-term investment. This fund also acts as the State's cash management fund and provides the State's General Fund with liquidity for operating expenses. The State Investment Fund is strategically managed as a money market fund, but has the ability to have a longer average maturity than a typical money market fund. This strategy is made possible by the mandatory investment of State funds for which the cash-flow requirements can be determined significantly in advance. Because of the role played by the State Investment Fund, the cash balances available for investment vary daily as cash is accumulated or withdrawn from various funds.

With regard to investments of the State Investment Fund, State law establishes parameters and the Trustees establish and monitor policies covering:

- Types of assets and the amount that can be acquired
- Delegation of powers to purchase and sell and specific guidelines for various types of investments
- Emergency powers in the event the Trustees are unable to meet
- Guidelines pertaining to use of derivatives, financial futures, and related options

The policies seek to achieve safety of principal and liquidity by attention to quality standards, maturity, and marketability. The policies seek to enhance return through portfolio management that considers, among other things, anticipated changes in interest rates and the yield curve.

SWIB's executive director is appointed by the Trustees. The executive director is responsible for oversight of staff activities and developing and recommending policies for adoption by the Trustees. The investment directors, portfolio managers, and analysts are all responsible for daily investment decisions in their markets. Their activities are monitored by SWIB's chief investment officer and the head of fixed income, who are all appointed by the executive director with participation of the Trustees.

The nine members of the Board of Trustees include:

- The Secretary of Administration or a designee.
- Two members are participants in the Wisconsin Retirement System. One of these is a teacher who is appointed by the Teacher Retirement Board. The other represents non-teacher participants and is appointed by the Wisconsin Retirement Board.

- Six members, called public members, are appointed by the Governor. Of these public members, four are required to have at least ten years of investment experience and one is required to be a non-elected government official from a smaller LGIP participant, with at least ten years of financial experience.

All appointed members serve six-year terms. The Trustees usually meet on a monthly basis.

As a public agency, SWIB is not registered under the Investment Company Act of 1940, the Investment Advisor Act of 1940, or the Commodity Exchange Act. However, a description of LGIP and State Investment Fund risk factors, guidelines, and investment objectives may be obtained from the State of Wisconsin Investment Board, P.O. Box 7842, Madison, WI 53707-7842 . The phone number is (608) 266-2381, the e-mail address is info@swib.state.wi.us, and the web site address is www.swib.state.wi.us.

Table II-24 presents unaudited financial and statistical information for the State Investment Fund. A copy of SWIB's annual report or information on the LGIP and State Investment Fund may be obtained from SWIB.

Table II-24

STATE INVESTMENT FUND
AS OF OCTOBER 31, 2006 (UNAUDITED)
Holdings Detail Report

	Amortized Cost	Market Value	Portfolio Percentage at Amortized Cost
U.S. Government and Agencies	$3,835,000,000	$3,835,000,000	66.9%
Corporate Commercial Paper	1,248,830,175	1,248,830,175	21.8
Certificates of Deposit	550,000,000	550,000,000	9.6
Mortgage-Backed	309,573	309,573	0.0
Yankee/Euro (Fully Hedged)	100,000,591	100,000,591	1.7
	$5,734,140,339	$5,734,140,339	100.0%

Accrued Gross Income: $10,260,748

Average Maturity for the Last Six Months

Reporting Date	Average Maturity (Days)	Reporting Date	Average Maturity (Days)
10/31/2006	17	7/31/2006	18
9/30/2006	19	6/30/2006	21
8/31/2006	19	5/31/2006	18

Summary of Investment Fund Participants
As of October 31, 2006

	Par Amount	Percent of Portfolio
Mandatory Participants		
State of Wisconsin and Agencies	$ 2,644,769,000	47.9%
State of Wisconsin Investment Board	443,977,000	8.0
Elective Participants		
Local Government Investment Pool	2,436,474,000	44.1
	$ 5,525,220,000	100.0%

NOTE: The difference between the total of the participants' share ($5,525,220,000) and the amortized cost ($5,734,140,339) is the result of check float (checks written and posted at the Department of Administration that have not cleared the bank) and a timing delay by the State in posting bank receipts that have already been invested by SWIB.

Source: State of Wisconsin Investment Board

STATISTICAL INFORMATION

The following tables present information pertaining to the State's economic condition, including property value, population, income, and employment.

Table II-25
STATE ASSESSMENT
(EQUALIZED VALUE)
OF TAXABLE PROPERTY
1997 TO 2006

Calendar Year	Value of Taxable Property	Rate of Increase (Decrease)
1997	$233,074,233,400	—
1998	248,994,915,200	6.8%
1999	266,567,513,500	7.1
2000	286,321,491,800	7.4
2001	312,483,706,600	9.1
2002	335,326,478,700	7.3
2003	360,710,211,300	7.6
2004	391,187,814,700	8.4
2005	427,933,562,000	9.4
2006	468,983,199,800	9.6

Source: Department of Revenue.

Table II-26
DELINQUENCY RATE:
INCOME, FRANCHISE, GIFT, SALES, AND USE TAXES
1996-97 TO 2005-06

Fiscal Year	Total Revenues Expected (Amounts in Thousands)	Delinquent Balance[a] (Amounts in Thousands)	Delinquent Balance as a Percent of Total Revenues Expected
1996-97	$ 8,059,345	$503,470	6.25%
1997-98	8,767,838	549,488	6.27
1998-99	9,011,610	478,883	5.31
1999-2000	10,144,899	515,487	5.08
2000-01	9,327,051	538,914	5.78
2001-02	9,255,488	615,933	6.65
2002-03	9,264,797	564,275	6.09
2003-04	9,775,264	585,170	5.99
2004-05	10,480,113	562,729	5.37
2005-06	11,049,893	585,246	5.30

[a] The collectible delinquent tax balance is generally less than shown. The collectible delinquent tax balance is determined by decreasing the delinquent tax balance by the amounts that are most likely not collectible. For example, to determine the collectible delinquent tax for the 2005-06 fiscal year, the delinquent balance is decreased by 95% of amounts owed by taxpayers in bankruptcy, by 99% of the amounts owed by deceased taxpayers, by 100% of the amounts owed by defunct corporations, and by 20% of the amounts owed by accounts assigned to field revenue agents.

Source: Department of Revenue.

Table II-27
POPULATION TREND

	Wisconsin Total (Amounts in Thousands)	Rank	% Change Wisconsin	% Change U.S.	Population Per Sq. Mile Wisconsin	Population Per Sq. Mile U.S.
1910	2,334	13	12.8	21.0	42.2	26.0
1920	2,632	13	12.8	15.0	47.6	29.9
1930	2,939	13	11.7	16.2	53.7	34.7
1940	3,138	13	6.8	7.3	57.3	37.2
1950	3,435	14	9.5	14.5	62.8	42.6
1960	3,952	15	15.1	18.5	72.6	50.6
1970	4,418	16	11.8	13.3	81.1	57.5
1980	4,706	16	6.5	11.4	86.5	64.0
1990	4,892	16	4.0	9.8	90.1	70.3
2000	5,364	18	9.6	13.2	98.8	79.6
2001	5,404	18	0.8	1.3	99.5	80.6
2002	5,439	20	0.6	1.0	100.2	81.4
2003	5,472	20	0.6	1.0	100.8	82.2
2004	5,504	20	0.6	1.0	101.4	83.0
2005	5,536	20	0.6	1.0	101.9	84.0

Source: Decennial census and land area statistics—2000 Census of Population and Housing, and U.S. Bureau of the Census World Wide Web Site; Tables GCT-T1-R and TM-M2.

Table II-28
POPULATION CHARACTERISTICS
(April 2000)

	Wisconsin	U.S.
% Urban	68.3	79.0
% Rural/nonfarm	29.1	19.9
% Rural/farm	2.6	1.1
% Foreign-born	3.6	11.1
Dependency Ratio [a]	1.59	1.62

Years of School Completed
(as % of population age 25 and over)

	Wisconsin	U.S.
Grade School - 8 years	94.6	92.5
High School - 4 years	85.0	80.4
Bachelor's Degree	22.5	24.4

[a] Population age 18-64 years of age divided by population less than 18 years of age and population 65 years of age and older.

Source: 2000 Census of Population and Housing, U.S. Bureau of the Census World Wide Web Site.

Table II-29
POPULATION BY AGE GROUP
(2005)

	Wisconsin	U.S.
Under 5	6.3%	6.8%
5-14	13.2	14.0
15-44	41.6	41.9
45-59	21.7	20.5
60 and over	17.1	16.6
Total	100.0	100.0

Source: 2005 American Community Survey Table B01001.

Table II-30
ESTIMATED PERSONAL INCOME

Year	Wisconsin Total (Amounts in Millions)	Per Capita Wisconsin	Per Capita U.S.	Percentage Wis. to U.S.
1996	$121,864	$23,301	$24,270	96.0%
1997	128,920	24,481	25,412	96.3
1998	137,759	26,004	26,893	96.7
1999	143,589	26,926	27,880	96.6
2000	153,548	28,570	29,845	95.7
2001	158,888	29,392	30,575	96.1
2002	163,273	30,011	30,814	97.4
2003	167,586	30,613	31,487	97.2
2004	176,630	32,063	33,041	97.0
2005	185,821	33,511	34,586	96.8

Source: Bureau of Economic Analysis, U.S. Department of Commerce, World Wide Web Site.

Table II-31
MEDIAN INCOME FOR FOUR-PERSON FAMILY

Year	Wisconsin	U.S.	Percentage Wis. to U.S.
1995	$50,628	$49,687	101.9%
1996	52,986	51,518	102.8
1997	57,270	53,350	107.3
1998	58,000	56,061	103.5
1999	63,436	59,981	105.8
2000	66,725	62,228	107.2
2001	65,441	63,278	103.4
2002	66,988	62,732	106.8
2003	69,010	65,093	106.0

Source: U.S. Bureau of the Census for Low Income Home Energy Assistance Program of the U.S. Department of Health and Human Services; World Wide Web Site.

Table II-32
DISTRIBUTION OF EARNINGS BY INDUSTRY
(By Place of Work)

	Wisconsin Distribution		U.S. Distribution	
	2005	**2004**	**2005**	**2004**
Farm	0.6%	0.6%	0.4%	0.3%
Nonfarm				
Private Nonfarm	84.7	80.9	82.6	83.2
Natural Resources & Mining	0.3	0.3	1.0	0.9
Construction	5.6	5.4	5.6	5.4
Manufacturing	22.2	23.8	12.5	13.7
Wholesale Trade	5.7	5.3	5.7	5.5
Retail Trade	6.8	6.6	7.0	6.8
Transportation, Warehousing & Utilities	4.3	4.4	3.9	4.1
Information	2.2	2.1	3.4	3.5
Financial Activities	7.4	7.1	9.5	9.1
Professional & Business Services	10.8	9.9	15.3	14.2
Educational & Health Services	13.4	12.5	11.5	10.9
Leisure & Hospitality	3.3	3.1	4.2	4.0
Other Services	2.9	2.7	3.1	2.9
Government	14.7	16.2	17.0	18.7
Total Earnings by Industry	100.0	100.0	100.0	100.0

Note: This table reflects the North American Industry Classification System (NAICS) and items may not total due to rounding.

Source: Bureau of Economic Analysis, U.S. Department of Commerce Table SA07, World Wide Web Site.

Table II-33
ESTIMATED EMPLOYEES IN WISCONSIN ON NONAGRICULTURAL PAYROLLS[a]
2005 ANNUAL AVERAGE

	Wisconsin		U.S.	
	(Amounts in Thousands)	**%**	**(Amounts in Thousands)**	**%**
Natural Resources & Mining	3.9	0.1	625	0.5
Construction	129.3	4.6	7,277	5.5
Manufacturing	506.5	17.8	14,232	10.7
Transportation, Warehousing & Utilities	106.5	3.8	4,904	3.7
Wholesale Trade	117.6	4.1	5,749	4.3
Retail Trade	315.9	11.1	15,255	11.4
Information	49.5	1.7	3,066	2.3
Financial Activities	158.6	5.6	8,141	6.1
Professional & Business Services	261.0	9.2	16,882	12.6
Educational & Health Services	385.6	13.6	17,342	13.0
Leisure & Hospitality	257.2	9.1	12,802	9.6
Other Services	135.3	4.8	5,386	4.0
Government	412.7	14.5	21,803	16.3
Total	2,839.6	100.0	133,463	100.0

[a] Not seasonally adjusted.

Table II-34
GENERAL STATISTICS OF MANUFACTURING[(a)]

	2000	2005
New Capital Expenditures (millions)	$ 4,363.4	$ 3,902.8
Number of Employees (thousands)	574.9	473.0
Total Payroll (millions)	$ 21,012.9	$ 19,334.4
Number of Production Workers (thousands).................................	425.6	342.1
Value Added by Manufacturer (millions).........	$ 63,684.4	$ 66,964.9
Value of Shipments (millions)..........................	$131,754.9	$144,243.8

(a) Data for 2000 and 2005 is from census of manufacturers.

Source: U.S. Bureau of the Census; World Wide Web Site.

Table II-35
ESTIMATED PRODUCTION WORKERS
IN MANUFACTURING: HOURS AND EARNINGS
ANNUAL AVERAGE

	Wisconsin			United States		
	1990	2005	% Change	1990	2005	% Change
Weekly Earnings	$459.77	$658.12	43.1	$436.16	$673.61	54.4
Weekly Hours........................	41.4	40.4	(2.4)	40.5	40.7	0.5
Hourly Earnings	$ 11.10	$ 16.29	46.8	$ 10.78	$ 16.56	53.6
Number of All Manufacturer Workers (Amounts in thousands).........	523	507	(3.0)	17,695	14,232	(19.6)

Source: Department of Workforce Development.

Table II-36
TOTAL NEW HOUSING UNITS AUTHORIZED
IN PERMIT–ISSUING PLACES

		% Change	
Year	Wisconsin	Wisconsin	U.S.
1995	32,403	(6.4)	(2.8)
1996	33,296	2.8	7.0
1997	31,925	(4.1)	1.1
1998	35,436	11.0	11.9
1999	35,570	0.4	3.2
2000	34,154	(4.0)	(4.3)
2001	37,773	10.6	2.8
2002	38,208	1.2	6.8
2003	40,884	7.0	8.1
2004	39,992	(2.2)	8.6
2005	35,334	(11.6)	4.1

Source: U.S. Bureau of the Census, World Wide Web Site.

Table II-37
UNEMPLOYMENT RATE COMPARISON[a]
BY MONTH 2001 To 2006
BY QUARTER 1997 To 2000

	2006		2005		2004		2003		2002		2001	
	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.	Wis.	U.S.
January.......	5.0	5.1	5.5	5.7	5.9	6.3	6.2	6.5	5.9	6.3	4.2	4.7
February.....	5.7	5.1	5.9	5.8	6.2	6.0	6.7	6.4	6.3	6.1	4.8	4.6
March	5.5	4.8	5.6	5.4	6.3	6.0	6.6	6.2	6.4	6.1	5.0	4.5
April	5.0	4.5	4.9	4.9	5.3	5.4	6.0	5.8	5.7	5.7	4.5	4.2
May............	4.5	4.4	4.6	4.9	4.9	5.3	5.5	5.8	5.0	5.5	4.0	4.1
June............	4.9	4.8	4.9	5.2	5.3	5.8	6.2	6.5	5.5	6.0	4.6	4.7
July	4.9	5.0	4.6	5.2	4.9	5.7	5.7	6.3	5.2	5.9	4.2	4.7
August........	4.2	4.6	4.3	4.9	4.6	5.4	5.4	6.0	5.0	5.7	4.2	4.9
September..	4.1	4.4	4.0	4.8	4.2	5.1	4.9	5.8	4.4	5.4	3.8	4.7
October......	3.9	4.1	3.8	4.6	4.1	5.1	4.6	5.6	4.3	5.3	4.1	5.0
November ..			4.3	4.8	4.3	5.2	4.8	5.6	4.8	5.6	4.6	5.3
December...			4.4	4.6	4.5	5.1	4.9	5.4	5.0	5.7	4.8	5.4
Annual Average ...			4.7	5.1	5.0	5.5	5.6	6.0	5.3	5.8	4.4	4.7

2000 Quarters	Wis.	U.S.
I	3.9	4.4
II	3.4	3.9
III	3.3	4.0
IV	3.0	3.7
Annual Average...............	3.4	4.0

1999 Quarters	Wis.	U.S.
I	3.9	4.6
II	3.0	4.2
III	2.6	4.3
IV	2.7	3.8
Annual Average	3.0	4.2

1998 Quarters	Wis.	U.S.
I	3.9	5.1
II	3.2	4.3
III	3.4	4.5
IV	3.1	4.1
Annual Average...............	3.4	4.5

1997 Quarters	Wis.	U.S.
I	4.5	5.7
II	3.9	4.9
III	3.4	4.8
IV	3.0	4.4
Annual Average	3.7	4.9

[a] Figures show the percentage of labor force that is unemployed and are *not seasonally adjusted*.

Source: Department of Workforce Development and U.S. Bureau of Labor Standards.

APPENDIX A

GENERAL PURPOSE EXTERNAL FINANCIAL STATEMENTS

The following material is a reprint of the "General Purpose External Financial Statements" section of the audited CAFR for the fiscal year ended June 30, 2006. The entire CAFR is available from the State Controller's Office, Department of Administration, P.O. Box 7864, Madison, WI 53707-7864. The entire CAFR is also available on the internet at:

www.doa.wi.gov/capitalfinance

{This page number is the last sequential page number of the Annual Report to be used in this Part II of the Annual Report. The following uses page numbers from the general purpose external financial statements. The sequential page numbers for the Annual Report continue in Part III.}

WISCONSIN

GENERAL PURPOSE EXTERNAL FINANCIAL STATEMENTS

For the fiscal year ended June 30, 2006

STATE OF
WISCONSIN

GENERAL PURPOSE EXTERNAL FINANCIAL STATEMENTS

For the fiscal year ended June 30, 2006

Jim Doyle, Governor

Department of Administration
Stephen E. Bablitch, Secretary
William J. Raftery, State Controller

Prepared by the State Controller's Office

DOA-6082AP (R12/06)

General Purpose External Financial Statements
For the Fiscal Year Ended June 30, 2006

Table of Contents

JIM DOYLE
GOVERNOR

STEPHEN E. BABLITCH
SECRETARY

Office of the Secretary
Post Office Box 7864
Madison, WI 53707-7864
Voice (608) 266-1741
Fax (608) 267-3842

WISCONSIN DEPARTMENT OF
ADMINISTRATION

December 15, 2006

The Honorable Jim Doyle
The Honorable Members of the Legislature
Citizens of the State of Wisconsin

We are pleased to submit the General Purpose External Financial Statements of the State of Wisconsin for the fiscal year ended June 30, 2006.

These General Purpose External Financial Statements are part of the audited Comprehensive Annual Financial Report. They include management's discussion and analysis (MD&A), the basic financial statements, and required supplementary information (RSI). MD&A introduces the basic financial statements and provides an analytical overview of the State's financial activities. The basic financial statements provide a summary overview of the government as a whole (excluding the State's fiduciary activities), as well as detailed information on all governmental, proprietary, fiduciary fund activity, together with notes to the financial statements. RSI includes data on infrastructure and the budgetary comparison schedule with accompanying notes. These statements, which present financial information in conformity with generally accepted accounting principles, will benefit users requiring summary information about our State's finances.

The General Purpose External Financial Statements, as well as the Comprehensive Annual Financial Report, are on file at the office of the State Controller. Additional copies are available upon request. A copy of the Comprehensive Annual Financial Report is also available on the Department of Administration homepage on the World Wide Web: http://www.doa.state.wi.us/debf.

Sincerely,

Stephen E. Bablitch
Secretary

William J. Raftery, CPA
State Controller

STATE OF WISCONSIN
Legislative Audit Bureau

22 E. Mifflin St., Ste. 500
Madison, Wisconsin 53703
(608) 266-2818
Fax (608) 267-0410
Leg.Audit.Info@legis.state.wi.us

Janice Mueller
State Auditor

INDEPENDENT AUDITOR'S REPORT

Honorable Members of the Legislature
The Honorable James Doyle, Governor

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Wisconsin as of and for the year ended June 30, 2006, which collectively comprise the State's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the State of Wisconsin's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the following financial statements: the Wisconsin Department of Transportation Revenue Bond Program and Commercial Paper Program, which represent 11 percent of the liabilities of the governmental activities and 2 percent of the expenditures of the aggregate remaining fund information; the Badger Tobacco Asset Securitization Fund, which represents 10 percent of the liabilities of the governmental activities; the Environmental Improvement Fund, which is a major fund and represents 18 percent of the assets and 19 percent of the liabilities of the business-type activities; or the College Savings Program Trust, which represents 2 percent of the assets of the aggregate remaining fund information. Those financial statements were audited by other auditors whose reports thereon have been furnished to us, and our opinions, insofar as they relate to the amounts audited by others, are based solely upon their reports. In addition, we did not audit the financial statements of the discretely presented component units. Those financial statements were audited by other auditors. Our opinion on the aggregate discretely presented component units, insofar as it relates to the amounts audited by others, is based upon the reports of the Wisconsin Housing and Economic Development Authority, the University of Wisconsin Hospitals and Clinics Authority, and the University of Wisconsin Foundation.

We conducted our audit 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. The financial statements of the Wisconsin Housing and Economic Development Authority, which were audited by other auditors, were also audited in accordance with these standards. The financial statements of the other funds and component units that were audited by other auditors upon whose reports we are relying were audited in accordance with auditing standards generally accepted in the United States of America, but not in accordance with *Government Auditing Standards*. Auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of other auditors, the financial statements referred to in the first paragraph present fairly, in all material respects, the respective financial positions of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Wisconsin as of June 30, 2006, and the respective changes in financial position and cash flows, where applicable, for the year then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 18C to the financial statements, the Injured Patients and Families Compensation Fund's projected ultimate loss liability is an estimate based on recommendations of a consulting actuary. The Injured Patients and Families Compensation Fund Board of Governors believes that the estimated loss liability is reasonable and adequate to cover the cost of claims incurred to date. However, uncertainties inherent in projecting the frequency and severity of large medical malpractice claims because of the Injured Patients and Families Compensation Fund's unlimited liability coverage, and extended reporting and settlement periods, make it likely that amounts paid will ultimately differ from the recorded estimated liabilities. These differences cannot be quantified.

Management's discussion and analysis, the infrastructure narrative, and the budgetary comparison schedules with related notes, as listed in the table of contents, are not required parts of the basic financial statements of the State of Wisconsin but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

In accordance with *Government Auditing Standards*, we have prepared a report dated December 15, 2006, on our consideration of the State of Wisconsin's internal control over financial reporting; 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. The report on internal control and compliance is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

LEGISLATIVE AUDIT BUREAU

December 15, 2006 by Janice Mueller

Janice Mueller
State Auditor

MANAGEMENT'S DISCUSSION AND ANALYSIS

The *Management's Discussion and Analysis* of the State of Wisconsin's Comprehensive Annual Financial Report (CAFR) presents a discussion and analysis of the State's financial performance during the fiscal year that ended June 30, 2006. It should be read in conjunction with the transmittal letter located at the front of this CAFR, and the State's financial statements, which follow this part of the CAFR.

FINANCIAL HIGHLIGHTS -- PRIMARY GOVERNMENT

Government-wide (Tables 2 and 3 on Pages 9 and 10)

- *Net Assets.* The assets of the State of Wisconsin exceeded its liabilities at the close of Fiscal Year 2006 by $12.0 billion (reported as "net assets"). Of this amount, $(8.1) billion was reported as "unrestricted net assets". A positive balance in unrestricted net assets would represent the amount available to be used to meet a government's ongoing obligations to citizens and creditors.
- *Changes in Net Assets.* The State's total net assets increased by $0.5 billion in Fiscal Year 2006. Net assets of governmental activities increased by $176.2 million or 3.5 percent, while net assets of the business-type activities showed an increase of $297.1 million or 4.6 percent.
- *Excess of Revenues over (under) Expenses -- Governmental Activities.* During Fiscal Year 2006, the State's total revenues for governmental activities of $21.46 billion were $1.2 billion more than total expenses (excluding transfers) for governmental activities of $20.28 billion. Of these expenses, $7.8 billion were covered by program revenues. General revenues, generated primarily from various taxes, totaled $13.6 billion.

Fund

- *Governmental Funds -- Fund Balances.* As of the close of Fiscal Year 2006, the State's governmental funds reported combined ending fund balances of $(968.9) million, a decrease of $137.4 million in comparison with the prior year. Of this total amount, $(3.1) billion represents the "unreserved fund balances".
- *General Fund -- Fund Balance*. At the end of the current fiscal year, the unreserved fund deficit for the General Fund was $(2.5) billion, or (14.7) percent of total General Fund expenditures.

Long-term Debt

- The State's total long-term debt obligations (bonds and notes payable) increased by $352.9 million during the current fiscal year which represents the net difference between new issuances, payments and refundings of outstanding debt. The key factors contributing to this increase are the issuance during the fiscal year of $662.9 million of general obligation bonds and $80.0 million of revenue bond obligations, and the early redemptions and refundings of general obligation and revenue bonds. Additional detail regarding these activities begins on Page 17.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Financial Section of this CAFR consists of four parts: (1) **management's discussion and analysis** (this section), (2) **basic financial statements**, (3) additional **required supplementary information,** and (4) optional **other supplementary information.** Parts (2), (3), and (4) are briefly described on the following page:

Basic Financial Statements

The basic financial statements include two sets of statements that present different views of the State -- the ***government-wide financial statements*** and the ***fund financial statements***. These financial statements also include notes that explain some of the information in the financial statements and provide more detail.

- The *government-wide financial statements* provide a broad view of the State's operations. The statements provide both short-term and long-term information about the State's financial status, which assists in assessing the State's financial condition at the end of the fiscal year.

- The *fund financial statements* focus on individual parts of the State government, reporting the State's operations in greater detail than the government-wide statements. The basic fund financial statements provide more detailed information on the State's most significant funds.

Table 1, below, summarizes the major features of the financial statements.

Table 1
Major Features of State of Wisconsin's Government-wide and Fund Financial Statements

	GOVERNMENT-WIDE STATEMENTS	FUND STATEMENTS		
		Governmental Funds	**Proprietary Funds**	**Fiduciary Funds**
Scope	Entire State government (except fiduciary funds) and the State's component units, reported as follows: • *Governmental Activities* – Most services generally associated with State government fall into this category, including commerce, education, transportation, environmental resources, human relations and resources, general executive, judicial and legislative. • *Business-Type Activities* – Those operations for which a fee is charged to external users for goods and services are reported in this category. • *Discretely Presented Component Units* – These are operations for which the State has financial accountability but that have certain independent qualities. The State's discretely presented component units are discussed in Note 1-B to the financial statements.	These funds report activities of the State that are not proprietary or fiduciary in nature. Most of the basic services provided by the State, which are primarily financed through taxes, intergovernmental revenues, and other nonexchange revenues, are reported as governmental funds. Examples of the State's governmental funds (including the State's two major governmental funds), as reported within their respective fund types, follow: • *General Fund* (a major fund) • *Special Revenue:* -- Transportation (a major fund) • *Debt Service:* -- Bond Security and Redemption • *Capital Projects:* -- Capital Improvement • *Permanent:* -- Common School	The activities the State operates similar to private business. These funds are used to show activities that operate more like those of commercial enterprises. Fees are charged for services provided, both to outside customers and to other units of the State. Examples of the State's proprietary funds, including the State's four major enterprise funds, follow: • *Enterprise:* -- Injured Patients and Families Compensation (a major fund) -- Environmental Improvement (a major fund) -- University of Wisconsin System (a major fund) -- Unemployment Reserve (a major fund) -- Health Insurance -- Lottery • *Internal services:* -- Technology Services -- Facilities Operations and Maintenance	These funds are used to show assets held by the State as trustee or agent for others and cannot be used to support the State's own programs. Examples of the State's fiduciary funds, as reported within their respective fund types, follow: • *Pension and Other Employee Benefit Trust Funds:* -- Wisconsin Retirement System • *Investment Trust:* -- Local Government Pooled Investment • *Private Purpose Trust:* -- College Savings Program Trust • *Agency:* -- Support Collection Trust
Required financial statements	• Statement of net assets – Presents all of the government's assets and liabilities, with the difference between the two reported as "net assets". Over time, increases or decreases in the state's net assets are an indicator of whether its financial health is improving or weakening, respectively. • Statement of activities – Presents a comparison between direct expenses and program revenues for each function of the State's governmental activities and for different identifiable business-type activities of the State.	• Balance sheet • Statement of revenues, expenditures, and changes in fund balances	• Balance sheet • Statement of revenues, expenses and changes in fund equity • Statement of cash flows	• Statement of fiduciary net assets • Statement of changes in fiduciary net assets Because the State can not use these assets to finance its operations, fiduciary funds are not included in the government-wide financial statements discussed in the left column.

(Table 1, continued)

Table 1 (Continued)
Major Features of State of Wisconsin's Government-wide and Fund Financial Statements

	GOVERNMENT-WIDE STATEMENTS	FUND STATEMENTS		
		Governmental Funds	Proprietary Funds	Fiduciary Funds
Accounting basis and measurement focus	Accrual accounting and economic resource focus The accrual basis of accounting, which is similar to the methods used by most businesses, takes into account all revenues and expenses associated with the fiscal year even if cash involved has not been received or paid.	Modified accrual accounting and current financial resource focus These statements provide a detailed short-term view of the State's finances that assists in-determining whether there will be adequate financial resources available to meet the current needs of the State. Because this information does not encompass the long-term focus of the government-wide statements, reconciliations are provided on the subsequent page of the governmental fund statements.	Accrual accounting and economic resources focus	Accrual accounting and economic resources focus
Type of asset/liability information	All assets and liabilities, both financial and capital, and short-term and long-term	Only assets expected to be used up and liabilities that come due during the year or soon thereafter; no capital assets included	All assets and liabilities, both financial and capital, and short-term and long-term	All assets and liabilities, both short-term and long-term
Type of inflow-outflow information	All revenues and expenses during the year, regardless of when cash is received or paid	• Revenues for which cash is received during or soon after the end of the year • Expenditures when goods or services have been received and payment is due during the year or soon thereafter	All revenues and expenses during the year, regardless of when cash is received or paid	All revenues and expenses during the year, regardless of when cash is received or paid

Additional Required Supplementary Information

In addition to this Management's Discussion and Analysis, which is required supplementary information, the basic financial statements are followed by a section of required supplemental information that further explains and supports the information in the financial statements. The required supplementary information includes (1) condition and maintenance data regarding the State's infrastructure, and (2) a budgetary comparison schedule of the General and the Transportation funds, including reconciliations between the statutory and GAAP fund balances at fiscal year-end.

Other Supplementary Information

The Other Supplementary Information includes combining financial statements for nonmajor governmental funds, nonmajor enterprise funds, internal service funds and fiduciary funds, each of which are added together and presented in single columns in the basic financial statements.

FINANCIAL ANALYSIS OF THE STATE AS A WHOLE

Tables 2 and 3, below, present summary information of the State's net assets and changes in net assets.

Net Assets

As presented in Table 2, total assets of the State on June 30, 2006 were $30.5 billion, while total liabilities were $18.5 billion, resulting in combined net assets (government and business-type activities) of $12.0 billion. The largest component of the State's total net assets, $15.5 billion or approximately 129.6 percent, reflects its investment in capital assets (i.e., land, buildings, equipment, infrastructure, and others), less any related debt outstanding that was needed to acquire or construct the assets. Approximately $4.6 billion of net assets were restricted by external sources or the State Constitution or Statutes, and were not available to finance the day-to-day operations of the State.

The unrestricted net assets, which, if positive, could be used at the State's discretion, showed a negative balance of $(8.1) billion. Therefore, based on this measurement, no funds were available for discretionary purposes. A contributing factor to the negative balance is that governments recognize a liability on the government-wide statement of net assets as soon as an obligation is incurred. While financing focuses on when a liability will be paid, accounting is primarily concerned with when a liability is incurred. Accordingly, the State recognizes long-term liabilities (such as general obligation debt, compensated absences, and future benefits and loss liabilities – listed in Note 10 to the financial statements) on the statement of net assets. In addition to the effect of reporting long-term liabilities when incurred, the General Fund's total deficit fund balance of $(2.2) billion at year-end, as discussed on Page 13, also contributed to the deficit unrestricted net assets reported in the statement of net assets.

During Fiscal Year 2006, the State issued $0.7 billion of general obligation bonds, primarily for the acquisition or improvement of land, water, property, highways, buildings, and equipment, the refunding of certain outstanding bonds, and the funding of veterans loan programs. General obligation bonds outstanding at June 30, 2006 totaled $4.9 billion. Outstanding appropriation bonds, issued in Fiscal Year 2004 to pay the State's unfunded accrued prior service (pension) liability and its unfunded accrued liability for sick leave conversion credits, were $1.8 billion at June 30, 2006. Outstanding revenue bonds, which are not considered general obligation debt of the State, were $3.8 billion at June 30, 2006.

Table 2
Net Assets
(in millions)

	Governmental Activities		Business-type Activities		Total		Total Percentage Change
	2006	2005	2006	2005	2006	2005	2006-2005
Current and Other Assets	$ 5,026.1	$ 5,021.2	$ 6,680.5	$ 6,570.7	$ 11,706.7	$ 11,591.8	1.0 %
Capital Assets	15,007.0	14,378.1	3,807.8	3,546.2	18,814.8	17,924.3	5.0
Total Assets	20,033.2	19,399.3	10,488.3	10,116.9	30,521.5	29,516.1	3.4
Long-term Liabilities	9,265.5	8,942.4	3,052.5	2,997.2	12,318.0	11,939.6	3.2
Other Liabilities	5,496.8	5,362.2	715.3	696.3	6,212.1	6,058.5	2.5
Total Liabilities	14,762.3	14,304.6	3,767.8	3,693.5	18,530.2	17,998.2	3.0
Net Assets:							
Invested in Capital Assets Net of Related Debt	12,291.6	11,492.9	3,243.6	3,013.5	15,535.3	14,506.4	7.1
Restricted	1,218.0	1,314.9	3,336.8	3,222.6	4,554.8	4,537.6	0.4
Unrestricted (deficit)	(8,238.8)	(7,713.2)	140.0	187.2	(8,098.7)	(7,526.0)	7.6
Total Net Assets	$ 5,270.9	$ 5,094.6	$ 6,720.5	$ 6,423.3	$ 11,991.3	$ 11,518.0	4.1

Changes in Net Assets

The revenues and expenses information, as shown in Table 3, was derived from the government-wide statement of activities and reflects how the State's net assets changed during the fiscal year. The State earned program revenues of $13.5 billion and general revenues of $13.7 billion for total revenues of $27.2 billion during Fiscal Year 2006. Expenses for the State during Fiscal Year 2006 were $26.7 billion. As a result of the excess of revenues over expenses, the total net assets of the State increased $0.5 billion, net of contributions and transfers.

Table 3
Changes in Net Assets
(in millions)

	Governmental Activities		Business-type Activities		Total Primary Government		Total Percentage Change
	2006	2005	2006	2005	2006	2005	2006-2005
Program Revenues:							
Charges for Goods and Services	$ 1,518.6	$ 1,324.7	$ 5,311.3	$ 5,187.9	$ 6,829.9	$ 6,512.7	4.9 %
Operating Grants and Contributions	5,723.5	5,826.3	332.4	356.7	6,055.9	6,183.0	(2.1)
Capital Grants and Contributions	600.7	666.8	35.7	34.5	636.4	701.4	(9.3)
General Revenues:							
Income Taxes	6,867.0	6,467.4	-	-	6,867.0	6,467.4	6.2
Sales and Excise Taxes	4,489.7	4,395.3	-	-	4,489.7	4,395.3	2.1
Public Utility Taxes	250.1	255.7	-	-	250.1	255.7	(2.2)
Motor Fuel Taxes	990.7	989.6	-	-	990.7	989.6	0.1
Other Taxes	565.3	564.6	-	-	565.3	564.6	0.1
Other General Revenues	456.4	466.8	58.8	9.6	515.2	476.4	8.1
Total Revenues	21,461.9	20,957.2	5,738.2	5,588.8	27,200.1	26,546.0	2.5
Program Expenses:							
Commerce	267.2	257.1	-	-	267.2	257.1	3.9
Education	6,270.2	5,818.4	-	-	6,270.2	5,818.4	7.8
Transportation	1,774.2	1,801.6	-	-	1,774.2	1,801.6	(1.5)
Environmental Resources	467.0	418.6	-	-	467.0	418.6	11.6
Human Relations and Resources	8,436.7	8,434.9	-	-	8,436.7	8,434.9	0.0
General Executive	542.3	478.8	-	-	542.3	478.8	13.3
Judicial	114.9	111.7	-	-	114.9	111.7	2.8
Legislative	59.9	57.0	-	-	59.9	57.0	5.1
Tax Relief and Other General Expenditures	857.9	838.0	-	-	857.9	838.0	2.4
Intergovernmental - Shared Revenue	1,016.7	1,011.1	-	-	1,016.7	1,011.1	0.6
Interest on Long-term Debt	477.5	424.2	-	-	477.5	424.2	12.6
Injured Patients and Families Compensation	-	-	(2.3)	77.6	(2.3)	77.6	(103.0)
Environmental Improvement	-	-	42.8	39.5	42.8	39.5	8.3
Veterans Mortgage Loan Repayment	-	-	25.8	29.1	25.8	29.1	(11.3)
University of Wisconsin System	-	-	3,519.7	3,425.0	3,519.7	3,425.0	2.8
Unemployment Reserve	-	-	821.1	844.9	821.1	844.9	(2.8)
Lottery	-	-	481.3	451.8	481.3	451.8	6.5
Health Insurance	-	-	983.7	896.6	983.7	896.6	9.7
Other Business-type	-	-	592.1	582.1	592.1	582.1	1.7
Total Expenses	20,284.4	19,651.3	6,464.2	6,346.7	26,748.6	25,998.0	2.9
Excess (deficiency) before Contributions and Transfers	1,177.5	1,305.9	(726.0)	(757.9)	451.5	548.0	17.6
Contributions to Term and Permanent Endowments	-	-	0.2	0.6	0.2	0.6	(62.9)
Contributions to Permanent Fund Principal	21.6	20.1	-	-	21.6	20.1	7.5
Transfers	(1,022.9)	(1,008.2)	1,022.9	1,008.3	-	0.1	
Increase (decrease) in Net Assets	176.2	317.9	297.1	251.0	473.4	568.9	16.8
Net Assets - Beginning (Restated)	5,094.6	4,776.7	6,423.3	6,172.3	11,518.0	10,949.1	5.2
Net Assets - Ending	$ 5,270.9	$ 5,094.6	$ 6,720.5	$ 6,423.3	$ 11,991.3	$ 11,518.0	4.1

Governmental Activities

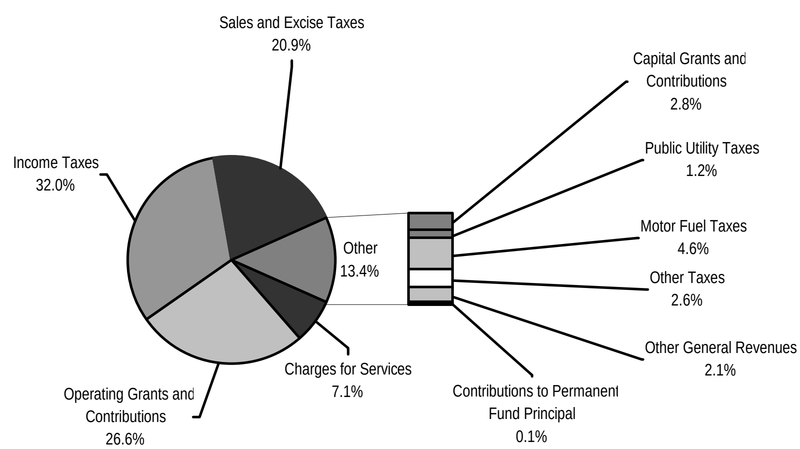
The net assets of governmental activities increased $0.2 billion in Fiscal Year 2006. Revenues for the governmental activities (including Contributions to Permanent Fund Principal) totaled $21.5 billion, while expenses and net transfers totaled $21.3 billion in 2006.

General and program revenues of governmental activities increased $504.7 million during this fiscal year. The largest increase, $490.1 million, relates to tax revenues which largely was the result of an increase in income tax revenues due to the growth in employment and wages in the State.

The State's governmental activities program expenses increased $633.1 million during Fiscal Year 2006. Education expenditures grew $451.8 million, a significant portion of which reflects an increase in state aids paid to schools.

As shown in Table 4, below, approximately 61.3 percent of revenues from all sources earned came from taxes (sales and excise, income, public utility, motor fuel, and other taxes). Operating grants and contributions, which represent amounts received from other governments/entities – primarily the federal government – for non-capital purposes provided 26.6 percent of total revenues. Charges for services contributed 7.1 percent, and various other revenues provided 5.0 percent of the remaining governmental activity revenue sources.

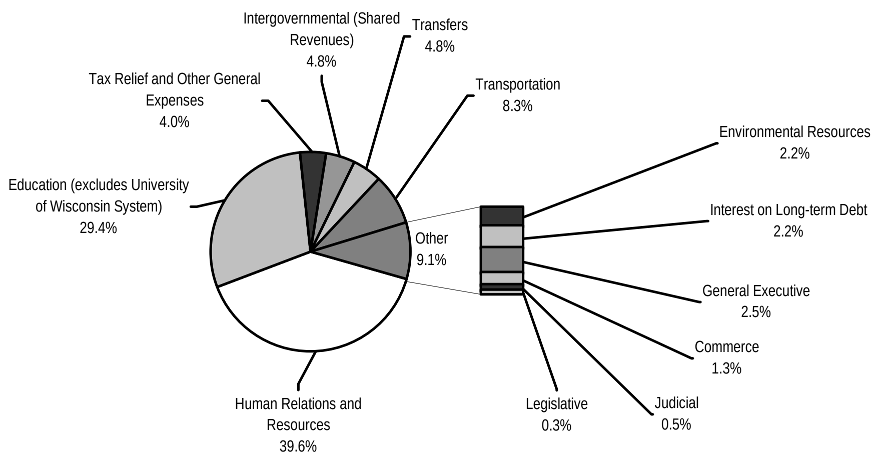
Table 4
Governmental Activities - 2006 Revenues



As shown in Table 5, below, expenses for Human Relations and Resources programs make up the largest portion – 39.6 percent – of total governmental expenses and transfers. Included in this function are various programs such as Medical Assistance, the prison system, and the temporary assistance for needy families "TANF" program.

Educational expenses, which include various school aids but exclude expenses of the University of Wisconsin System, make up 29.4 percent. Tax Relief and Other General Expenses and the municipal and county shared revenue program represent 8.8 percent of the total, while Transportation expenses represent 8.3 percent. Net transfers to business-type activities, which include a general purpose revenue "GPR" subsidy to the University of Wisconsin System, make up 4.8 percent of the total expenses/transfers. The interest on long-term debt and remaining functional expenses total 9.1 percent.

Table 5
Governmental Activities - 2006 Expenses



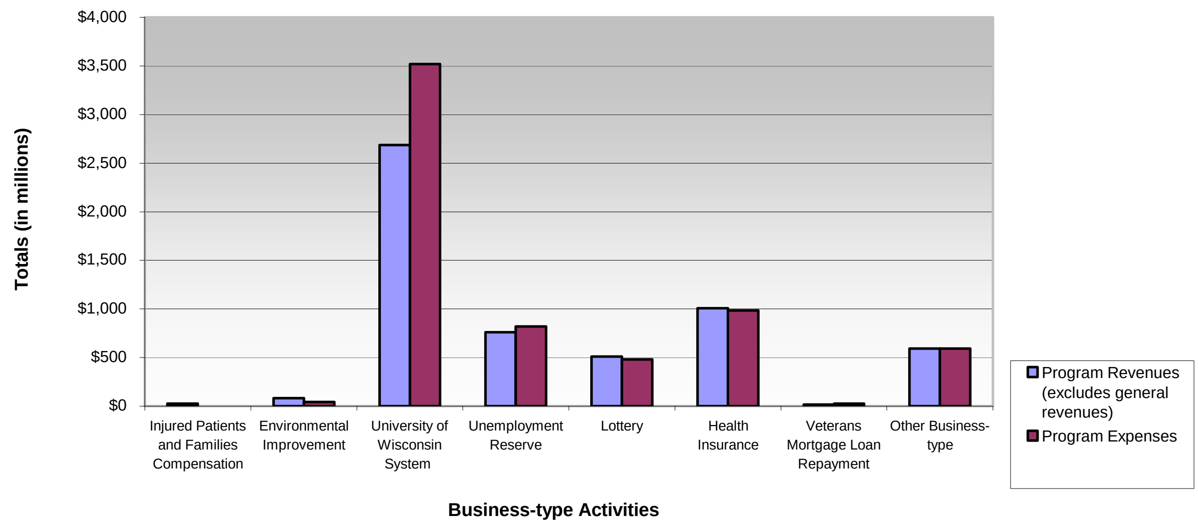
Business-Type Activities

Net assets of the State's business-type activities increased $297.1 million in Fiscal Year 2006. Total business-type program revenues and expenses increased $100.2 million and $117.5 million, respectively. An increase of 7 percent in tuition at the University of Wisconsin System was a contributing factor to the increase in business-type program revenues. Correspondingly, the largest increase in program expenses, $94.7 million, also related to University activity.

Revenues of business-type activities totaled $5.7 billion for Fiscal Year 2006. The program revenues consisted of $5.3 billion of charges for services, $0.3 billion of operating grants and contributions, and $35.7 million of capital grants and contributions. General revenues, contributions to endowments and permanent fund principal, and net transfers totaled $58.8 million, $0.2 million, and $1,022.9 million, respectively. The total expenses for business-type activities were $6.5 billion.

Table 6, below, compares the program revenues and program expenses of the various State business-type activities. This table does not include the transfer in (subsidy) from the General Fund to the University of Wisconsin System or other business-type activities.

Table 6
Fiscal Year 2006
Business-type Activities
Comparison of Program Revenues to Program Expenses



FINANCIAL ANALYSIS OF THE STATE'S INDIVIDUAL FUNDS

Governmental Funds

At the end of Fiscal Year 2006, the State's governmental funds reported a negative combined fund balance of $(968.9) million. Funds with significant changes in fund balance are discussed below:

General Fund

The General Fund is the chief operating fund of the State. At June 30 2006, the State's General Fund reported a total fund deficit of $(2,150.5) million. The net change in fund balance during Fiscal Year 2006 was $(8.5) million, in contrast to $(223.1) million in Fiscal Year 2005. Major revenue, expenditure and other sources/uses contributing to the change in fund balance are as follows:

Revenues

Revenues of the General Fund totaled $18,238.8 million in Fiscal Year 2006, an increase of $599.6 million from Fiscal Year 2005. Factors contributing to the increase included the following:

- Revenues from taxes increased $527.1 million from Fiscal Year 2005 to Fiscal Year 2006. The most significant increase related to individual income tax withholdings, which increased $390.4 million or 7.0 percent, and estimated individual income tax payments, which increased $102.5 million or 11.1 percent. These increases were due to the growth in employment and wages in the State during that period. In addition, sales tax collections increased 2.2 percent, or approximately $89.2 million from Fiscal Year 2005 to Fiscal Year 2006.

- Intergovernmental revenues (e.g., federal assistance) decreased $126.3 million in Fiscal Year 2006, primarily due to a decrease in expenditures that were eligible for Federal reimbursement. The most significant changes related to intergovernmental revenues for human relations and resources programs, which decreased $210.0 million, while those covering education programs increased $60.6 million.

- Charges for goods and services increased $130.4 million in Fiscal Year 2006. The majority of this change, $90.9 million, resulted from increased collections from the tribal gaming operations in the State.

- Other revenues, such as licenses and permits, and gifts and grants increased $68.4 million.

Expenditures

Expenditures of the General Fund totaled $17,020.7 million in Fiscal Year 2006, an increase of $278.8 million from Fiscal Year 2005. The factors contributing to the increase included the following:

- An increase in education expenditures of $437.7 million primarily resulted from an increase in State aids to schools of $368.2 in Fiscal Year 2006.

- A decrease in human relations and resources expenditures of $225.3 million, which occurred primarily because of the shift of a portion of medical assistance payments from the General Fund to the Medical Assistance Trust Fund. Wisconsin, along with other states, continues to struggle with increasing Medical Assistance costs.

- Other expenditures increased $66.5 million.

Other Financing Sources and Uses

Other financing sources/uses and increases/decreases totaled a net $(1,226.6) million in Fiscal Year 2006, a change of $106.4 million from the prior year. The components of this change included the following:

- Transfers in of the General Fund increased by $128.7 million to $513.8 million in Fiscal Year 2006.

  The majority of the 2006 transfers in, $390.8 million, related to the statutory mandated transfers from the Transportation, Utility Public Benefits, Petroleum Inspection, Environmental and Recycling funds, as required by 2005 Wisconsin Act 25.

  In Fiscal Year 2005, the State had transferred to the General Fund $170.0 million from the Transportation Fund and $20.0 million from the Utility Public Benefits Fund to fund a portion of the Fiscal Year 2005 shared revenue payments to local governments. No similar transfers were made in Fiscal Year 2006.

- Transfers out of the General Fund totaled $1,743.5 million, an increase of $232.8 million from the prior year. The majority of this change relates to an increase in transfers to the Medical Assistance Trust Fund of $178.4 million in Fiscal Year 2006.

- Other financing sources/uses and other increases/decreases resulted in a net decrease to fund balance of $2.2 million from the prior fiscal year.

As of June 30, 2006, the General Fund reported a deficit of $(2,506.9) million in its "Unreserved" Fund Balance. This compares to a General Fund Unreserved Fund Deficit of $(2,459.5) million as of June 30, 2005. A deficit unreserved fund balance represents the excess of the liabilities of the General Fund over its assets and reserved fund balance accounts. Reservations of fund balances of governmental funds represent amounts that are not available for appropriation. Examples of fund balance reservations reported in the General Fund include reserves for encumbrances, inventories and prepaid items.

General Fund Budgetary Highlights

Differences between the original budget and the final amended budget were significant (a $1.2 billion increase in appropriations). This was due primarily to the fact that several of the State's programs and various transfers (including the transfer to the Medical Assistance Trust Fund and Food Stamps - see the items denoted with *, below) are not included in the original budget. In addition, numerous adjustments to spending estimates were needed as the year progressed because of changing circumstances (spending needs can change dramatically over a one-year period). The largest variances incurred in the following appropriations (in millions):

Program	Variance
Department of Public Instruction Federal Aids; Local Aids	$ 56.2
Medical Assistance Program Benefits	64.8
Food Stamps, Electronic Benefit Transfer	343.0 *
GPR Funds General Program Supplement	(58.2)
Transfer to Medical Assistance Trust Fund	341.8 *

Actual charges to appropriations (expenditures) were $1.5 billion below the final budgeted estimates. The most significant positive variance occurred in UW System Federal Aid – Special Projects ($83.4 million).

During the past fiscal year the budgetary-based fund balance increased by $205.3 million for the General Fund, primarily due to an increase in tax collections.

Transportation Fund

In Fiscal Year 2006, the Transportation Fund reported a net change in fund balance of $(26.1) million as compared to $16.3 million in Fiscal Year 2005, a decrease of $42.4 million.

An increase in transfers out of $53.8 million from 2005 to 2006 was the largest contributing factor for the decrease. Under 2005 Wisconsin Act 25, $338.4 million was transferred to the General Fund in Fiscal Year 2006 compared to $78.9 million transferred under 2003 Wisconsin Act 33 in 2005.

In contrast, in Fiscal Year 2005, the Transportation Fund transferred to the General Fund $170.0 million to fund a portion of the 2005 shared revenue payments to local governments. No similar transfer was made in Fiscal Year 2006.

Transportation maintenance and capital outlay expenditures, which are funded with general obligation bonds and reported in the Capital Improvement (a capital projects fund) rather than the Transportation Fund, totaled $320.2 million in Fiscal Year 2006, an increase of $31.3 million from Fiscal Year 2005.

Medical Assistance Trust Fund

The Medical Assistance Trust Fund, which was created to account for revenues received under the intergovernmental transfers program, ended the year with a deficit balance of $(25.6) million. Revenues in the fund decreased by $88.9 million, primarily due to the elimination of intergovernmental transfers received by this fund. Expenditures increased by $229.3 million, due to the shift of a portion of Medical Assistance costs from the General Fund. The reduction of revenues in Fiscal Year 2006 has been partially offset through increased transfers from the General Fund ($175.9 million in Fiscal Year 2005 compared to $303.4 million in Fiscal Year 2006, an increase of $127.5 million).

Proprietary Funds

The State's proprietary funds provide the same type of information found in the government-wide financial statements but in more detail. Significant changes to balances of proprietary funds from Fiscal Year 2005 to Fiscal Year 2006 include the following:

- In Fiscal Year 2006, the future benefits and loss liabilities of the Injured Patients and Families Compensation Fund decreased $36.0 million or 5.0 percent from Fiscal Year 2005, reflecting a modification in the methodology for projection of those costs. Correspondingly, benefit expenses decreased $79.9 million in 2006, contributing to an increase in operating income of $21.1 million.

- The Environmental Improvement Fund issued new revenue bonds of $80.0 million in Fiscal Year 2006, which contributed to a net increase of the fund's liabilities of $38.6 million or approximately 5.9 percent over Fiscal Year 2005. Given that a primary purpose of this fund is to provide loans to local governments for environmental purposes (e.g., clean water projects), loans receivable reported a corresponding increase of $91.7 million or 6.5 percent over Fiscal Year 2005.

- In Fiscal Year 2006, the University of Wisconsin System's Tuition and Fees revenue increased $51.2 million or 7.1 percent, due primarily to a 7.0 percent increase in tuition. Fiscal Year 2006 operating expenses increased $104.8 million or 3.1 percent from Fiscal Year 2005, due primarily to a 2.3 percent increase in personal services that includes health insurance increases and pay plan adjustments.

- The Unemployment Reserve Fund experienced a $23.7 million or 2.8 percent decrease in expenses in Fiscal Year 2006 in comparison to Fiscal Year 2005. Due to the improvement in the overall economy of the State, the Unemployment Reserve Fund has experienced a slowing of the net loss reported for the prior few years. However the fund continues to reflect a net loss (a net loss of $28.8 million in Fiscal Year 2006 compared to a $47.3 loss in Fiscal Year 2005). The fund's equity was $895.0 million as of June 30, 2006.

- In Fiscal Year 2006, revenues of the Health Insurance Fund, which accounts for group health insurance provided to State employees and employees of other participating governments, increased to $1,009.0 million and expenses increased to $983.7 million, reflecting a $61.5 million and $87.1 million increase, respectively, due to the rising cost of health care premiums paid to health insurance providers and the rising cost of self-insured expenses of the program.

- The Lottery Fund reported an increase in operating revenues of $57.2 million or 12.7 percent in Fiscal Year 2006. This increase was attributed to Powerball jackpots larger than the previous year, which have a significant effect on ticket sales. Lottery prize award expenses reflected a corresponding increase of $31.7 million or 12.1 percent. The property tax credit, which serves to provide property tax relief through application of net proceeds from the Wisconsin Lottery, totaled $122.1 million in Fiscal Year 2006 in contrast to $129.0 million in 2005.

GOVERNMENT-WIDE CAPITAL ASSET AND DEBT ADMINISTRATION

Capital Assets

At the close of Fiscal Year 2006, the State had $18.8 billion invested in capital assets, net of accumulated depreciation of $3.2 billion. This represents an increase of $890.0 million, or 5.0 percent, from Fiscal Year 2005. Depreciation charges totaled $96.6 million and $167.7 million for governmental and business-type activities, respectively, in Fiscal Year 2006. The details of these assets are presented in Table 7, below. Additional information about the State's capital assets is presented in Note 7 to the financial statements.

Table 7
Capital Assets, Net of Depreciation, as of June 30
(in millions)

	Governmental Activities		Business Type Activities		Total Primary Government	
	2006	**2005**	**2006**	**2005**	**2006**	**2005**
Land and Land Improvements	$ 1,652	$ 1,532	$ 120	$ 114	$ 1,772	$ 1,646
Buildings and Improvements	1,324	1,304	2,042	2,001	3,366	3,305
Library Holdings	79	78	1,037	1,019	1,115	1,097
Machinery and Equipment	232	221	261	257	493	478
Infrastructure	10,727	10,325	-	-	10,727	10,325
Construction in Progress	993	919	348	154	1,341	1,073
Totals	$ 15,007	$ 14,379	$ 3,808	$ 3,546	$ 18,815	$ 17,925

The major capital asset additions completed during Fiscal Year 2006 included the:

- Madison Cogeneration Facility ($92.2 million),
- Residence Hall – La Crosse ($21.1 million), and
- Grandstand Replacement – State Fair Park ($20.8 million).

In addition to these completed projects, construction in progress as of June 30, 2006 for governmental and business type activities totaled $993.5 million and $347.7 million, respectively. (For business type activities, certain construction in progress for the University of Wisconsin System is reported within various other categories of capital assets.) A list of construction in progress projects is provided in Note 7.

The State's continuing or proposed major capital projects for Fiscal Year 2006 through 2015 include the:

- Wisconsin Institute for Discovery (2005-2015) – Madison (estimated budget of $380.7 million),
- Jarvis Science Wing renovation and addition (2005-2007) – Stout (estimated budget of $40.6 million),
- University Square Development (2005-2009) – Madison (estimated budget of $56.8 million),
- Tri-State initiative (2005-2009) – Various locations (estimated budget of $50.6 million),
- Business & Economics building (2005) – Whitewater (estimated budget of $41.0 million), and
- Columbia Campus Acquisition (2005-2011) – Milwaukee (estimated budget of $112.1 million).

Debt Administration

The State of Wisconsin Building Commission, an agency of the State, is empowered by law to consider, act upon, authorize, issue and sell all debt obligations of the State. The total general obligation debt outstanding for the State as of June 30, 2006 was $4.9 billion, as shown in Table 8.

During Fiscal Year 2006, $662.9 million of these general obligation bonds were issued to provide for the acquisition or improvement of land, water, property, highways, buildings, equipment, or facilities for public purposes, to refund current outstanding bonds and the funding of veterans loan programs.

In Fiscal Year 2004, the State issued $1.8 billion of annual appropriation bonds to pay the State's unfunded accrued prior service (pension) liability and its unfunded accrued liability for sick leave conversion credits.

Chapter 18 of the Wisconsin Statutes authorizes the State to issue revenue obligations. These obligations, which are not general obligation debt of the State, are secured by a pledge of revenues or property derived from the operations of a program funded by the issuance of the obligations. Revenue bonds of the primary government totaled $3.8 billion outstanding at June 30, 2006, as shown in Table 8. These bonds included $1,485.6 million of Transportation Revenue Bonds, $190.9 million of Petroleum Inspection Revenue Bonds, $690.9 million of Environmental Improvement Revenue Bonds, and $1,474.1 million of Badger Tobacco Asset Securitization Corporation bonds.

Based on the application of the criteria contained in GASB Statement No. 14, as amended by GASB Statement No. 39 and clarified by GASB Technical Bulletin No. 2004-1, the Badger Tobacco Asset Securitization Corporation (BTASC) is reported as a blended component unit in a debt service fund. The bylaws of BTASC require that the corporation hold itself apart and separate from the State of Wisconsin. Bonds issued by the BTASC are the sole obligation of the BTASC. The State is not legally liable for payment of principal and interest on these bonds nor is the debt dependent upon any dedicated stream of revenue generated by the State.

Table 8
Outstanding Debt as of June 30, 2006 and 2005
(in millions)

	Governmental Activities		Business-Type Activities		Total	
	2006	**2005**	**2006**	**2005**	**2006**	**2005**
General obligation bonds	$ 4,042.0	$ 3,764.0	$ 896.3	$ 893.2	$ 4,938.3	$ 4,657.2
Annual appropriation bonds	1,792.4	1,792.3	--	--	1,792.5	1,792.3
Revenue bonds	3,150.6	3,117.7	690.9	652.2	3,841.5	3,769.9
Totals	$ 8,985.0	$ 8,674.0	$ 1,587.2	$ 1,545.4	$ 10,572.2	$ 10,219.4

Article VIII of the Wisconsin Constitution and Wis. Stat. Sec. 18.05 limit the amount of general obligation bond debt the State can contract in total and in any calendar year. In total, debt cannot exceed five percent of the value of all taxable property in the State. The amount of debt contracted in any calendar year is limited to the lesser of three-quarters of one percent of the aggregate value of taxable property or five percent of the aggregate value of taxable property less net indebtedness at January 1.

At June 30, 2006, State of Wisconsin fixed bonds had a rating of Aa3 from Moody's Investors Services, AA- from Standard and Poor's Corporation, and AA- from Fitch Investors Service, L.P. Variable notes had a rating of P-1 from Moody's, A-1+ from Standard and Poor's Corporation, and F-1+ from Fitch Investors Services, L.P.

Detailed information about the State's long-term debt activity is presented in Note 11 to the financial statements.

INFRASTRUCTURE -- MODIFIED APPROACH

The State reports infrastructure (i.e., roads, bridges, and buildings considered an ancillary part of roads) as capital assets. The State has elected to report its infrastructure assets (11,200 centerline miles of roads and 4,900 bridges with a combined value of $10.7 billion), using the modified approach. Under this method, infrastructure assets are not required to be depreciated if the State manages its eligible infrastructure assets using an asset management system designed to maintain and preserve these assets at a condition level established and disclosed by the State.

All infrastructure assets constructed prior to July 1, 2000 have been recorded at estimated historical cost. Historical cost was determined by calculating current costs of a similar asset and deflating that cost, using a price-index, to the estimated average construction date. Infrastructure costs, which exclude right of way, are expressed in 2000 dollars and deflated back to the average construction date using the Federal Highway Administration's composite index for federal-aid highway construction.

In order to adequately serve the traveling public and support the State economy, it is the State's policy to ensure at least 85 percent of the state-owned roads and bridges are in good or fair condition. As of June 30, 2006, 94.6 percent of the roads and 95.7 percent of bridges were in good or fair condition, consistent with State policies.

For the fiscal year ended June 30, 2006, actual maintenance and preservation costs for the State's road network were $425.9 million, or $69.8 million less than the estimated amount. On that same date, actual maintenance and preservation costs for the State's bridge network were $31.3 million, or $11.1 million more than the estimated amount. In developing estimated costs at the beginning of the fiscal year it is difficult to predict the types of projects that will actually incur costs during the year. In addition, the State of Wisconsin, Department of Transportation's multi-year contracting process, allowing encumbrances to carry forward, makes a comparison of actual to estimated amounts difficult since expenditures for the current year may have been budgeted and committed to a project in prior years.

ECONOMIC FACTORS

In calendar year 2005, the Wisconsin economy continued its economic expansion.

Wisconsin employment has rebounded. After a decrease of 0.3 percent in 2003, Wisconsin employment increased 1.1 percent in 2004 and 1.2 percent in 2005. Wisconsin has matched the national experience in the early recovery. Nationally, employment also declined 0.3 percent in 2003, increased 1.1 percent in 2004 and 1.5 percent in 2005.

The improved employment performance led to gains in income growth. Wisconsin personal income increased 2.6 percent in 2003, 5.4 percent in 2004 and 4.2 percent in 2005. Nationally, income growth was 6.2 percent in 2004 and 5.2 percent in 2005. On a per capita basis, Wisconsin's performance is closer to the nation's. Per capita income in Wisconsin increased 4.4 percent in 2004 and 3.5 percent in 2005 compared to 5.2 percent and 4.2 percent nationally. Since 2000, Wisconsin's per capita income has moved closer to the national average from 95.7 percent in 2000 to 96.4 percent in 2005.

Wisconsin's employment continues to expand. Through September 2006, Wisconsin non-farm employment is up 0.8 percent compared to a year ago. Nationally, employment was up 1.4 percent over the same period. Wisconsin's unemployment rate in September was 4.7 percent compared to 4.6 percent nationally.

Wisconsin's property values reflect an expanding economy. Real property values increased significantly in 2005 and 2006, up 9.4 percent and 9.6 percent respectively. Commercial and residential real estate have increased significantly in these years.

CONTACTING THE STATE'S FINANCIAL MANAGEMENT

This financial report is designed to provide Wisconsin's citizens, taxpayers, customers, investors and creditors with a general overview of the State's finances and to demonstrate the State's accountability for the money it receives. Questions about this report or requests for additional financial information should be addressed to: State of Wisconsin, State Controller's Office, 101 E. Wilson Street, 5th Floor, Madison, WI 53707.

The State's component units issue their own separate audited financial statements. These statements may be obtained by directly contacting the component unit. You may contact the individual component units through their administrative offices identified in Note 1-B.

* * * *

State of Wisconsin

Statement of Net Assets
June 30, 2006

(In Thousands)

	Primary Government			
	Governmental Activities	Business-Type Activities	Totals	Component Units
Assets				
Cash and Cash Equivalents	$ 811,327	$ 2,562,267	$ 3,373,594	$ 260,767
Investments	127,508	1,370,720	1,498,228	1,213,288
Cash and Investments with Other Component Units	-	-	-	206,765
Receivables (net of allowance)	2,891,189	2,570,537	5,461,726	2,718,710
Internal Balances	106,777	(106,777)	-	-
Inventories	41,782	42,283	84,065	6,812
Prepaid Items	329,615	130,610	460,225	3,185
Capital Leases Receivable - Component Units	-	14,761	14,761	-
Restricted and Limited Use Assets:				
Cash and Cash Equivalents	348,573	78,076	426,648	97,910
Investments	218,602	-	218,602	1,451,185
Cash and Investments with Other Component Units	-	-	-	61,924
Other Restricted Assets	651	-	651	1,079
Deferred Charges	90,076	12,058	102,134	12,041
Capital Assets:				
Depreciable	1,450,588	2,305,800	3,756,388	343,759
Nondepreciable:				
Infrastructure	10,727,018	-	10,727,018	-
Other	2,829,435	1,501,978	4,331,412	32,182
Other Assets	60,046	5,995	66,040	47,432
Total Assets	20,033,187	10,488,305	30,521,492	6,457,037
Liabilities				
Accounts Payable and Other Accrued Liabilities	1,403,044	329,580	1,732,624	150,399
Due to Other Governments	1,699,745	13,170	1,712,916	-
Tax Refunds Payable	1,079,279	-	1,079,279	-
Tax and Other Deposits	39,100	18,892	57,992	84,294
Amounts Held in Trust by Component Unit for Other Component Units	-	-	-	196,122
Unearned Revenue	402,107	261,437	663,544	2,087
Interest Payable	129,605	11,123	140,728	30,886
Short-term Notes Payable	743,937	81,120	825,057	-
Long-term Liabilities:				
Current Portion	536,741	323,937	860,679	90,586
Noncurrent Portion	8,728,772	2,728,579	11,457,350	2,894,446
Total Liabilities	14,762,332	3,767,838	18,530,170	3,448,820
Net Assets				
Invested in Capital Assets, Net of Related Debt	12,291,617	3,243,637	15,535,254	107,950
Restricted for:				
Transportation Programs	22,602	-	22,602	-
Capital Projects	35,055	-	35,055	-
Debt Service	384,714	-	384,714	-
Unemployment Compensation	-	894,967	894,967	-
Environmental Improvement	-	1,202,237	1,202,237	-
Permanent Trusts:				
Expendable	11,762	227,480	239,242	33,353
Nonexpendable	668,592	138,150	806,742	1,347,376
Future Benefits	-	477,064	477,064	18,830
Other Purposes	95,280	396,886	492,166	1,119,554
Unrestricted	(8,238,766)	140,047	(8,098,719)	381,154
Total Net Assets	$ 5,270,855	$ 6,720,467	$ 11,991,322	$ 3,008,217

The notes to the financial statements are an integral part of this statement.

State of Wisconsin

Statement of Activities
For the Fiscal Year Ended June 30, 2006

(In Thousands)

Functions/Programs	Expenses	Program Revenues: Charges for Services	Program Revenues: Operating Grants and Contributions	Program Revenues: Capital Grants and Contributions
Primary Government:				
Governmental Activities:				
Commerce	$ 267,195	$ 181,332	$ 74,706	$ -
Education	6,270,218	21,781	773,790	-
Transportation	1,774,161	520,807	198,644	595,662
Environmental Resources	466,997	198,344	82,862	3,163
Human Relations and Resources	8,436,702	203,413	4,385,753	1,856
General Executive	542,303	325,570	152,056	-
Judicial	114,853	60,777	481	-
Legislative	59,938	1,332	4	-
Tax Relief and Other General Expenses	857,866	5,280	55,232	-
Intergovernmental - Shared Revenue	1,016,718	-	-	-
Interest on Debt	477,465	-	-	-
Total Governmental Activities	20,284,418	1,518,636	5,723,527	600,681
Business-type Activities:				
Injured Patients and Families Compensation	(2,307)	25,857	-	-
Environmental Improvement	42,764	42,162	39,687	-
University of Wisconsin System	3,519,740	2,403,104	259,047	24,781
Unemployment Reserve	821,122	729,124	29,752	-
Lottery	481,272	509,242	-	-
Health Insurance	983,699	1,009,013	-	-
Veterans Mortgage Loan Repayment	25,822	16,141	-	-
Other Business-type	592,068	576,629	3,876	10,939
Total Business-type Activities	6,464,181	5,311,272	332,362	35,719
Total Primary Government	$ 26,748,598	$ 6,829,909	$ 6,055,889	$ 636,401
Component Units:				
Housing and Economic Development Authority	$ 281,295	$ 151,093	$ 137,564	$ -
Health Care Liability Insurance Plan	(93)	9,514	-	-
University Hospitals and Clinics Authority	709,497	748,015	827	9,757
University of Wisconsin Foundation	145,980	206,869	139,892	-
State Fair Park Exposition Center, Inc.	5,191	4,475	-	57
Total Component Units	$ 1,141,870	$ 1,119,965	$ 278,283	$ 9,814

General Revenues:
- Dedicated for General Purposes:
  - Income Taxes
  - Sales and Excise Taxes
  - Public Utility Taxes
  - Other Taxes
- Motor Fuel/Other Taxes Dedicated for Transportation
- Other Dedicated Taxes
- Interest and Investment Earnings
- Miscellaneous

Contributions to Term and Permanent Endowments
Contributions to Permanent Fund Principal
Transfers

Total General Revenues, Contributions, and Transfers

Change in Net Assets
Net Assets - Beginning

Net Assets - Ending

The notes to the financial statements are an integral part of this statement.

Net (Expense) Revenue and Changes in Net Assets			
Primary Government			
Governmental Activities	Business-Type Activities	Total	Component Units
$ (11,157)		$ (11,157)	
(5,474,647)		(5,474,647)	
(459,048)		(459,048)	
(182,628)		(182,628)	
(3,845,680)		(3,845,680)	
(64,678)		(64,678)	
(53,595)		(53,595)	
(58,602)		(58,602)	
(797,355)		(797,355)	
(1,016,718)		(1,016,718)	
(477,465)		(477,465)	
(12,441,573)		(12,441,573)	
	$ 28,163	28,163	
	39,085	39,085	
	(832,808)	(832,808)	
	(62,247)	(62,247)	
	27,970	27,970	
	25,314	25,314	
	(9,680)	(9,680)	
	(624)	(624)	
-	(784,827)	(784,827)	
(12,441,573)	(784,827)	(13,226,400)	
			$ 7,362
			9,606
			49,102
			200,781
			(659)
			266,193
6,867,020	-	6,867,020	-
4,489,663	-	4,489,663	-
250,088	-	250,088	-
355,724	-	355,724	-
990,688	-	990,688	-
209,528	-	209,528	-
72,643	49,660	122,303	32,802
383,710	9,153	392,862	-
-	235	235	136
21,646	-	21,646	-
(1,022,896)	1,022,896	-	-
12,617,813	1,081,945	13,699,757	32,938
176,239	297,117	473,357	299,131
5,094,616	6,423,349	11,517,965	2,709,087
$ 5,270,855	$ 6,720,467	$ 11,991,322	$ 3,008,217

State of Wisconsin

Balance Sheet - Governmental Funds
June 30, 2006

(In Thousands)

	General	Transportation	Nonmajor Governmental	Total Governmental
Assets				
Cash and Cash Equivalents	$ 5,484	$ 258,097	$ 521,030	$ 784,611
Investments	926	-	126,582	127,508
Receivables (net of allowance):				
Taxes	1,127,692	97,950	28,761	1,254,403
Loans to Local Governments	11,408	-	491,381	502,789
Other Loans Receivable	709	24,013	-	24,722
Other Receivables	165,164	10,723	86,104	261,991
Due from Other Funds	256,033	60,095	110,514	426,642
Due from Component Units	2,075	-	-	2,075
Due from Other Governments	575,530	195,718	32,148	803,396
Inventories	12,288	17,248	2,327	31,863
Prepaid Items	310,974	3,031	14,959	328,965
Advances to Other Funds	200	-	-	200
Restricted and Limited Use Assets:				
Cash and Cash Equivalents	-	-	348,573	348,573
Investments	-	-	218,602	218,602
Other Restricted Assets	-	-	651	651
Other Assets	60,046	-	-	60,046
Total Assets	$ 2,528,529	$ 666,876	$ 1,981,632	$ 5,177,037
Liabilities and Fund Balances				
Liabilities:				
Accounts Payable and Other Accrued Liabilities	$ 718,782	$ 144,345	$ 71,694	$ 934,821
Due to Other Funds	128,466	50,975	138,811	318,253
Interfund Payables	403,327	-	300	403,627
Due to Other Governments	1,618,614	67,346	13,785	1,699,745
Tax Refunds Payable	1,072,583	6,265	431	1,079,279
Tax and Other Deposits	31,271	615	7,214	39,100
Deferred Revenue	705,958	10,103	60,629	776,691
Interest Payable	-	-	40,629	40,629
Advances from Other Funds	-	-	2,889	2,889
Short-term Notes Payable	-	-	721,600	721,600
Revenue Bonds and Notes Payable	-	-	129,300	129,300
Total Liabilities	4,679,002	279,649	1,187,282	6,145,934
Fund Balances:				
Reserved for Encumbrances	175,184	554,837	421,595	1,151,615
Reserved for Inventories	12,288	17,248	2,327	31,863
Reserved for Prepaid Items	167,399	3,031	14,668	185,098
Reserved for Restricted Funds	1,380	-	292,660	294,040
Reserved for Long-term Receivables	-	-	454,751	454,751
Reserved for Advances to Other Funds	200	-	-	200
Unreserved, Reported In:				
General Fund	(2,506,925)	-	-	(2,506,925)
Special Revenue Funds	-	(187,889)	(77,771)	(265,660)
Debt Service Funds	-	-	123,093	123,093
Capital Projects Funds	-	-	(667,392)	(667,392)
Permanent Funds	-	-	230,420	230,420
Total Fund Balances	(2,150,474)	387,227	794,350	(968,897)
Total Liabilities and Fund Balances	$ 2,528,529	$ 666,876	$ 1,981,632	$ 5,177,037

(Continued)

Balance Sheet - Governmental Funds
June 30, 2006

(Continued)

		Total Governmental
Reconciliation to the Statement of Net Assets:		
Total Fund Balances from previous page	$	(968,897)
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds:		
Infrastructure		10,727,018
Other Capital Assets		4,728,688
Accumulated Depreciation		(755,452)
Other long-term assets that are not available to pay for current period expenditures and, therefore, are deferred in the funds.		96,578
Some of the State's revenues will be collected after year-end but are not available soon enough to pay for the current period's expenditures and, therefore, are deferred in the funds.		374,583
Internal service funds are used by management to charge the costs of certain activities, such as insurance and telecommunications, to individual funds. The assets and liabilities of the internal service funds are included in governmental activities in the Statement of Net Assets.		14,926
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.		
Revenue Bonds Payable		(3,021,326)
Appropriation Bonds Payable		(1,792,488)
General Obligation Bonds Payable		(3,879,823)
Accrued Interest on Bonds		(88,977)
Capital Leases		(24,580)
Installment Contracts		(430)
Compensated Absences		(125,537)
Claims and Judgments		(13,429)
Net Assets of Governmental Activities as reported on the Statement of Net Assets (See page 21)	$	5,270,855

The notes to the financial statements are an integral part of this statement.

State of Wisconsin

Statement of Revenues, Expenditures, and Changes in Fund Balances - Governmental Funds
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	General	Transportation	Nonmajor Governmental	Total Governmental
Revenues:				
Taxes	$ 11,971,250	$ 990,473	$ 208,887	$ 13,170,610
Intergovernmental	5,385,030	795,103	50,649	6,230,782
Licenses and Permits	251,216	355,483	517,257	1,123,956
Charges for Goods and Services	328,635	18,980	14,189	361,804
Investment and Interest Income	15,882	12,776	74,823	103,482
Fines and Forfeitures	36,778	395	35,090	72,263
Gifts and Donations	7,431	5	11,251	18,687
Other Revenues:				
Tobacco Settlement	-	-	121,227	121,227
Other	242,545	19,104	13,170	274,820
Total Revenues	18,238,767	2,192,319	1,046,544	21,477,631
Expenditures:				
Current Operating:				
Commerce	230,406	-	40,124	270,530
Education	6,196,522	-	48,730	6,245,252
Transportation	4,501	1,528,681	139,516	1,672,697
Environmental Resources	99,351	-	363,490	462,841
Human Relations and Resources	8,010,528	-	365,469	8,375,997
General Executive	412,387	-	137,195	549,582
Judicial	111,148	-	347	111,495
Legislative	60,169	-	-	60,169
Tax Relief and Other General Expenditures	845,557	-	11,556	857,113
Intergovernmental - Shared Revenue	1,016,718	-	-	1,016,718
Debt Service:				
Principal	-	-	426,357	426,357
Interest	-	-	479,376	479,376
Other Expenditures	-	-	3,439	3,439
Capital Outlay	33,396	331,181	423,420	787,998
Total Expenditures	17,020,684	1,859,862	2,439,019	21,319,565
Excess of Revenues Over (Under) Expenditures	1,218,083	332,457	(1,392,475)	158,066
Other Financing Sources (Uses):				
Long-term Debt Issued	-	-	627,497	627,497
Long-term Debt Issued - Refunding Bonds	-	-	133,829	133,829
Payments to Refunding Bond Escrow Agent	-	-	(93,592)	(93,592)
Premium on Bonds	-	-	44,896	44,896
Transfers In	513,848	9,164	931,557	1,454,568
Transfers Out	(1,743,467)	(369,071)	(354,422)	(2,466,960)
Capital Lease Acquisitions	3,267	1,312	1,406	5,985
Installment Purchase Acquisitions	-	-	2,457	2,457
Total Other Financing Sources (Uses)	(1,226,352)	(358,595)	1,293,629	(291,319)
Net Change in Fund Balances	(8,268)	(26,138)	(98,846)	(133,253)
Fund Balances, Beginning of Year	(2,141,986)	417,262	893,267	(831,457)
Increase (Decrease) in Reserve for Inventories	(219)	(3,897)	(71)	(4,187)
Fund Balances, End of Year	$ (2,150,474)	$ 387,227	$ 794,350	$ (968,897)

(Continued)

Statement of Revenues, Expenditures, and Changes in Fund Balances - Governmental Funds
For the Fiscal Year Ended June 30, 2006

(Continued)

		Total Governmental
Reconciliation to the Statement of Activities:		
Net Change in Fund Balances from previous page	$	(133,253)
Inventories, which are recorded under the purchases method for governmental fund reporting, are reported under the consumption approach on the Statement of Activities. As a result of this change, the Increase (Decrease) in Reserve for Inventories on the fund statement has been reclassified as functional expenses on the government-wide statement.		(4,187)
Repayment of bond principal is reported as an expenditure in the governmental funds, but the payment reduces long-term liabilities in the Statement of Net Assets.		426,357
Governmental funds report the acquisition or construction of capital assets as expenditures, while governmental activities report depreciation expense to allocate the cost of these assets over their estimated useful life. Donated assets are set up at fair value with a corresponding amount of revenue recognized. In the current period, these amounts are:		
Capital Outlay/Functional Expenditures		786,759
Depreciation Expense		(74,984)
Grants and Contributions (Donated Assets)		3,764
Transfers of capital assets between governmental and business-type activities results in the movement of those assets on the Statement of Net Assets and corresponding recognition of the related transfer in/out on the Statement of Activities.		66
In the Statement of Activities, only the gain/(loss) on the sale/disposal of capital assets is reported, while in the governmental funds, any proceeds from the sale increases financial resources. Thus, the change in net assets differs from the change in fund balance by the cost of the capital assets sold/disposed.		(95,249)
Revenues in the Statement of Activities that do not provide current financial resources are not reported as revenues in the funds.		(13,174)
Bond proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the Statement of Net Assets.		
Bonds Issued		(761,326)
Payments to Refunding Bond Escrow Agent		93,592
Bond Premium		(44,896)
Bond Issuance Costs		908
Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.		
Net decrease (increase) in accrued interest		17,346
Interest Accreted on Capital Appreciation Debt		(3,524)
Decrease (increase) in Capital Leases		(3,832)
Decrease (increase) in Installment Contracts		669
Decrease (increase) in Compensated Absences		(10,059)
Decrease (increase) in Claims and Judgments		(1,192)
Internal service funds are used by management to charge the costs of certain activities, such as insurance and telecommunications to individual funds. The net revenue (expense) of the internal service funds is reported with governmental activities.		(7,543)
Changes in Net Assets of Governmental Activities as reported on the Statement of Activities (See page 23)	$	176,239

The notes to the financial statements are an integral part of this statement.

State of Wisconsin

Balance Sheet
Proprietary Funds
June 30, 2006

(In Thousands)

	Business-type Activities		
	Injured Patients and Families Compensation	Environmental Improvement	University of Wisconsin System
Assets			
Current Assets:			
Cash and Cash Equivalents	$ 14,016	$ 190,953	$ 531,162
Investments	69,735	29,808	-
Loans to Local Governments (net of allowance)	-	110,464	-
Other Loans Receivable (net of allowance)	-	-	33,822
Other Receivables (net of allowance)	8,870	354	152,423
Due from Other Funds	-	151	26,489
Due from Component Units	-	-	5,402
Due from Other Governments	-	8,214	84,984
Inventories	2	-	34,264
Prepaid Items	8	20	29,052
Capital Leases Receivable - Component Units	-	-	2,788
Deferred Charges	-	-	5,329
Other Assets	-	-	-
Total Current Assets	92,631	339,963	905,715
Noncurrent Assets:			
Investments	653,770	125,682	308,238
Loans to Local Governments (net of allowance)	-	1,381,942	-
Other Loans Receivable (net of allowance)	-	-	156,595
Other Receivables	-	-	6,171
Prepaid Items	-	286	-
Advances to Other Funds	-	-	-
Capital Leases Receivable - Component Units	-	-	11,972
Restricted and Limited Use Assets:			
Cash and Cash Equivalents	-	78,076	-
Deferred Charges	-	2,584	-
Depreciable Capital Assets (net of accumulated depreciation)	-	-	2,153,628
Nondepreciable Capital Assets	-	-	1,463,769
Other Assets	-	-	-
Total Noncurrent Assets	653,770	1,588,568	4,100,373
Total Assets	$ 746,401	$ 1,928,532	$ 5,006,087
Liabilities and Fund Equity			
Current Liabilities:			
Accounts Payable and Other Accrued Liabilities	$ 306	$ 96	$ 113,107
Due to Other Funds	85	925	125,952
Due to Component Units	-	-	1,544
Interfund Payables	-	-	-
Due to Other Governments	-	23	6,687
Tax and Other Deposits	-	-	1,825
Deferred Revenue	1,147	-	161,576
Interest Payable	-	3,687	4,286
Short-term Notes Payable	-	-	18,123
Current Portion of Long-term Liabilities:			
Future Benefits and Loss Liabilities	83,234	-	-
Capital Leases	-	-	4,728
Installment Contracts Payable	-	-	-
Compensated Absences	9	42	52,425
General Obligation Bonds Payable	-	-	24,644
Revenue Bonds and Notes Payable	-	47,085	-
Total Current Liabilities	84,781	51,859	514,897
Noncurrent Liabilities:			
Accounts Payable and Other Accrued Liabilities	-	-	-
Due to Other Governments	-	1,455	-
Deferred Revenue	-	-	-
Noncurrent Portion of Long-term Liabilities:			
Future Benefits and Loss Liabilities	601,733	-	-
Capital Leases	-	-	40,618
Compensated Absences	26	40	46,154
General Obligation Bonds Payable	-	-	512,665
Revenue Bonds and Notes Payable	-	643,788	-
Total Noncurrent Liabilities	601,759	645,283	599,437
Total Liabilities	686,540	697,142	1,114,334
Fund Equity:			
Invested in Capital Assets, Net of Related Debt	-	-	3,101,971
Restricted for Unemployment Compensation	-	-	-
Restricted for Environmental Improvement	-	1,202,237	-
Restricted for Expendable Trusts	-	-	227,480
Restricted for Nonexpendable Trusts	-	-	138,150
Restricted for Future Benefits	59,861	-	-
Restricted for Other Purposes	-	-	321,832
Unrestricted	-	29,153	102,321
Total Fund Equity	59,861	1,231,390	3,891,754
Total Liabilities and Fund Equity	$ 746,401	$ 1,928,532	$ 5,006,087

The notes to the financial statements are an integral part of this statement.

Business-type Activities			Governmental Activities - Internal Service Funds
Unemployment Reserve	Nonmajor Enterprise	Totals	
$ 758,109	$ 1,068,027	$ 2,562,267	$ 26,717
-	16,426	115,969	-
-	525	110,989	-
-	16,534	50,356	-
154,006	59,748	375,401	192
343	79,416	106,399	25,766
-	-	5,402	3
3,277	19,975	116,450	353
-	8,016	42,283	6,239
-	101,244	130,324	651
-	-	2,788	-
-	101	5,430	154
-	1,189	1,189	-
915,735	1,371,201	3,625,246	60,074
-	167,061	1,254,751	-
-	1,761	1,383,703	-
-	277,234	433,829	-
15,112	1,011	22,295	-
-	-	286	-
-	-	-	2,889
-	-	11,972	-
-	-	78,076	-
-	4,044	6,628	746
-	152,173	2,305,800	279,769
-	38,209	1,501,978	27,017
-	4,806	4,806	-
15,112	646,300	7,004,123	310,421
$ 930,848	$ 2,017,501	$ 10,629,369	$ 370,496
$ 22,451	$ 59,769	$ 195,729	$ 12,627
8,535	41,718	177,215	8,334
-	-	1,544	-
-	23,523	23,523	23,066
4,895	110	11,715	97
-	17,068	18,892	-
-	98,712	261,436	-
-	3,150	11,123	1,326
-	62,997	81,120	22,337
-	94,996	178,230	26,452
-	328	5,056	4,152
-	-	-	236
-	4,354	56,830	1,465
-	12,091	36,736	8,352
-	-	47,085	-
35,881	418,817	1,106,234	108,445
-	81,814	81,814	-
-	-	1,455	-
-	1	1	-
-	528,787	1,130,520	73,709
-	2,012	42,630	8,108
-	5,889	52,109	2,320
-	346,867	859,532	153,807
-	-	643,788	-
-	965,370	2,811,849	237,944
35,881	1,384,187	3,918,083	346,388
-	141,666	3,243,637	110,132
894,967	-	894,967	-
-	-	1,202,237	-
-	-	227,480	-
-	-	138,150	-
-	417,195	477,056	-
-	75,054	396,886	-
-	(600)	130,874	(86,025)
894,967	633,314	6,711,286	24,107
$ 930,848	$ 2,017,501	$ 10,629,369	$ 370,496

Total Fund Equity Reported Above	$ 6,711,286
Adjustment to Reflect the Consolidation of Internal Service Activities Related to Enterprise Funds	9,181
Net Assets of Business-type Activities	$ 6,720,467

Statement of Revenues, Expenses, and Changes in Fund Equity - Proprietary Funds
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	Business-type Activities		
	Injured Patients and Families Compensation	**Environmental Improvement**	**University of Wisconsin System**
Operating Revenues:			
Charges for Goods and Services	$ 18,970	$ -	$ -
Participant and Employer Contributions	-	-	-
Tuition and Fees	-	-	772,798
Federal Grants and Contracts	-	-	738,256
Local and Private Grants and Contracts	-	-	136,913
Sales and Services of Educational Activities	-	-	220,433
Sales and Services of Auxiliary Enterprises	-	-	285,458
Sales and Services to UW Hospital Authority	-	-	49,719
Federal Subsidy for Medicare Part D	-	-	-
Interest Income Used as Security for Revenue Bonds	-	17,459	-
Investment and Other Interest Income	6,833	24,697	-
Other Income:			
Federal Aid for Unemployment Insurance Program	-	-	-
Reimbursing Financing Revenue	-	-	-
Other	-	6	199,232
Total Operating Revenues	25,803	42,162	2,402,809
Operating Expenses:			
Personal Services	517	3,602	2,360,509
Supplies and Services	468	1,249	894,959
Lottery Prize Awards	-	-	-
Scholarships and Fellowships	-	-	76,662
Depreciation	-	-	155,891
Benefit Expense	(3,297)	-	-
Interest Expense	-	33,197	-
Other Expenses	-	-	4,171
Total Operating Expenses	(2,312)	38,048	3,492,192
Operating Income (Loss)	28,115	4,115	(1,089,383)
Nonoperating Revenues (Expenses):			
Operating Grants	-	29,818	-
Investment Income Used as Security for Revenue Bonds	-	4,050	-
Other Investment and Interest Income	-	6,385	52,145
Gain (Loss) on Disposal of Capital Assets	(3)	-	(8,548)
Interest Expense	-	-	(25,102)
Gifts and Donations	-	-	215,458
Other Revenues	54	-	295
Other Expenses:			
Property Tax Credits	-	-	-
Grants Disbursed	-	(4,717)	-
Federal Settlement	-	-	-
Other	-	-	-
Total Nonoperating Revenues (Expenses)	51	35,536	234,248
Income (Loss) Before Contributions and Transfers	28,166	39,651	(855,135)
Capital Contributions	-	-	24,781
Additions to Endowments	-	-	235
Transfers In	-	11,280	1,038,137
Transfers Out	(11)	(6,106)	(42,883)
Net Change in Fund Equity	28,155	44,824	165,135
Total Fund Equity, Beginning of Year	31,706	1,186,566	3,726,619
Total Fund Equity, End of Year	$ 59,861	$ 1,231,390	$ 3,891,754

The notes to the financial statements are an integral part of this statement.

Business-type Activities			Governmental Activities - Internal Service Funds
Unemployment Reserve	Nonmajor Enterprise	Totals	
$ -	$ 960,834	$ 979,804	$ 243,832
679,464	1,054,896	1,734,360	-
-	-	772,798	-
-	-	738,256	-
-	-	136,913	-
-	-	220,433	-
-	-	285,458	-
-	-	49,719	-
-	4,130	4,130	-
-	-	17,459	-
-	14,198	45,728	-
29,752	-	29,752	-
44,996	-	44,996	-
4,663	442	204,343	173
758,875	2,034,500	5,264,149	244,006
-	245,931	2,610,559	48,367
-	166,891	1,063,567	139,664
-	293,884	293,884	-
-	-	76,662	-
-	11,814	167,705	21,600
821,122	1,207,855	2,025,680	7,215
-	20,416	53,613	-
-	8,322	12,493	-
821,122	1,955,113	6,304,163	216,846
(62,247)	79,387	(1,040,014)	27,160
-	3,828	33,646	-
-	-	4,050	-
35,146	79,793	173,469	44
-	8,977	426	18
-	(2,116)	(27,218)	(8,992)
-	48	215,506	-
-	2,125	2,474	190
-	(122,141)	(122,141)	-
-	(5,961)	(10,677)	-
-	-	-	(6,270)
-	(3)	(3)	(2)
35,146	(35,449)	269,532	(15,012)
(27,101)	43,938	(770,482)	12,148
-	10,939	35,719	-
-	-	235	-
-	63,949	1,113,365	10,890
(1,660)	(39,809)	(90,469)	(21,832)
(28,760)	79,016	288,369	1,205
923,727	554,299	6,422,917	22,902
$ 894,967	$ 633,314	$ 6,711,286	$ 24,107

Total Net Change in Fund Equity Reported Above	$ 288,369
Consolidation Adjustment of Internal Services Activities Related to Enterprise Funds	8,748
Change in Net Assets of Business-Type Activities	$ 297,117

Statement of Cash Flows - Proprietary Funds
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	Business-type Activities		
	Injured Patients and Families Compensation	Environmental Improvement	University of Wisconsin System
Cash Flows from Operating Activities:			
Cash Receipts from Customers	$ 14,701	$ -	$ -
Cash Payments to Suppliers for Goods and Services	(662)	(4,144)	(850,862)
Cash Payments to Employees for Services	(522)	(1,720)	(2,409,128)
Tuition and Fees	-	-	760,222
Grants and Contracts	-	-	900,218
Cash Payments for Lottery Prizes	-	-	-
Cash Payments for Loans Originated	-	-	(42,566)
Collection of Loans	-	-	39,881
Interest Income	-	-	-
Cash Payments for Benefits	(32,658)	-	-
Sales and Services of Educational Activities	-	-	213,774
Sales and Services of Auxiliary Enterprises	-	-	287,893
Sales and Services of Hospitals	-	-	47,460
Scholarships and Fellowships	-	-	(76,662)
Other Operating Revenues	-	24	210,705
Other Operating Expenses	-	-	-
Other Sources of Cash	54	-	-
Other Uses of Cash	-	-	-
Net Cash Provided (Used) by Operating Activities	(19,087)	(5,839)	(919,065)
Cash Flows from Noncapital Financing Activities:			
Operating Grants Receipts	-	29,728	-
Grants Disbursed	-	(4,717)	-
Proceeds from Issuance of Debt	-	84,800	-
Repayment of Bonds and Notes	-	(44,775)	-
Escrow Deposit	-	-	-
Interest Payments	-	(33,301)	-
Property Tax Credits	-	-	-
Noncapital Gifts and Grants	-	-	215,694
Interfund Loans Received	-	-	-
Interfund Loans Repaid	-	-	-
Interfund Advances Collected	-	-	-
Transfers In	-	11,280	1,010,534
Transfers Out	(11)	(6,106)	(33,062)
Student Direct Lending Receipts	-	-	159,920
Student Direct Lending Disbursements	-	-	(159,696)
Other Cash Inflows from Noncapital Financing Activities	-	-	245
Other Cash Outflows from Noncapital Financing Activities	-	-	(877)
Net Cash Provided (Used) by Noncapital Financing Activities	(11)	36,909	1,192,758
Cash Flows from Capital and Related Financing Activities:			
Proceeds from Issuance of Debt	-	-	175,045
Capital Contributions	-	-	29,140
Repayment of Bonds and Notes	-	-	(105,923)
Interest Payments	-	-	(69,048)
Capital Lease Obligations	-	-	-
Proceeds from Sale of Capital Assets	-	-	-
Payments for Purchase of Capital Assets	-	-	(403,715)
Other Cash Inflows from Capital Financing Activities	-	-	-
Other Cash Outflows from Capital Financing Activities	-	-	-
Net Cash Provided (Used) by Capital and Related Financing Activities	-	-	(374,500)
Cash Flows from Investing Activities:			
Proceeds from Sale and Maturities of Investment Securities	60,064	74,397	471,838
Purchase of Investment Securities	(81,812)	(80,818)	(422,759)
Cash Payments for Loans Originated	-	(195,871)	-
Collection of Loans	-	104,177	-
Investment and Interest Receipts	32,759	72,419	17,605
Net Cash Provided (Used) by Investing Activities	11,011	(25,697)	66,684
Net Increase (Decrease) in Cash and Cash Equivalents	(8,087)	5,373	(34,123)
Cash and Cash Equivalents, Beginning of Year	22,103	263,656	565,284
Cash and Cash Equivalents, End of Year	$ 14,016	$ 269,029	$ 531,162

Unemployment Reserve	Nonmajor Enterprise	Totals	Governmental Activities - Internal Service Funds
$ 701,910	$ 1,976,495	$ 2,693,106	$ 263,573
-	(140,821)	(996,489)	(135,508)
-	(252,056)	(2,663,426)	(47,639)
-	-	760,222	-
-	-	900,218	-
-	(309,226)	(309,226)	-
-	(20,196)	(62,762)	-
-	53,883	93,764	-
-	19,223	19,223	-
(819,048)	(1,165,927)	(2,017,634)	(20,220)
-	-	213,774	-
-	-	287,893	-
-	-	47,460	-
-	-	(76,662)	-
79,801	2,637	293,167	-
-	(38,237)	(38,237)	-
-	9,239	9,293	208
-	(51)	(51)	(6,858)
(37,338)	134,963	(846,366)	53,556
-	3,294	33,022	-
-	(6,663)	(11,379)	-
-	61,000	145,800	-
-	(21,650)	(66,425)	-
-	-	-	-
-	(20,057)	(53,358)	(22)
-	(119,827)	(119,827)	-
-	-	215,694	-
-	7,585	7,585	290
-	(551)	(551)	(8,027)
-	-	-	25
-	64,057	1,085,872	10,863
(2,525)	(37,518)	(79,222)	(21,805)
-	-	159,920	-
-	-	(159,696)	-
-	299	543	-
-	-	(877)	-
(2,525)	(70,031)	1,157,100	(18,677)
-	3,554	178,599	14,288
-	10,964	40,105	-
-	(1,919)	(107,842)	(10,270)
-	(2,207)	(71,255)	(9,057)
-	(334)	(334)	(2,043)
-	9,156	9,156	226
-	(20,432)	(424,147)	(29,972)
-	155	155	-
-	(551)	(551)	(236)
-	(1,614)	(376,114)	(37,064)
-	21,175	627,474	-
-	(4,006)	(589,396)	-
-	(326)	(196,197)	-
-	279	104,456	-
35,146	92,842	250,771	43
35,146	109,964	197,108	43
(4,716)	173,282	131,729	(2,142)
762,825	894,745	2,508,613	28,859
$ 758,109	$ 1,068,027	$ 2,640,342	$ 26,717

(Continued)

Statement of Cash Flows - Proprietary Funds
For the Fiscal Year Ended June 30, 2006

(Continued)

	Business-type Activities		
	Injured Patients and Families Compensation	Environmental Improvement	University of Wisconsin System
Reconciliation of Operating Income (Loss) to Net Cash Provided (Used) by Operations:			
Operating Income (Loss)	$ 28,115	$ 4,115	$ (1,089,383)
Adjustment to Reconcile Operating Income (Loss) to Net Cash Provided (Used) by Operating Activities:			
Depreciation	-	-	155,891
Amortization	-	(970)	-
Provision for Uncollectible Accounts	-	-	-
Operating Income (Investment Income) Classified as Investing Activity	(6,833)	(42,109)	-
Operating Expense (Interest Expense) Classified as Noncapital Financing Activity	-	33,255	-
Miscellaneous Nonoperating Income (Expense)	54	-	14,741
Changes in Assets and Liabilities:			
Decrease (Increase) in Receivables	13	-	(16,787)
Decrease (Increase) in Due from Other Funds	-	(91)	9,516
Decrease (Increase) in Due from Component Units	-	-	-
Decrease (Increase) in Due from Other Governments	-	-	(11,222)
Decrease (Increase) in Inventories	-	-	155
Decrease (Increase) in Prepaid Items	-	17	(1,361)
Decrease (Increase) in Other Assets	-	-	-
Decrease (Increase) in Deferred Charges	-	-	2,388
Increase (Decrease) in Accounts Payable and Other Accrued Liabilities	(104)	(49)	(22,030)
Increase (Decrease) in Compensated Absences	(5)	5	7,484
Increase (Decrease) in Due to Other Funds	(90)	(924)	33,031
Increase (Decrease) in Due to Other Governments	-	-	(14,598)
Increase (Decrease) in Tax and Other Deposits	-	-	-
Increase (Decrease) in Deferred Revenue	(4,281)	-	13,111
Increase (Decrease) in Interest Payable	-	912	-
Increase (Decrease) in Future Benefits and Loss Liabilities	(35,956)	-	-
Total Adjustments	(47,202)	(9,954)	170,318
Net Cash Provided (Used) by Operating Activities	$ (19,087)	$ (5,839)	$ (919,065)
Noncash Investing, Capital and Financing Activities:			
Assets Acquired through Capital Leases	$ -	$ -	$ 5,420
Contributions/Transfer In (Out) of Noncash Assets and Liabilities from/to Other Funds	-	-	-
Net Change in Unrealized Gains and Losses	(23,078)	-	(9,295)
Other	(1,419)	-	2,559

The notes to the financial statements are an integral part of this statement.

Unemployment Reserve	Nonmajor Enterprise	Totals	Governmental Activities - Internal Service Funds
$ (62,247)	$ 79,387	$ (1,040,014)	$ 27,160
-	11,814	167,705	21,600
-	-	(970)	-
4,832	251	5,082	-
-	4,700	(44,242)	-
-	20,416	53,670	-
-	2,778	17,574	(6,821)
17,509	36,981	37,716	72
84	(36,081)	(26,572)	19,729
-	-	-	9
(106)	(14,851)	(26,180)	(73)
-	(938)	(783)	423
-	(3,998)	(5,341)	4,282
-	(331)	(331)	-
-	113	2,501	-
3,747	(9,666)	(28,102)	(2,167)
-	645	8,130	678
(23)	(1,633)	30,361	5,251
(1,134)	(59)	(15,791)	11
-	539	539	-
-	2,750	11,579	(3,593)
-	-	912	-
-	42,146	6,191	(13,005)
24,909	55,576	193,648	26,396
$ (37,338)	$ 134,963	$ (846,366)	$ 53,556
$ -	$ 24	$ 5,444	$ 10,659
-	8	8	-
-	(18,095)	(50,468)	-
-	4	1,143	6,471

Statement of Fiduciary Net Assets
June 30, 2006

(In Thousands)

	Pension and Other Employee Benefit Trust	Investment Trust	Private-Purpose Trust	Agency
Assets				
Cash and Cash Equivalents	$ 338,589	$ 2,482,831	$ 6,891	$ 70,309
Securities Lending Collateral	5,842,133	-	-	-
Prepaid Items	6,511	-	2	-
Receivables (net of allowance):				
Loans Receivable	-	-	183	-
Prior Service Contributions Receivable	330,909	-	-	-
Benefits Overpayment Receivable	2,577	-	-	-
Due from Other Funds	57,410	-	-	605
Due from Component Units	2,774	-	-	-
Interfund Receivables	1,657,411	450,216	-	-
Due from Other Governments	121,068	-	-	-
Interest and Dividends Receivable	184,193	-	-	-
Investment Sales Receivable	236,026	-	-	-
Other Receivables	1,891	-	98	3,351
Total Receivables	2,594,259	450,216	282	3,956
Investments:				
Fixed Income	20,531,930	-	-	-
Stocks	49,260,220	-	-	-
Limited Partnerships	3,317,658	-	-	-
Preferred Securities	394,840	-	-	-
Convertible Securities	51,572	-	-	-
Mortgages	344,116	-	-	-
Real Estate	477,769	-	-	-
Investments of Private Purpose Funds	-	-	1,722,617	-
Investments of Agency Funds	-	-	-	704
Multi-asset Investments	765,766	-	-	-
Total Investments	75,143,871	-	1,722,617	704
Inventories	110	-	-	-
Capital Assets	21	-	-	-
Other Assets	-	-	-	300,015
Total Assets	83,925,494	2,933,047	1,729,792	$ 374,984
Liabilities				
Accounts Payable and Other Accrued Liabilities	71,868	-	34	$ 62,484
Securities Lending Collateral Liability	5,842,133	-	-	-
Annuities Payable	224,167	-	-	-
Advance Contributions	270	-	-	-
Due to Other Funds	112,595	166	15	246
Interfund Payables	1,657,411	-	-	-
Due to Other Governments	27,577	-	-	-
Tax and Other Deposits	-	-	-	312,255
Financial Futures Contracts	872	-	-	-
Investment Payable	180,352	-	-	-
Deferred Revenue	2,400	-	-	-
Advances from Other Funds	-	-	200	-
Compensated Absences Payable	1,822,881	-	-	-
Total Liabilities	9,942,526	166	249	$ 374,984
Net Assets				
Held in Trust for Pension Benefits, Pool Participants and Other Purposes	$ 73,982,969	$ 2,932,881	$ 1,729,543	

The notes to the financial statements are an integral part of this statement.

Statement of Changes in Fiduciary Net Assets
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	Pension and Other Employee Benefit Trust	Investment Trust	Private-Purpose Trust
Additions			
Contributions:			
Employer Contributions	$ 614,832	$ -	$ -
Employee Contributions	722,655	-	-
Other	-	-	55
Total Contributions	1,337,487	-	55
Deposits	-	9,471,942	286,363
Investment Income:			
Net Appreciation (Depreciation) in Fair Value of Investments	7,391,167	-	-
Interest	583,741	-	-
Dividends	462,058	-	-
Securities Lending Income	262,999	-	-
Other	69,070	-	-
Investment Income of Investment, Private Purpose, and Other Employee Benefit Trust Funds	212,837	127,746	122,926
Less:		-	
Investment Expense	(189,422)	(2,184)	(7,353)
Securities Lending Rebates and Fees	(249,596)	-	-
Investment Income Distributed to Other Funds	(294,318)	-	-
Net Investment Income	8,248,537	125,562	115,572
Interest on Prior Service Receivable	25,006	-	-
Miscellaneous Income			
Other	821	-	-
Total Miscellaneous Income	821	-	-
Total Additions	9,611,850	9,597,504	401,990
Deductions			
Retirement Benefits and Refunds:			
Retirement, Disability, and Beneficiary	3,171,811	-	-
Separations	21,211	-	-
Total Retirement Benefits and Refunds	3,193,022	-	-
Distributions	22,801	9,448,946	123,394
Other Benefit Expense	199,026	-	-
Unusual Write-off of Receivable	11	-	-
Administrative Expense	18,606	258	7,605
Transfers Out	-	-	4
Total Deductions	3,433,465	9,449,204	131,004
Net Increase (Decrease)	6,178,385	148,300	270,987
Net Assets - Beginning of Year	67,804,584	2,784,581	1,458,556
Net Assets - End of Year	$ 73,982,969	$ 2,932,881	$ 1,729,543

The notes to the financial statements are an integral part of this statement.

Notes To The Financial Statements

Index

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Presentation

The accompanying basic financial statements have been prepared in conformity with generally accepted accounting principles (GAAP) for governments as prescribed by the Governmental Accounting Standards Board (GASB).

B. Financial Reporting Entity

For GAAP purposes, the State of Wisconsin includes all funds, elected offices, departments and agencies of the State, as well as boards, commissions, authorities and universities. The State has also considered all potential "component units" for which it is financially accountable, and other affiliated organizations for which the nature and significance of their relationship, including their ongoing financial support, with the State are such that exclusion would cause the State's financial statements to be misleading or incomplete.

The decision to include a potential component unit in the State's reporting entity is based on the criteria set forth in GASB Statement No. 14, *The Financial Reporting Entity,* and GASB Statement No. 39*, Determining Whether Certain Organizations Are Component Units, an amendment of GASB Statement No. 14*. GASB Statement No. 14 criteria include the ability to appoint a voting majority of an organization's governing body and (1) the ability of the State to impose its will on that organization or (2) the potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the State. GASB Statement No. 39 provisions relate to separately legal, tax-exempt organizations and include: (1) the economic resources received or held are entirely or almost entirely for the direct benefit of the State, (2) the State is entitled to, or has the ability to otherwise access, a majority of the economic resources received or held by the separate organization, and (3) the economic resources received or held by an individual organization that the State is entitled to, or has the ability to otherwise access, are significant to the State.

In addition, GASB Technical Bulletin No. 2004-1 (TB), *Tobacco Settlement Recognition and Financial Reporting Entity Issues*, clarified guidance on whether a Tobacco Settlement Authority (TSA) that is created to obtain the rights to all or a portion of future tobacco settlement resources is a component unit of the government that created it. This guidance resulted in the Badger Tobacco Asset Securitization Corporation (BATSC) to be reported as a blended component unit in the primary government in a debt service fund. The State has no legal liability for the obligations of BTASC.

Based upon the application of the criteria contained in GASB Statement No. 14, as amended by GASB Statement No. 39 and clarified by GASB Technical Bulletin No. 2004-1, the Wisconsin Public Broadcasting Foundation, Inc. and the Badger Tobacco Asset Securitization Corporation are reported as blended component units; and the Wisconsin Housing and Economic Development Authority, the Wisconsin Health Care Liability Insurance Plan, the University of Wisconsin Hospitals and Clinics Authority, the University of Wisconsin Foundation and the State Fair Park Exposition Center, Inc., are presented as discrete component units, as discussed below.

Complete financial statements of the individual component units that issue separate statements can be obtained from their respective administrative offices:

Wisconsin Public Broadcasting Foundation Inc.
Wisconsin Educational Communications Board
3319 West Beltline Highway
Madison, WI 53702

Badger Tobacco Asset Securitization Corporation
10 East Doty Street, Suite 800
Madison, WI 53703

Wisconsin Housing and Economic Development Authority
201 West Washington Avenue, Suite 700
Madison, WI 53702

Wisconsin Health Care Liability Insurance Plan
Office of the Commissioner of Insurance
125 South Webster Street
Madison, WI 53702

University of Wisconsin Hospitals and Clinics Authority
635 Science Drive, Room 310
Madison, WI 53711

University of Wisconsin Foundation
Attn: Finance
PO Box 8860
Madison, WI 53708-8860

State Fair Park Exposition Center, Inc.
8200 West Greenfield Avenue
West Allis, WI 53214

Blended Component Units

Blended component units are entities that are legally separate from the State, but are so intertwined with the State that they are, in substance, the same as the State. The blended component unit serves or benefits the primary government. They are reported as part of the State and blended into the appropriate funds.

Wisconsin Public Broadcasting Foundation, Inc. - The Wisconsin Public Broadcasting Foundation, Inc. (Foundation), created in 1983 by the Wisconsin Legislature, is a private, nonstock, nonprofit Wisconsin Corporation, wholly owned by the Wisconsin Educational Communications Board (ECB), a unit of the State. The Foundation solicits funds in the name of, and with the approval of, the ECB. The Foundation's funds are managed by a five-member board of trustees consisting of the executive director of the ECB and four members of the ECB board. The Foundation is reported as a special revenue fund.

Badger Tobacco Asset Securitization Corporation (BTASC) – A nonstock public corporate entity created under Chapter 181 of the Wisconsin Statutes was created for the purpose of making a one-time purchase of Tobacco Settlement Revenues (TSRs) from the State. In May 2002, BTASC issued bonds to provide sufficient funds for carrying out its purpose. Bonds issued by the BTASC are the sole obligation of the BTASC. The State is not legally liable for payment of principal and interest on these bonds nor is the debt dependent upon any dedicated stream of revenue generated by the State. Directors of the corporation are appointed by the Secretary of Administration for staggered three-year terms. Once appointed, directors can only be removed for cause. At least one of the directors must be determined to be "independent" for federal bankruptcy law purposes. The State appoints the BTASC board and a financial benefit exists. BTASC reports on a fiscal year ended May 31. BTASC is reported as a debt service fund (Badger Tobacco Asset Securitization).

Pursuant to a Purchase and Sale Agreement with the State, BTASC acquired all of the State's right, title, and interest in the TSRs under the Master Settlement Agreement and the Consent Decree and Final Judgment (MSA). The MSA was entered into on November 23, 1998, among the attorneys general of 46 states, the District of Columbia, the Commonwealth of Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Commonwealth of the Northern Mariana Islands (the "Settling States") and the four largest United States tobacco manufacturers.

On May 23, 2002 the State sold the TSRs to BTASC for $1.3 billion and a residual certificate. Upon discharge of BTASC's obligations under its May 1, 2002 bond indenture, all subsequent TSRs are owned by the State pursuant to the residual certificate.

Discretely Presented Component Units

Discretely presented component units are entities which are legally separate from the State, but are financially accountable to the State, whose relationship with the State is such that exclusion would cause the State's financial statements to be misleading or incomplete. The Wisconsin Housing and Economic Development Authority, the Wisconsin Health Care Liability Insurance Plan, the University of Wisconsin Hospitals and Clinics Authority, the University of Wisconsin Foundation and the State Fair Park Exposition Center, Inc., are reported in a separate column and in separate rows in the government-wide statements to emphasize that they are legally separate.

Wisconsin Housing and Economic Development Authority - The Wisconsin Housing and Economic Development Authority (Authority) was established by the Wisconsin Legislature in 1972 to help meet the housing needs of Wisconsin's low and moderate income citizens. The State has significantly expanded the scope of services of the Authority by adding programs that include financing for farmers and for economic development projects. While the Authority receives no State tax dollars for its bond-supported programs and the State is not liable on bonds the Authority issues, the State has the ability to impose its will on the Authority through legislation. The State appoints the Authority's Board. The Authority reports on a June 30 fiscal year-end.

Wisconsin Health Care Liability Insurance Plan - The Wisconsin Health Care Liability Insurance Plan (Plan) was established by rule of the Commissioner of Insurance of the State of Wisconsin to provide health care liability insurance and liability coverage normally incidental to health care liability insurance to eligible health care providers in the State. Eight out of 13 members of the Board of Directors are appointed by the Governor, and the State has the ability to impose its will upon the Plan. The Plan reports on a fiscal year ended December 31.

University of Wisconsin Hospitals and Clinics Authority – The University of Wisconsin Hospitals and Clinics Authority (Hospital) is a not-for-profit academic medical center. The Hospital operates an acute-care hospital with approximately 480 available beds, numerous specialty clinics, and seven ambulatory facilities providing comprehensive health care to patients, education programs, research and community service to residents of southern Wisconsin. Prior to June 1996, the Hospital was a unit of the University of Wisconsin-Madison. In June 1996, in accordance with legislation enacted by the State Legislature, the Hospital was restructured as a Public Authority, a public body corporate and politic created by State statutes. The State appoints a majority of the Hospital's Board of Directors and a financial benefit/burden relationship exists between the Hospital and the State. The Hospital reports on a June 30 fiscal year-end.

The legislation that created the Hospital Authority also provided, among other things, for the Board of Regents of the University of Wisconsin System to execute various agreements with the Hospital. These agreements include an Affiliation Agreement, a Lease Agreement, a Conveyance Agreement and a Contractual Services Agreement and Operating and Service Agreement.

The Affiliation Agreement requires the Hospital to continue to support the educational, research and clinical activities of the University of Wisconsin-Madison, which are administered by the Hospital. Under the terms of a Lease Agreement, the Hospital leases facilities, which were occupied by the Hospital as of June 29, 1996 (see Note 12A to the financial statements). Under a Conveyance Agreement, certain assets and liabilities related to the Hospital were identified and transferred to the Hospital effective July 1, 1996. Subject to the Contractual Services Agreement and Operating and Service Agreement between the Board of Regents and the Hospital, the two parties have entered into contracts for the continuation of services in support of programs and operations.

University of Wisconsin Foundation – The University of Wisconsin Foundation (the Foundation) is a legally separate, tax-exempt component unit of the State. The Foundation acts primarily as a fund-raising organization to supplement the resources that are available to the University of Wisconsin-Madison and several other units of the University of Wisconsin System (a fund of the State) in support of its programs. These include scientific, literary, athletic and educational program purposes. Although the State does not control the timing or amount of receipts from the Foundation, the majority of resources, or income thereon, that the Foundation holds and invests are restricted to the activities of the University of Wisconsin-Madison and other units of the University of Wisconsin System by the donors. Because these restricted resources held by the Foundation can only be used by, or for the benefit of, the University of Wisconsin-Madison and several other units of the University of Wisconsin System, the Foundation is considered a component unit of the State. The Foundation reports on a fiscal year ended December 31.

State Fair Park Exposition Center, Inc. – In October 2000, the State Fair Park Exposition Center, Inc. (the Center) was organized by the State of Wisconsin State Fair Park as a nonstock, not-for-profit corporation under the Internal Revenue Code 501(c)(3). Authorization for the Center's organization is found under Chapter 42, Wis. Stats. The Center has broad general powers that include approving the sale, lease, or purchase of any real estate and obtaining financing through loans or other methods. The board of the Center includes the chairperson of the State Fair Park Board, and three members appointed by the Center's Board. In addition to the State appointing a voting majority of the Center, the State is able to impose its will on the Center, and a financial benefit relationship exists. The Center reports on a fiscal year ended December 31.

Related Organizations

These related organizations are excluded from the reporting entity because the State's accountability does not extend beyond appointing a voting majority of the organization's board members. Financial statements are available from the respective organizations.

Wisconsin Health and Educational Facilities Authority – a public body politic and corporate that provides financing for capital expenditures and refinancing of indebtedness for Wisconsin health care and educational institutions.

Bradley Center Sports and Entertainment Corporation – a public body politic and corporate that operates the Bradley Center.

World Dairy Center Authority - an authority created to establish a center for the development of dairying in the United States and the world; to analyze worldwide trends in the dairy industry and recommend actions to be taken by the State; promote dairy cattle, technology, products and services; and develop new markets for dairy and dairy-related products.

Wisconsin Advanced Telecommunications Foundation – organized as a nonstock corporation, administers an endowment fund to support advanced telecommunications technology application projects and efforts to educate telecommunications users about advanced services.

Fox River Navigational System Authority – created under Chapter 237 as a public body corporate and politic to oversee the navigational system on the Fox River after the federal government (the U.S. Army Corps of Engineers) transferred the system to the State.

C. Government-wide and Fund Financial Statements

The *government-wide* financial statements consist of the statement of net assets and the statement of activities.

These statements report information on all activities, except for fiduciary activities, of the primary government and its component units. The statement of net assets and the statement of activities distinguish between the governmental and business-type activities of the State. Governmental activities are generally financed through taxes, intergovernmental revenues and other nonexchange revenues. Business-type activities are generally financed in whole or in part by fees charged to external parties for goods and services. The focus of the government-wide statements is the primary government. A separate column on the statement of net assets and the statement of activities reports activities for all discretely presented component units.

The *fund* financial statements provide detailed information on all governmental, proprietary and fiduciary funds. Separate columns are presented for all major governmental and enterprise funds. Nonmajor governmental and enterprise funds are aggregated and presented as a single column on the respective governmental or proprietary statements. Internal service funds are exempt from the major fund reporting requirements and are aggregated and ultimately reported as a single column on the proprietary statement. Fiduciary funds are also exempt from major fund reporting and are aggregated by fund type and ultimately reported as single columns on the fiduciary statements.

D. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The *government-wid*e statement of net assets and statement of activities, as well as the *proprietary and fiduciary fund* statements, are reported using the economic resources measurement focus and the accrual basis of accounting. With this measurement focus, all assets and liabilities associated with the operation of these funds are included on the balance sheet. Under the accrual basis, revenues are recorded when earned and expenses are recorded when the related liability is incurred.

In the University of Wisconsin System's enterprise fund, revenues and expenses of an academic term that spans two fiscal years are recognized in two years based on a proration of summer session days.

In reporting the financial activity of its enterprise funds and business-type activities, the State applies all applicable GASB pronouncements as well as the following pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure. Further, except for the State Life Insurance Fund, the State has elected not to apply the provisions of relevant pronouncements of FASB issued after November 30, 1989 for its enterprise funds and business-type activities. The State Life Insurance Fund is reported as an insurance enterprise fund and, accordingly, applies the provisions of relevant pronouncements of FASB, including those issued after November 30, 1989.

The Wisconsin Health Care Liability Insurance Plan (Plan) and the State Fair Park Exposition Center, Inc. (the Center) are reported as component units, and in applying GAAP, have elected to apply the provisions of relevant pronouncements of FASB including those issued after November 30, 1989.

The University of Wisconsin Foundation, a discretely presented component unit, prepares its separately issued financial statements on the basis of cash receipts and disbursements. The financial information presented in the State's government-wide financial statements and the accompanying footnote disclosures has been adjusted to an accrual basis in conformity with GAAP. Certain accrual adjustments not reported are not considered material.

Governmental fund financial statements are accounted for using the current financial resources measurement focus. With this measurement focus, only current assets and current liabilities generally are included on the balance sheet. Operating statements of these funds present increases (i.e., revenues and other financing sources) and decreases (i.e., expenditures and other financing uses) in net available financial resources.

Governmental funds are reported on the modified accrual basis of accounting. This basis of accounting recognizes revenues generally when they become measurable and available to pay current reporting period liabilities. For this purpose, the State considers tax revenues to be available if they are collected within 60 days of the end of the current fiscal year end. Other revenues are considered to be available if received within one year after the fiscal year end. Material revenue sources susceptible to accrual include individual and corporate income taxes, sales taxes, public utility taxes, motor fuel taxes and federal revenues.

Expenditures and related liabilities are recognized when obligations are incurred as a result of the receipt of goods and services. However, expenditures related to debt service, compensated absences, and claims and judgments, are recorded only when payment is due.

The State reports the following major funds:

Major Governmental Funds

- *General Fund* - the primary operating fund of the State, accounts for all financial transactions except those required to be accounted for in another fund.

- *Transportation Fund* - accounts for the proceeds from motor fuel taxes, vehicle registrations, licensing fees, and federal and local governments which are used to supply and support safe, efficient and effective transportation in Wisconsin.

Major Enterprise Funds

- *Injured Patients and Families Compensation Fund* – accounts for the program to provide excess medical malpractice insurance for Wisconsin health care providers. The revenues to finance this insurance are primarily derived from assessments against health care providers.

- *Environmental Improvement Fund* – accounts for financial resources generated and used for clean water projects. Federal capitalization grants, interest earnings, revenue bond proceeds, and general obligation bond proceeds are its primary funding sources.

- *University of Wisconsin System Fund* – accounts for the 13 universities, 13 two-year colleges, the University of Wisconsin Extension and System Administration.

- *Unemployment Reserve Fund* – accounts for unemployment contributions made by employers, federal program receipts, benefit payment recoveries and unemployment benefits paid to laid off workers in the State.

In addition, the State reports the following fund types:

Governmental Funds

- *Special Revenue Funds* – account for the proceeds of specific revenue sources (other than for major capital projects) that are legally restricted to expenditure for specified purposes. Examples include the Conservation Fund and the Petroleum Inspection Fund.

- *Debt Service Funds* – account for the accumulation of resources for, and the payment of, general long-term debt principal and interest.

- *Capital Projects Funds* – account for financial resources to be used for the acquisition or construction of major capital facilities (other than those financed by proprietary funds).

- *Permanent Funds* – account for resources that are legally restricted to the extent that only earnings and not principal, may be used for purposes that support the State's programs.

Proprietary Funds

- *Enterprise Funds* – account for the activities for which fees are charged to external users for goods or services. Examples include the Lottery Fund and the Veterans Trust Fund.

- *Internal Service Funds* – account for the operations of State agencies which provide goods or services to other State units or other governments on a cost-reimbursement basis. These services include technology, fleet management, financial, facilities management, and risk management. Additional goods and services are provided by the inmate work experience program, Badger State Industries.

Fiduciary Funds

- *Pension and Other Employee Benefit Trust Funds* – account for the Wisconsin Retirement System as well as other employee benefit programs including accumulated sick leave, employee reimbursement accounts and life insurance.

- *Investment Trust Funds* – account for the local government investment pool managed by the State Treasurer and the Milwaukee Retirement System.

- *Private-purpose Trust Funds* – account for the State-sponsored college savings programs and the BadgerRx for Individuals Fund.

- *Agency Funds* – account for assets held by the State for inmates and residents of state facilities, deposits of bank and insurance companies doing business in the state, assets of liquidated insurance companies to insure payments to claimants, and the collection and disbursement of court-ordered support payments.

Amounts reported as program revenues on the government-wide statement of activities include (a) charges for services – amounts received from customers or applicants who purchase, use or directly benefit from the goods, services or privileges provided by the State; or investment and interest earnings from various loan and insurance funds/component units, (b) program-specific operating grants and contributions, and (c) program-specific capital grants and contributions. General revenues consist of taxes and all other revenues that do not meet the definition of program revenues. Special items, if any, are significant transactions or events within the control of management that are either unusual in nature or infrequent in occurrence.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. This includes all internal service fund activity, as well as, other internal allocations. Exceptions to this general rule are certain charges between various functions of the government, whose elimination would distort the direct costs and program revenues reported for the various functions concerned.

The revenues and expenses shown on the proprietary fund statements are identified as either operating or nonoperating. Operating revenues and expenses generally result from providing goods and services in connection with a proprietary fund's primary mission. The State's enterprise funds are involved in many diverse fields including patient care, insurance programs, loan programs, the University of Wisconsin System, employee benefit plans, and the lottery. The internal service funds provide services and goods to other State agencies and departments.

A significant portion of operating revenues for the proprietary funds are recorded under charges for goods and services. In the case of the State's insurance and loan enterprise funds, investment and interest income is an important component of operating revenue. Operating revenues of the University of Wisconsin include tuition and fees, certain grants and contracts resulting from exchange transactions, and sales and services of educational activities and auxiliary enterprises. In regards to the employee benefit plans, the primary operating revenue source is participant and employer contributions. Operating expenses for the proprietary funds include the costs of sales and services, benefit expenses, administration expenses and depreciation on capital assets. All revenues and expenses not related to a fund's primary purpose are reported as nonoperating.

When both restricted and unrestricted resources are available for use, it is the State's policy to use restricted resources first, then unrestricted resources as they are needed.

E. Assets, Liabilities, and Net Assets/Fund Balances/Fund Equity

1. Cash and Cash Equivalents

Cash balances of most funds are deposited with the Department of Administration where the available balances beyond immediate needs are pooled in the State Investment Fund for short-term investment purposes. Balances pooled are restricted to legally stipulated investments valued consistent with GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. Cash balances not controlled by the Department of Administration may be invested where permitted by statute.

Cash and cash equivalents, reported on the balance sheet and statement of cash flows, include bank accounts, petty cash, cash in transit, short-term investments with an original maturity of three months or less such as certificates of deposit, money market certificates and repurchase agreements and individual funds' shares in the State Investment Fund.

GASB Statement No. 40, *Deposit and Investment Risk Disclosures*, requires disclosure of risks associated with deposit and investment balances and the policies applied to mitigate such risks. Specific disclosures are included in Note 5, Deposits and Investments.

2. Investments

Primary Government

The State may invest in direct obligations of the United States and Canada, securities guaranteed by the United States, certificates of deposit issued by banks in the United States and solvent financial institutions in the State, commercial paper and nonsecured corporate notes and bonds, bankers acceptances, participation agreements, privately placed bonds and mortgages, common and preferred stock and other securities approved by applicable sections of the Wisconsin Statutes, bond resolutions, and various trust indentures (see Note 5 to the financial statements).

Generally, investments of the primary government are reported at fair value consistent with the provisions of GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. Typically, fair value information is determined using quoted market prices. However, when quoted market prices are not available for certain securities, fair values are estimated through techniques such as discounted future cash flows, matrix pricing and multi-tiers.

There are a certain number of securities carried at cost. Certain non-public or closely held stock are carried at cost since no independent quotation is available to price these securities. Further, certain investment agreements are reported on a cost basis because the State cannot readily determine whether these agreements meet the definition of interest-earning investment contracts as defined by GASB Statement No. 31. However, the impact on the financial statements is immaterial.

Under Wisconsin Statutes, the investment earnings of certain Permanent Funds are assigned to other funds. The following table shows the funds earning the investment income and the ultimate recipients of that income:

Fund Generating Investment Income	Fund Receiving Investment Income
Agricultural College	University of Wisconsin System
Normal School	General
University	University of Wisconsin System
Benevolent	General

Component Units

Except for forward delivery agreements, investments of the Badger Tobacco Asset Securitization Corporation, a blended component unit, are reported at fair value. Forward delivery agreements are securities with maturities of one year or less and are reported at cost.

Investments of the Wisconsin Housing and Economic Development Authority (the Authority) are reported at fair value based on quoted market prices. Collateralized and uncollateralized investment agreements are not transferable and are considered nonparticipating contracts. As such, both types of investment agreements are reported at contract value.

Investments of the University of Wisconsin Hospitals and Clinics Authority (the Hospital) in equity securities with readily determinable fair values and all investments in debt securities are reported at fair value based on quoted market prices.

Certain investments of the Wisconsin Health Care Liability Insurance Plan are reported on a cost basis; however, the impact on the financial statements is not material.

Investments of the University of Wisconsin Foundation are primarily reported at fair value.

3. Mortgage and Other Loans

Mortgage loans of the Wisconsin Housing and Economic Development Authority, a component unit, are carried at their unpaid principal balance, less allowance for possible loan losses. Loan origination fees and associated costs are deferred and recognized as income or expenses over the projected life of the loan.

Mortgage loans of the Veterans Mortgage Loan Repayment Fund and the Veterans Trust Fund programs, business-type activities, are stated at the outstanding loan balance with origination fees and associated costs deferred and recognized over a fifteen year period using the straight-line method.

4. Forestation State Tax

The State levies an annual tax of two-tenths of one mill for each dollar of the assessed valuation of the property in the State, as described in Wis. Stat. Sec. 70.58. This tax is levied for the purpose of acquiring, preserving and developing the forests of the state; for forest crop law and county forest law administration and aid payments; and for the acquisition, purchase and development of forests. The proceeds of the tax are paid to the Conservation Fund.

This tax, the only property tax levied by the State, is levied to each county on or before the fourth Monday in August of each year on assessed valuation as of January 1 of that year. The tax is due and payable January 31 or on the due dates established through an installment option permitted under Wis. Stat. Sec. 74.12.

Consistent with the requirements of GASB Interpretation No. 5, *Property Tax Revenue Recognition in Governmental Funds,* collections received July 1 through August 31 that were due but unpaid at June 30 are accrued.

5. Interfund Assets/Liabilities

During the course of operations, numerous transactions occur between individual funds for goods provided or services rendered. The balance sheet classifies these receivables and payables as "Due from Other Funds" or "Due to Other Funds." Short-term interfund loans are classified as "Interfund Receivables" or "Interfund Payables."

Long-term interfund loans are classified as "Advances to Other Funds" and "Advances from Other Funds." Advances to Other Funds, as reported in the governmental fund financial statements, are offset with a fund balance reserve to indicate that they are neither available for appropriation nor expendable available financial resources.

Balances that exist between the primary government and component units are classified as "Due to/from Primary Government" and, correspondingly, "Due to/from Component Units". Further, cash and investments invested by one component unit with another component unit are reported on the statement of net assets as "Cash and Investments with Other Component Units" and "Amounts Held in Trust by Component Units for Other Component Units".

Amounts reported in the funds as interfund assets/liabilities are eliminated in the governmental and business-type columns of the Statement of Net Assets, except for the net residual amount due between governmental and business-type activities which is shown as internal balances.

6. Inventories and Prepaid Items

Inventories of governmental and proprietary funds are valued at cost, which approximates market, using the first-in/first-out, last in/first out, or weighted-average method. The costs of governmental fund-type inventories are recorded as expenditures when purchased rather than when consumed.

Inventories of the University of Wisconsin System held by central stores are valued at average cost, fuels are valued at market, and other inventories held by individual institutional cost centers are valued using a variety of cost flow assumptions that, for each type of inventory, are consistently applied from year to year.

Prepaid items reflect payments for costs applicable to future accounting periods.

The fund balances of governmental funds are reserved for inventories and prepaid items, except in cases where prepaid items are offset by deferred revenues, to indicate that these accounts do not represent expendable available financial resources.

7. Capital Assets

Capital assets, which include property, plant, equipment, land and infrastructure assets (roads, bridges, and buildings considered an ancillary part of roads), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Assets of the primary government, other than infrastructure and land purchased for the construction of infrastructure assets, are capitalized when they have a unit cost of $5,000 or more (except for a collection of library resources that must have a cumulative value equal to or greater than $5.0 million) and a useful life of two or more years. Assets of the discretely presented component units are capitalized when they have a unit cost of $5,000 or more, except for the University of Wisconsin Foundation, which capitalizes assets greater than $2,500, and the State Fair Park Exposition Center, Inc., which capitalizes assets greater than $500.

Purchased or constructed capital assets are valued at cost or estimated historical cost if actual historical cost is not practicably determinable. Donated capital assets are recorded at their fair value at the time received.

The State has elected to report infrastructure assets (roads, bridges and buildings considered an ancillary part of roads) using the modified approach. Under this method infrastructure assets are not required to be depreciated if the State manages its eligible infrastructure assets using an asset management system designed to maintain and preserve its infrastructure assets at a condition level established and disclosed by the State. All infrastructure assets constructed prior to July 1, 2000 have been recorded at estimated historical cost. The estimated historical cost was determined by calculating current cost of a similar asset and deflating that cost through the use of a price-index to the estimated average construction date. Costs, which exclude right of way, are expressed in 2000 dollars and deflated back to the average construction date using the Federal Highway Administration's composite index for federal-aid highway construction. The costs of maintenance and preservation that do not add to the asset's capacity or efficiency are not capitalized. Interest incurred during construction is not capitalized.

Exhaustible capital assets of the primary government and the component units generally are depreciated on the straight-line method over the asset's useful life. Select buildings of the University of Wisconsin System are depreciated using the componentized method over the estimated useful life of the related assets. Depreciation expense is recorded in the government-wide financial statements, as well as the proprietary funds and component units. There is no depreciation recorded for land, construction in process, infrastructure and other capital assets defined as inexhaustible. Generally, estimated useful lives are as follows:

Buildings and improvements	2 - 40 years
Equipment, machinery and furnishings	2 - 40 years

Collections of works of art, historical treasures, and similar assets, which are on public display, used in furtherance of historical education, or involved in advancement of artistic or historical research, are not capitalized unless these collections were already capitalized at June 30, 1999. Collections range from memorabilia on display in the Wisconsin Veterans Museum, the Wisconsin Historical Society Museum and other museums to buildings such as the Villa Louis Mansion and the Fur Trade Museum located at the Villa Louis historical site. In addition, works of art or historical treasures on display in the various State office buildings, as well as statues on display outside the State Capitol, also are not capitalized.

8. Restricted and Limited Use Assets

Governmental fund and proprietary fund assets required to be held and/or used as specified in bond indentures, bond resolutions, trustee agreements, board resolutions, and donor specifications have been reported as Restricted and Limited Use Assets. Likewise, assets of the Wisconsin Housing and Economic Development Authority, the University of Wisconsin Hospitals and Clinics Authority, and the University of Wisconsin Foundation (discretely presented component units) that meet similar criteria have been reported as Restricted and Limited Use Assets. These assets are classified into four categories: Cash and Cash Equivalents, Investments, Cash and Investments with Other Component Units, and Other Restricted Assets.

9. Local Assistance Aids

Municipal and County Shared Revenue Program

Through the Municipal and County Shared Revenue Program, the State distributes general revenues collected from general State tax sources to municipal and county governments to be used for providing local government services. State statutes require that payment to local governments be made during July and November.

At June 30, 2006, the State was liable to various local governments for unpaid shared revenue aid. To measure the amount of the program allocable to the State's fiscal year, the amount is prorated over portions of recipient local governments' calendar fiscal years that are within the State's fiscal year. The result is that a liability of $476.3 million representing one-half of the total appropriated amount is reported at June 30, 2006 as Due to Other Governments.

State Property Tax Credit Program

At June 30, 2006, the State was liable to various taxing jurisdictions for property tax credits paid through the State Property Tax Credit Program. Under the program, payments to local taxing jurisdictions provide property tax relief directly to taxpayers in the form of State credits on individual property tax bills. State statutes require that payment to local taxing jurisdictions be made during July. Although the property tax credit is calculated on the property tax levy for school purposes, the State's July payment is paid to an administering municipality who treats the payment the same as other tax collections and distributes the collections to the various tax levying jurisdictions (e.g., cities; towns; villages; school districts; technical colleges).

The school portion of the property tax credit liability represents the amount of the July payment earned over the school districts' previous fiscal year ended June 30. Since the entire school districts' portion of the July payment occurs within the State's fiscal year, 100 percent of the July payment relating to the school taxing jurisdictions' levy is reported as a liability at June 30, 2006.

The general government portion of the property tax credit liability represents the amount of the July payment prorated over the portion of the local governments' calendar year which is within the State's fiscal year. The result is that 50 percent of the July payment based on the general government taxing jurisdictions' levy is reported as a liability at June 30, 2006.

The aggregated State Property Tax Credit Program liability of $353.4 million is reported in the General Fund as Due to Other Governments.

Lottery Property Tax Credit Program

The Lottery Property Tax Credit provides direct property tax relief to taxpayers in the form of State Credits on property tax bills. Under the program, owners of property used as a primary residence receive a tax credit equal to the school property tax on a portion of the dwelling's value.

The State pays municipal treasurers for lottery credits who distribute the moneys to the various taxing jurisdictions. For credits reducing the calendar year 2006 property tax bills, the State made this payment in March 2006.

The Lottery Tax Credit Program is accounted for in the Lottery Fund, an enterprise fund, that records revenues and expenses on the accrual basis. A portion of the State's March payment distributed to the general government taxing jurisdictions applies to their fiscal year that ends on December 31. Therefore, part of the March distribution represents an expense of the State in Fiscal Year 2006, while the remaining portion represents a prepaid item. The resulting Prepaid Item reported within the Lottery Fund totals $29.6 million at June 30, 2006.

State Aid for Exempt Computers

The Aid for Exempt Computers compensates local governments for tax base lost due to the property tax exemption for computers, software and related equipment. Aid payments are calculated using a procedure that results in an aid amount equal to the amount of taxes that would be paid if the property were taxable. Payments to local governments are made on the first Monday in May.

A portion of the May payment distributed to the general government taxing jurisdictions, Tax Incremental Districts, and special districts applies to their fiscal period ending December 31. Therefore, part of the May distribution represents an expense to the State in Fiscal Year 2006, while the remaining portion represents a prepaid item. The resulting Prepaid Item within the General Fund totals $19.4 million at June 30, 2006.

10. Long-term Debt Obligations

In the government-wide financial statements, and proprietary fund types in the fund financial statements, long-term debt is reported as a liability. Bond premiums and discounts, as well as issuance costs, are deferred and amortized using the effective interest rate method on a prospective basis beginning in Fiscal Year 2002, except for the annual appropriation bonds that are amortized ratably over the life of the obligations to which they relate. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums and discounts on debt issuances are reported as other financing sources and other financing uses, respectively.

Debt issuance costs, as well as bond premiums and discounts, relating to revenue obligations of the Environmental Improvement Fund, an enterprise fund, were deferred and are being amortized using the effective interest rate method.

Debt issuance costs relating to general obligation bonds of the University of Wisconsin System Fund and the Veterans Mortgage Loan Repayment Fund, both enterprise funds, are amortized ratably over the life of the obligations to which they relate. On the government-wide financial statements, bond premiums and discounts, as well as issuance costs, related to the Transportation Revenue Bonds and the Petroleum Inspection Fee Obligation Revenue Bonds (which finance programs in a capital projects fund and a special revenue fund, respectively) are also amortized ratably over the life of the obligations to which they relate. Results from the use of this method do not vary materially from those that would be obtained by use of the effective interest rate method.

Debt issuance costs, and bond premiums and discounts, of the Wisconsin Housing and Economic Development Authority and the University of Wisconsin Hospitals and Clinics Authority, both discretely presented component units, are amortized ratably over the life of the obligations to which they relate.

Debt issuance costs, bond premiums and discounts of the Badger Tobacco Asset Securitization Corporation, a blended component unit, are capitalized and amortized over the lives of the related debt using the interest method.

Debt issuance costs of the State Fair Park Exposition Center, Inc., a component unit, are being amortized using the effective-interest method over the life of the related bonds.

11. Compensated Absences

Consistent with the compensated absences reporting standards of GASB Statement No. 16, *Accounting for Compensated Absences,* an accrual for certain salary-related payments associated with annual leave and an accrual for sick leave is included in the compensated absences liability at year end.

Annual Leave

Full-time employees' annual leave days are credited on January 1 of each calendar year at a minimum of 15 days per year. There is no requirement to use annual leave. However, unused leave is lost unless approval to carry over the unused portion is obtained from the employing agency. Compensatory time accumulates for eligible employees for hours worked in excess of forty hours per week. Each full-time employee is eligible for four and one-half personal holidays each calendar year, provided the employee is in pay status for at least one day in the year. If a holiday occurs on a Saturday, employees receive leave time proportional to their working status to use at their discretion.

The State's compensated absence liability at June 30 consists of accumulated unpaid annual leave, compensatory time, personal holiday hours, and Saturday/legal hours earned and vested during January through June. The liability is reported in the government-wide, proprietary fund types and fiduciary funds.

Sick Leave

Full-time employees earn sick leave at a rate of five hours per pay period. Unused sick leave is accumulated from year to year without limit until termination or retirement. Accumulated sick leave is not paid. However, at employee retirement the accumulated sick leave may be converted to pay for the retiree's health insurance premiums. The State accumulates resources to pay for the expected health insurance premiums of retired employees. The portion of the health insurance obligation funded through the sick leave conversion and accumulated resources are presented in the Accumulated Sick Leave Fund, a pension and other employee benefit trust fund.

12. Deferred Revenue

In the government-wide statements and proprietary fund financial statements deferred revenue represents amounts for which asset recognition criteria have been met, but for which revenue recognition criteria have not been met. Deferred revenues arise when resources are received by the State before it has a legal claim to them, as when grant moneys are received prior to the incurrence of qualifying expenditures. In subsequent periods, when both revenue recognition criteria are met, or when the State has a legal claim to the resources, the liability for deferred revenue is removed and revenue is recognized. In the governmental fund statements revenues are also deferred for amounts that are unearned or unavailable.

Deferred revenues of the University of Wisconsin System consist of payments received but not earned at June 30, 2006, primarily for summer session tuition, tuition and room deposits for the next fall term, advance ticket sales for upcoming intercollegiate athletic events, and amounts received from grant and contract sponsors that have not yet been earned under the terms of the agreement.

13. Self-Insurance

Consistent with the requirements of GASB Statement No. 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues,* the State's risk management activities are reported in an internal service fund, and the claims liabilities associated with that fund are reported therein.

The State's policy is generally not to purchase commercial insurance for the risk of losses to which it is exposed. Instead, State management believes it is more economical to manage its own risks internally. The Risk Management Fund, an internal service fund, is used to pay for losses incurred by any State agency and for administrative costs incurred to manage a state-wide risk management program. These losses include damage to property owned by the agencies, personal injury or property damage liabilities incurred by a State officer, agent or employee, and worker's compensation costs for State employees. A limited amount of insurance is purchased to limit the exposure to catastrophic losses. Annually, a charge is allocated to each agency for its proportionate share of the estimated cost attributable to the program per Wis. Stat. Sec. 16.865(8).

14. Fund Balance Reserves and Restricted Net Assets/Fund Equity

Fund Balance Reserves

Reservations of fund balances of governmental funds represent amounts that are not available for appropriation. Examples of fund balance reservations include reserves for encumbrances, inventories and prepaid items.

Restricted Net Assets/Fund Equity

Restricted Net Assets (presented in the government-wide statement of net assets) and Restricted Fund Equity (presented in the balance sheet of proprietary funds) are reported when constraints placed on net assets or fund equity use are either (1) externally imposed by creditors (such as through debt covenants), grantors, contributors, or laws or regulations of other governments, or (2) imposed by law through constitutional provisions or enabling legislation. Enabling legislation authorizes the government to assess, levy, charge, or otherwise mandate payment of resources (from external resource providers) and includes a legally enforceable requirement that those resources be used only for the specific purposes stipulated in the legislation. Unrestricted net assets or fund equity may be used at the State's discretion but often have limitations on use based on State statutes.

NOTE 2. DETAILED RECONCILIATION OF THE GOVERNMENT-WIDE AND FUND STATEMENTS

A. Explanation of Differences Between the Balance Sheet – Governmental Funds and the Statement of Net Assets

During the year ended June 30, 2006, the following adjustments and reclassifications were necessary to reconcile the information from the fund-based Balance Sheet – Governmental Funds to the amounts presented in the governmental section of the Statement of Net Assets (in thousands). The differences result primarily from the long-term economic focus of the Statement of Net Assets compared to the current financial focus of the Balance Sheet – Governmental Funds.

	Total Governmental Funds	Long-term Assets and Liabilities (1)	Internal Service Funds (2)	Reclassifications and Eliminations (3)	Total Amount for Statement of Net Assets
Assets:					
Cash and Cash Equivalents	$ 784,611	$ -	$ 26,717	$ -	$ 811,327
Investments	127,508	-	-	-	127,508
Receivables (net of allowance):					
Taxes	1,254,403	-	-	(1,254,403)	-
Loans to Local Governments	502,789	-	-	(502,789)	-
Other Loans Receivable	24,722	-	-	(24,722)	-
Other Receivables	261,991	3,722	548	2,624,928	2,891,189
Due from Other Funds	426,642	-	28,655	(455,297)	-
Due from Component Units	2,075	-	-	(2,075)	-
Due from Other Governments	803,396	-	-	(803,396)	-
Internal Balances	-	-	(9,181)	115,958	106,777
Inventories	31,863	3,680	6,239	-	41,782
Prepaid Items	328,965	-	651	-	329,615
Advances to Other Funds	200	-	-	(200)	-
Restricted Assets:					
Cash and Cash Equivalents	348,573	-	-	-	348,573
Investments	218,602	-	-	-	218,602
Other Restricted Assets	651	-	-	-	651
Deferred Charges	-	89,176	900	-	90,076
Depreciable Capital Assets	-	1,170,818	279,769	-	1,450,588
Infrastructure	-	10,727,018	-	-	10,727,018
Other Non-depreciable Capital Assets	-	2,802,417	27,017	-	2,829,435
Other Assets	60,046	-	-	-	60,046
Total Assets	$ 5,177,037	$ 14,796,831	$ 361,315	$ (301,996)	$ 20,033,187
Liabilities:					
Accounts Payable and Other Accrued Liabilities	$ 934,821	$ -	$ 14,050	$ 454,173	$ 1,403,044
Due to Other Funds	318,253	-	31,400	(349,653)	-
Interfund Payables	403,627	-	-	(403,627)	-
Due to Other Governments	1,699,745	-	-	-	1,699,745
Tax Refunds Payable	1,079,279	-	-	-	1,079,279
Tax and Other Deposits	39,100	-	-	-	39,100
Deferred Revenue/Unearned Revenue	776,691	(374,583)	-	-	402,107
Interest Payable	40,629	88,977	-	-	129,605
Advances from Other Funds	2,889	-	-	(2,889)	-
Short-term Notes Payable	721,600	-	22,337	-	743,937
Long-term Liabilities:					
Current Portion	129,300	366,784	40,657	-	536,741
Noncurrent Portion	-	8,490,828	237,944	-	8,728,772
Total Liabilities	6,145,934	8,572,006	346,388	(301,996)	14,762,332
Fund Balances/Net Assets	(968,897)	6,224,826	14,926	-	5,270,855
Total Liabilities and Fund Balances/Net Assets	$ 5,177,037	$ 14,796,831	$ 361,315	$ (301,996)	$ 20,033,187

(1) Long-term asset and liability differences arise because governmental funds focus only on short-term financing (that is, resources that will be available to pay for current period expenditures). In contrast, the Statement of Net Assets has a long-term economic focus and reports on all capital and financial resources.
(2) The adjustment for internal service funds reflects the reclassification of these funds for the government-wide statement. The assets and liabilities of these funds are reported as proprietary activities on the fund statements, but are included as governmental activities on the Statement of Net Assets
(3) Various reclassifications are necessary due to the differing level of detail needed on each of the statements. Eliminations are done on the Statement of Net Assets to minimize the grossing-up effect on assets and liabilities within the governmental and business-type activities columns of the primary government. The net residual amounts due between governmental and business-type activities are shown as internal balances.

B. Explanation of Differences Between the Statement of Revenues, Expenditures, and Changes in Fund Balances – Governmental Funds and the Statement of Activities

During the year ended June 30, 2006, the following adjustments and reclassifications were necessary to reconcile the information from the fund-based Statement of Revenues, Expenditures, and Changes in Fund Balances – Governmental Funds to the amounts presented in the governmental section of the Statement of Activities (in thousands). The differences result primarily from the long-term economic focus of the Statement of Activities compared to the current financial focus of the Statement of Revenues, Expenditures, Changes in Fund Balance – Governmental Funds.

	Total Governmental Funds	Long-term Revenues and Expenses (1)	Capital-Related Items (2)
Revenues:			
Taxes	$ 13,170,610	$ -	$ -
Income Taxes	-	1,663	-
Sales & Excise Taxes	-	(10,646)	-
Public Utility Taxes	-	-	-
Other Taxes	-	228	-
Motor Fuel (Transportation) Taxes	-	215	-
Other Dedicated Taxes	-	641	-
Intergovernmental	6,230,782	-	-
Operating Grants	-	-	575
Capital Grants	-	-	3,163
Licenses and Permits	1,123,956	-	-
Charges for Goods and Services	361,804	1,667	-
Investment and Interest Income	103,482	-	-
Fines and Forfeitures/Contributions to Permanent Fund	72,263	-	-
Gifts and Donations	18,687	-	-
Other Revenues:		(7,318)	(4,112)
Tobacco Settlement	121,227	-	-
Other	274,820	-	-
Total Revenues	21,477,631	(13,550)	(374)
Expenditures/Expenses:			
Current Operating:			
Commerce	270,530	402	1,501
Education	6,245,252	249	3,831
Transportation	1,672,697	1,588	97,196
Environmental Resources	462,841	(1,348)	8,653
Human Relations and Resources	8,375,997	(1,137)	47,077
General Executive	549,582	3,839	5,750
Judicial	111,495	8	3,104
Legislative	60,169	(431)	223
Tax Relief and Other General Expenditures	857,113	-	-
Intergovernmental - Shared Revenue	1,016,718	-	-
Debt Service:			
Principal	426,357	-	-
Interest and Other Charges	482,815	1,141	-
Capital Outlay	787,998	-	(787,998)
Total Expenditures/Expenses	21,319,565	4,312	(620,663)
Excess of Revenues Over (Under) Expenditures/Expenses	158,066	(17,862)	620,290
Other Financing Sources (Uses):			
Net Transfers	(1,012,392)	376	66
Long-term Debt Issued	761,326	-	-
Premium/Discount on Bonds	44,896	-	-
Payments to Refunding Bond Escrow Agent	(93,592)	-	-
Capital Lease Acquisitions	5,985	(5,985)	-
Installment Purchase Acquisitions	2,457	(2,457)	-
Total Other Financing Sources (Uses)	(291,319)	(8,066)	66
Net Change in Fund Balance	(133,253)	$ (25,928)	$ 620,356
Change in Reserve for Inventories	(4,187)		
Net Change for the Year	$ (137,440)		

(1) Long-term revenue differences arise because governmental funds report revenues only when they are considered "available," while government-wide statements report revenues when earned. Long-term expense differences arise because governmental funds report operating expenses (including interest) using the modified accrual basis of accounting, while government-wide statements report using the accrual basis of accounting.

(2) Capital-related adjustments consist of the difference between proceeds for the sales of capital assets and the gain or loss from the sales of capital assets, and from the difference between capital outlay expenditures recorded in the governmental funds and depreciation expense recorded in the government-wide statements.

(3) The adjustment for internal service funds reflects the elimination of these funds from the government-wide statement, which is accomplished by charging/refunding additional amounts to participating governmental activities to completely offset the internal service funds' cost for the year.

Internal Service Funds (3)	Long-term Debt Transactions (4)	Eliminations (5)	Revenue/Expense Reclassifications (6)	Total Amount for Statement of Activities
$ -	$ -	$ -	$ (13,170,610)	$ -
-	-	-	6,865,358	6,867,020
-	-	-	4,500,308	4,489,663
-	-	-	250,088	250,088
-	-	-	355,496	355,724
-	-	-	990,473	990,688
-	-	-	208,887	209,528
-	-	-	(6,230,782)	-
-	-	40,118	5,682,833	5,723,527
-	-	-	597,518	600,681
-	-	-	(1,123,956)	-
3,395	-	(22,803)	1,174,573	1,518,636
44	-	-	(30,883)	72,643
-	-	-	(50,617)	21,646
-	-	-	(18,687)	-
-	-	(911)	396,051	383,710
-	-	-	(121,227)	-
-	-	-	(274,820)	-
3,438	-	16,404	4	21,483,553
(762)	-	(4,413)	(64)	267,195
(321)	-	21,109	98	6,270,218
(1,452)	252	-	3,880	1,774,161
(1,788)	284	(1,952)	307	466,997
(4,809)	1,192	19,009	(627)	8,436,702
426	-	(17,349)	56	542,303
(159)	405	-	-	114,853
(86)	63	-	-	59,938
(2)	1,087	-	(333)	857,866
-	-	-	-	1,016,718
-	(426,357)	-	-	-
8,992	(16,353)	-	870	477,465
-	-	-	-	-
39	(439,426)	16,404	4,187	20,284,418
3,399	439,426	-	(4,183)	1,199,136
(10,942)	-	-	(4)	(1,022,896)
-	(761,326)	-	-	-
-	(44,896)	-	-	-
-	93,592	-	-	-
-	-	-	-	-
-	-	-	-	-
(10,942)	(712,631)	-	(4)	(1,022,896)
$ (7,543)	$ (273,205)	$ 0	(4,187)	176,239
			4,187	-
			$ 0	$ 176,239

(4) Long-term debt transaction differences consist of bond proceeds and principal repayments reported as other financing sources and expenditures in governmental funds, but as increases and decreases in liabilities in the government-wide statements.

(5) Intra-entity activity within the same function is eliminated to remove the grossing up of both direct expenses and program revenues within that category.

(6) Revenue and expense reclassifications are necessary due to the differing level of detail needed on each of the statements. In addition, the Statement of Activities focuses on program revenue, which has been redefined from the traditional revenue source categories.

NOTE 3. BUDGETARY CONTROL

The legal level of budgetary control for Wisconsin is at the function, agency, program, appropriation-level. Supplemental appropriations require the approval of the Joint Finance Committee of the Legislature. Routine adjustments, such as pay plan supplements and rent increases, are distributed by the Division of Executive Budget and Finance from non-agency specific appropriations authorized by the Legislature. Various supplemental appropriations were approved during the year and have been incorporated into the budget figures.

The budgetary comparison schedule and related disclosures for the General and Transportation funds are reported as Required Supplementary Information. This schedule presents the original budget, the final budget and actual data of the current period. The related disclosures describe the budgetary practices of the State, as well as, provide a detailed reconciliation between the General and Transportation funds' equity balance on the budgetary basis compared to the GAAP basis as shown on the governmental fund statements.

NOTE 4. DEFICIT FUND BALANCE/FUND EQUITY AND RESTRICTED NET ASSETS

A. Deficit Fund Balance/Fund Equity

In addition to the General Fund, funds reporting a deficit fund balance, fund equity, or net assets position at June 30, 2006 are (in thousands):

Special Revenue:		
Medical Assistance Trust	$	25,648
Petroleum Inspection		142,853
VendorNet		2,889
Capital Projects:		
Capital Improvement		319,102
Transportation Revenue Bonds		97,838
Enterprise:		
Northern Developmental Disabilities Center		829
Duty Disability		118,987
Internal Service:		
Fleet Services		331
Risk Management		91,702
Pension and Other Employee Benefit Trust:		
Life Insurance		199

B. Restricted Net Assets

GASB Statement No. 46, *Net Assets Restricted by Enabling Legislation*, which amends GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments,* provides guidance in determining when net assets have been restricted to a particular use by the passage of enabling legislation and how those net assets should be reported in financial statements when there are changes in the circumstances surrounding such legislation. Net assets restricted (1) by external parties or for constitutional purposes or (2) by enabling legislation were as follows on June 30, 2006 (in thousands):

Governmental Activities:		
Net Assets Restricted by External Parties or for Consitutional Purposes	$	1,164,801
Net Assets Restricted by Enabling Legislation		53,204
Business-type Activities:		
Net Assets Restricted by External Parties or for Consitutional Purposes		2,891,331
Net Assets Restricted by Enabling Legislation		445,452

NOTE 5. DEPOSITS AND INVESTMENTS

The State maintains a short-term investment "pool", the State Investment Fund, for the State, its agencies and departments, and certain other public institutions which elect to participate. The investment "pool" is managed by the State of Wisconsin Investment Board (the Board) which is further authorized to carry out investment activities for certain enterprise, trust and agency funds. A small number of State agencies and the University of Wisconsin System also carry out investment activities separate from the Board.

A. Deposits

Deposits include cash and cash equivalents on deposit in banks or other financial institutions, and nonnegotiable certificates of deposit. The majority of the State's deposits are under the control of the Department of Administration. The Department of Administration maintains multiple accounts with an agreement with the bank that allows an overdraft in one account if the overdraft is offset by balances in other accounts.

Custodial credit risk is the risk that in the event of a bank failure, the government's deposits may not be returned to it. The State's policy regarding custodial credit risk is detailed in Chapter 34 of the State Statutes. In brief, any federal or state bank, credit union or savings bank may be designated a public depository. A surety bond may be required. The State's insured deposits are covered by the Federal Deposit Insurance Corporation (FDIC) and an appropriation for losses on public deposits. In the event of loss, the division of banking makes payments up to $400,000 per depositor for the excess of the payments made by the Federal Deposit Insurance Corporation or the Wisconsin Credit Union Savings Insurance Corporation. Payments are made, until the funds available in the appropriation are exhausted, in the order in which satisfactory proofs of loss are received by the State's Department of Financial Institutions.

1. Primary Government

As of June 30, 2006, $327.8 million of the primary government's bank balance of $337.3 million (excluding a bank overdraft of $13.8 million in one bank account that is covered by compensating balances in other accounts) was exposed to custodial credit risk as follows (in millions):

Uninsured and uncollateralized	$	327.8

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of a deposit. Deposits in foreign currency at June 30, 2006 are immaterial. The primary government does not have a formal policy specifically related to foreign currency risk.

The State’s Unemployment Reserve Fund had $764.6 million on deposit with the U.S. Treasury. This amount is presented as Cash and Cash Equivalents and is not included in the carrying amount of deposits nor is it categorized according to risk because it is neither a deposit with a financial institution nor an investment.

2. Component Units

The bank balance of deposits of the Wisconsin Housing and Economic Development Authority at June 30, 2006, the Wisconsin Health Care Liability Insurance Plan at December 31, 2005, the University of Wisconsin Hospitals and Clinics Authority at June 30, 2006, the University of Wisconsin Foundation at December 31, 2005, and the State Fair Park Exposition Center, Inc. at December 31, 2005 was $69.6 million.

As of their fiscal year end, $68.0 million of the component units' bank balance of $69.6 million was exposed to custodial credit risk as follows (in millions):

Uninsured and uncollateralized	$	68.0

B. Investments

1. Primary Government

Wisconsin Statutes, program policy provisions, appropriate governing boards, and general resolutions contained in revenue bond indenture documents define the types of securities authorized as appropriate investments and the conditions for making investment transactions.

Investments of the State are managed by various portfolios. For disclosure purposes, the following investment portfolios are discussed separately:

- Primary government, excluding the University of Wisconsin System, the Wisconsin Retirement System and the State Investment Fund. The primary government portfolios include various funds managed by the State of Wisconsin Investment Board consisting of the following:
  -- Local Government Property Insurance Fund (LGPIF)
  -- State Life Insurance Fund (SLF)
  -- Injured Patients and Families Compensation Fund (IPFCF)
  -- Historical Society Trust Fund
  -- Tuition Trust Fund
- University of Wisconsin System (UWS)
- Wisconsin Retirement System (WRS)
- State Investment Fund (SIF) -- functions as the State's cash management fund by "pooling" the idle cash balances of all State funds and other public institutions. Investments of the SIF are discussed in section B 3 of this note disclosure.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF))*

For the primary government, except for the various funds discussed later, permitted investments include: direct general obligations of the United States of America and obligations (including obligations of any federal agency or corporation) for which the payment of the principal and interest are unconditionally guaranteed by the full faith and credit of the United States; bonds or other obligations of any state or the United States or America or of any agency, instrumentality or local governmental unit of any such state including the State of Wisconsin; bonds, debentures, participation certificates, notes or similar evidences of indebtedness of any of the Federal Financing Bank, Federal Home Loan Bank System, Federal Farm Credit Bank, Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Resolution Funding Corporation, Government National Mortgage Association, Student Loan Marketing Association or Tennessee Valley Authority; public housing bonds issued by public agencies or municipalities; commercial paper; interest-bearing time deposits, certificates of deposit or other similar banking arrangements; shares of a diversified open-end management investment company; repurchase agreements; common and preferred stock; bankers acceptances; corporate commercial paper; bonds issued by a local district created under Wisconsin Act 229; and investment agreements with a bank, bank holding company, insurance company or other financial institution.

The State of Wisconsin Investment Board (the Board) has exclusive control over the investments of the Local Government Property Insurance Fund (LGPIF), the State Life Insurance Fund (SLF), the Injured Patients and Families Compensation Fund (IPFCF), the Historical Society Trust Fund, and the Tuition Trust Fund, which are collectively known as the "various funds".

Wisconsin Statutes allows investments of the LGPIF in direct obligations of the United States and Canada, securities guaranteed by the United States, unsecured notes of financial and industrial issuers, Yankee/Euro dollar issues, and certificates of deposit issued by banks in the United States, and solvent financial institutions in this State.

Permitted classes of investments of the SLF and the IPFCF include bonds of government units or of private corporations, loans secured by mortgages, preferred or common stocks, real property and other investments not specifically prohibited by statutes.

Funds available for the Historical Society Trust Fund are authorized to be invested in every kind of property, real, personal or mixed, and every kind of investment specifically including but not limited to preferred or common stocks, and shares of investment companies and investment trusts.

The Board is directed to invest moneys held in the Tuition Trust Fund in investments with maturities and liquidity that are appropriate for the needs of the fund as reported by the State Treasurer.

University of Wisconsin System (UWS)

The University of Wisconsin System (UWS) investment policies and guidelines are governed and authorized by the Board of Regents. The current approved asset allocation policy for long-term funds sets a general target of 30 percent marketable equities, 14 percent fixed income, 31 percent alternatives, and 25 percent tactical strategies. The approved asset allocation for intermediate term funds is 100 percent intermediate maturity, investment-grade fixed income.

Wisconsin Retirement System (WRS)

All assets of the WRS are invested by the State of Wisconsin Investment Board (the Board). The WRS consists of shares in the core retirement trust fund and the variable retirement trust fund.

The investments of the core retirement trust fund consist of a highly diversified portfolio of securities. Wis. Stat. Sec. 25.17(3)(a) allows investments in loans, securities and any other investments as authorized by Wis. Stat. Sec. 620.22. Permitted classes of investments include bonds of governmental units or of private corporations, loans secured by mortgages, preferred or common stock, real property and other investments not specifically prohibited by statute.

Investments of the variable retirement trust fund are authorized under Wis. Stat. Sec. 25.14 and 25.17. Wis. Stat. Sec. 25.17(5) states assets of the variable retirement trust fund shall be invested primarily in equity securities which shall include common stocks, real estate or other recognized forms of equities whether or not subject to indebtedness, including securities convertible into common stocks and securities of corporations in the venture capital stage. The variable retirement trust fund consists primarily of common stock and bonds convertible into common stock, although, because of existing conditions in the securities market, there may temporarily be other types of investments.

Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a failure of the counterparty, the State will not be able to recover the value of the investment or collateral securities that are in the possession of an outside party.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF))*

At June 30, 2006, the reported amount of investments of the primary government, including the various funds, was $3,806.7 million, of which $315.3 million is reported as cash equivalents and $360.1 million is reported as "Other Assets". The primary government, including the various funds, does not have an investment policy specifically for custodial credit risk, however, at June 30, 2006, the primary government had no custodial credit risk exposure for these investments.

University of Wisconsin System (UWS)

At June 30, 2006, the UWS reported investments of $367.2 million, of which $59.0 million is reported as cash equivalents. No custodial credit risk exposure existed for these investments.

Wisconsin Retirement System (WRS)

At June 30, 2006, the WRS investments were $75,144.2 million. The WRS does not have a formal policy for custodial credit risk. As of June 30, 2006, the WRS held 13 tri-party repurchase agreements totaling $894.2 million. The securities lending collateral account and cash management account participate in repurchase agreement pools, purchasing only a portion of a repurchase agreement in which the manager of these accounts is the buyer-lender. Since the manager that purchased the repurchase agreements is the counterparty, the securities are not held in the WRS's name. They are held in the counterparty's name and held by the counterparty's agent.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the fair value of an investment.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF))*

Although the primary government, except for the various funds discussed later, does not have a formal policy on limiting the exposure to changes in interest rates, it is the primary government's policy to comply with the provisions contained within the general resolutions of revenue bond indentures and other program policy investment criteria. For example, the Lottery Fund acquires investments with maturity dates that significantly coincide with scheduled payment dates of prize annuities. Investments are held to maturity unless an annuitant requests premature termination of an annuity, then any loss or gain due to market fluctuations are passed through to the redeeming annuitant. Therefore, the Lottery Fund has minimal interest rate risk exposure. Further, as a means of limiting its exposure to interest rate risks, certain funds are required to limit at least half of the fund's investment portfolio to maturities of less than one year.

The following table provides information about the interest rate risks associated with the primary government's investments, except those of the various funds. The investments include certain short-term cash equivalents, and various long-term items. At June 30, 2006, the primary government's investments were (in millions):

Primary Government (excluding Badger Tobacco Securitization Corporation, the various funds, UWS, WRS and SIF)

Investment Type	Investment Maturities Less Than 1 Year	1 to 5 Years	6 to 10 years	More Than 10 Years	Fair Value
U.S. Government and U.S. agency holdings	$ 61.9	$ 67.7	$ 24.8	$ 19.3	$ 173.9
State and municipal bonds and notes	2.3	93.0	32.4	112.4	240.1
Corporate bonds and notes	6.4	10.1	.1	--	16.6
Asset backed securities	--	5.0	1.7	3.9	10.6
Repurchase agreements	7.6	--	--	--	7.6
Forward delivery agreements	29.8	--	--	--	29.8
Guaranteed investment contracts	28.1	--	--	--	28.1
Mortgage backed securities	--	--	3.5	19.0	22.5
Money market funds	159.7	--	--	--	159.7
Mutual funds – open ended	39.2	282.1	130.1	--	451.4
Mutual funds – closed	.1	--	--	--	.1
Total	$ 335.2	$ 458.0	$ 192.5	$ 154.7	$ 1,140.4

As of May 31, 2006, the Badger Tobacco Asset Securitization Corporation's investments were as follows:

Investment	Fair Value	Weighted Average Maturity (Years)
JPM Prime Moneymarket Fd 829 Inst	$ 101.3	0.04
U.S. Treasury Note	22.7	0.04
Governor & Co of Bank I	7.8	0.01
CRC Funding LLC	68.6	0.13
Gotham Funding Corp.	0.3	0.00
Gampian Funding LTD/LLC	60.5	0.10
Federated Tax-free Obligations Fund 15	0.8	0.01
Total Fair Value	$ 262.0	
Portfolio weighted average maturity		0.33

The various funds, which are managed by the Board, use the duration method to identify and manage interest rate risk. Three of the various funds have investment guidelines relating to interest rate risk. The LGPIF guidelines provide that a bond's maturity must not exceed ten years. The SLF guidelines provide the portfolio weighted average maturity, including cash, shall be a minimum of ten years. The IPFCF guidelines provide that the average duration of the aggregate bond portfolio shall be less than ten years.

As of June 30, 2006, the various funds had interest rate risk statistics as detailed below (in millions):

Various Funds
Duration for Fixed Income Securities (in years)

	LGPIF		SLF		IPFCF		Historical Society		Tuition Trust	
	Fair Value	Duration	Fair Value	Duration	Fair Value	Duration	Fair Value	Duration	Fair Value	Duration
Government/ Agency	$ 4.0	0.42	$ 33.6	10.41	$ 241.1	4.81	$ --	--	$ 8.1	4.94
Corporate	--	--	42.3	9.15	339.4	5.04	--	--	1.6	4.08
Bond Funds	--	--	--	--	--	--	2.6	4.98	--	--
Total/Average	$ 4.0	0.42	$ 75.9	9.71	$ 580.5	4.94	$ 2.6	4.98	$ 9.7	4.80

University of Wisconsin System (UWS)

The UWS uses the option adjusted duration method to analyze interest rate risk. The UWS's investment guidelines mandate that individual fixed income manager portfolios must maintain an effective modified duration within one year of the effective modified duration of the index. As of June 30, 2006, all investment managers were in compliance with the effective modified duration guideline.

As of June 30, 2006, the UWS had interest rate risk statistics as detailed below (in millions):

UWS

Fixed Income Sector	Fair Value	Option Adjusted Duration
Corporate and other credit	$ 13.2	3.60
U.S. Government mortgages	18.8	3.30
Government	11.9	4.66
Other	6.0	0.08
Commercial mortgage backed securities	4.4	2.51
Collateralized mortgage obligations: U. S. Agencies	4.9	2.96
U.S. private placements	2.6	3.31
Asset backed securities	.6	4.31
Treasury	20.9	0.07
Collateralized mortgage obligations: Corporate	.5	2.76
Treasury inflation protected securities	12.7	5.63
Total	$ 96.5	

As of June 30, 2006, the University of Wisconsin System's Long Term Fund had an aggregated modified duration of 3.18 while the Lehman Aggregate benchmark had an aggregated modified duration of 4.82. As of June 30, 2006, the University of Wisconsin System's Intermediate Term Fund had an aggregated modified duration of 3.31 while the Lehman Government/Credit Intermediate benchmark had an aggregated modified duration of 3.68.

Wisconsin Retirement System (WRS)

Generally, analysis of long or intermediate term portfolios' interest rate risk is performed using various duration calculations. Modified duration, which is stated in years, is the measure of price sensitivity of a fixed income security to an interest rate change of 100 basis points. The calculation is based on the weighted average of present values for all cash flows. Some pooled investments are analyzed using an option adjusted duration calculation which is similar to the modified duration method. Option adjusted duration incorporates the duration shortening effect of any embedded call provisions in the securities.

On the other hand, short term portfolios use the weighted average maturity to analyze interest rate risk. Weighted average maturity is the maturity of each position in a portfolio weighted by the dollar value of the position to compute an average maturity for the portfolio as a whole. This measure indicates a portfolio's sensitivity to interest rate changes: a longer average weighted maturity implies greater volatility in response to interest rate changes. SWIB's investment guidelines related to interest rate risk vary by portfolio. Some fixed income portfolios are required to be managed within a range of a targeted duration, while others are required to maintain a weighted average maturity at or below a specified number of days or years.

Interest rate risk exposure as of June 30, 2006, stated in terms of modified duration, is presented below (in millions):

WRS

Investment Type	Fair Value	Modified Duration (Years)
Asset backed securities	$ 161.1	3.27
Asset backed securities	4.7	N/A
Certificates of deposit	451.1	0.43
Certificates of deposit	10.0	N/A
Commercial paper	11.5	N/A
Commercial paper	1,997.4	0.11
Corporate bonds	1.8	N/A
Corporate bonds	3,340.9	3.61
Municipalities	4.0	9.6
Government agency	697.1	3.15
Mortgages	344.1	2.64
Private placements	616.9	3.73
Private placements	.5	N/A
Repurchase agreements	894.2	0.01
Sovereign debt	3,373.4	5.48
Sovereign debt	5.8	N/A
U.S. Treasury securities	3,765.4	7.78
Pooled Investments	11,479.3	See below *
Total	$27,159.2	

*** Breakdown of Pooled Investment**

Pooled Investment	Fair Value	
Short term investment funds	$ 1,379.9	30 weighted average days
Emerging market fixed income	407.6	6.69 modified duration (years)
Global fixed Income	1,104.2	5.76 option adjusted duration (years)
Domestic fixed income	8,587.6	4.76 option adjusted duration (years)
	$11,479.3	

Credit Quality Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF)*

The primary government, except for the various funds discussed later, follows Wisconsin Statutes, program policy provisions, appropriate governing boards, and general resolutions contained in revenue bond indenture documents limits investments in public housing bonds issued by public agencies or municipalities, the State of Wisconsin, interest-bearing time deposits, certificates of deposit or other similar banking arrangement, shares of a diversified open-end management investment company repurchase agreements and investment agreements to a rating no lower than the rating assigned to the bonds. Investments in all other permitted debt securities are required to bear the highest rating available from each nationally recognized rating agency.

The various funds' (except for the Tuition Trust Fund) investment guidelines provide that issues be rated "A-" or better at the time of purchase based on the minimum credit ratings as issued by nationally recognized rating agencies. The Tuition Trust Fund guidelines do not specifically list a minimum credit quality.

As of June 30, 2006, the above mentioned investments for the primary government including the various funds, were rated by Standard and Poor's, Moody's Investors Service, and Fitch Ratings and the ratings are presented below using the Standard and Poor's rating scale (in millions):

Primary Government
(excluding the UWS, WRS and SIF)

Credit Quality Ratings	Fair Value
U.S. Treasury	$ 219.4
AAA	552.4
AA	489.4
A	201.5
BBB	83.6
BB	4.9
B	8.9
CCC	4.6
Not Rated	356.9
Total	$ 1,921.6

University of Wisconsin System (UWS)

The UWS's investment guidelines prohibit security transactions that involve a counterparty rated below AA by Standard & Poor's and/or Aa by Moody's. In addition, all securities in that individual manager's portfolio must have a minimum quality rating of investment grade of BBB- by Standard & Poor's and/or Baa3 by Moody's with an average portfolio quality of at least AA as rated by Standard & Poor's and/or Aa by Moody's. The UWS held a Hilton Hotels Corporation security, as of June 30, 2006, in violation of the restriction. The security, rated BB by Standard & Poor's, was sold in September 2006 in the amount of $.1 million.

The following schedule displays the lowest credit rating available as rated by several nationally recognized statistical rating organizations on debt securities held as of June 30, 2006. Obligations of the Untied States and obligations explicitly guaranteed by the U.S. government have been included in the AAA rating below although they are considered to be without credit risk.

UWS

Ratings	Fair Value
AAA	$ 77.0
AA+	.2
AA	.6
AA-	1.5
A+	2.5
A	1.5
A-	2.6
BBB+	1.2
BBB	1.5
BBB-	1.7
BB	.1
No rating	.1
Unrated Pooled Cash	38.1
Total	$ 128.6

Wisconsin Retirement System (WRS)

With the exception of derivative instrument credit risk, there are no fund-wide or system-wide investment guidelines related to credit risk exposures for investments of the WRS. Fixed income credit risk investment guidelines spell out the minimum ratings at the time of purchase by individual portfolios or groups of portfolios based on the portfolios' investment objectives. In addition, some fixed income portfolios are required to carry a minimum weighted average rating at all times.

The following schedule displays the lowest credit rating available as rated by several nationally recognized statistical rating organizations on debt securities held as of June 30, 2006 (in millions). Obligations of the United States and obligations explicitly guaranteed by the U.S. government have been included in the AAA rating below although they are considered to be without credit risk.

WRS

Ratings	Fair Value
P-1	$ 2,428.0
AAA	11,017.7
AA	2,492.6
A	5,811.6
BBB	657.8
BB	539.1
B	338.3
CCC	81.1
CC	1.1
D	10.6
Not rated	3,781.3
Total	$ 27,159.2

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF)*

Although the primary government, except for the various funds discussed later, does not have a formal policy on limiting the exposure to concentrations of credit risk, it is the primary government's policy to comply with the provisions contained within the general resolutions of revenue bond indentures and other program policy investment criteria. For example, the College Savings program's exposure to a particular industry is limited to no more than double that industry's percentage in the ML All Corporate Index (COAO).

The primary government's, except for the various funds, largest concentration by a single issuer is the State of Wisconsin Global Certificates with 4.7 percent of investments.

With the exception of the Tuition Trust Fund, the various funds investment guidelines limit concentrations of credit risk by establishing maximum issuer and/or sector exposure limits. Generally, the guidelines provide that no single issuer may exceed 5 percent of the fund investments, with the exception of U.S. Government and its agencies, which may be unlimited. The LGPIF further limits mortgage-backed, asset-backed and individual corporate issuers to 3 percent of the market value of the fund investments.

As of June 30, 2006, none of the various funds had more than five percent of their total investments in a single issuer.

University of Wisconsin System (UWS)

The UWS's investment guidelines prohibit more than 7 percent of the fund be invested in the securities of any one issuer, unless the issue is U.S. Government guaranteed, or an issue of an agency of the U.S. government. The UWS's largest concentration by issuer is Citigroup/Citibank with .4 percent of total trust fund assets.

Wisconsin Retirement System (WRS)

For investments of the WRS, concentration of credit risk is limited by establishing investment guidelines for individual portfolios or groups of portfolios that generally restrict issuer concentrations in any one company or Rule 144A securities below 5 percent of assets.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment.

Primary Government *(excluding the University of Wisconsin System (UWS), the Wisconsin Retirement System (WRS), and the State Investment Fund (SIF)*

The primary government, except for the various funds discussed later, does not have a formal policy to limit foreign currency risk, however, certain funds such as the Environmental Improvement Fund are not permitted to invest in foreign currency based on provisions contained in its bond indenture general resolution.

At June 30, 2006, the primary government, except for the various funds, did not own any issues denominated in a foreign currency.

The various fund's investment guidelines do not specifically address foreign currency risk with the exception that SLF only allows investments in U.S. dollar denominated instruments. As of June 30, 2006, the various funds did not own any issues denominated in a foreign currency.

University of Wisconsin System (UWS)

As of June 30, 2006, the UWS held equity securities denominated in foreign currencies within pooled investment vehicles only, with market values totaling $87.9 million. Some of the trades for such foreign positions will not settle in foreign currencies until after the fiscal year end. Foreign currency forward exchange contracts are often used to manage the risk related to fluctuations in currency exchange rates between the time of purchase or sale and the actual settlement of foreign currencies. The UWS's foreign pooled investment managers also use foreign exchange forwards and futures to manage longer term currency risk exposures. Counterparty risk in foreign exchange forwards and futures instruments is negligible.

Wisconsin Retirement System (WRS)

The WRS held foreign currency denominated cash and securities directly in designated actively managed portfolios and indirectly through its investment in certain commingled invest funds.

As of June 30, 2006, the following assets were denominated in the following currencies (in millions):

Currency Exposure by Investment Type

Currency	Cash and Cash Equivalents	Convertible Securities	Equity	Fixed Income	Preferred Securities	Limited Partnerships	Mortgage	Real Estate	Multi Asset	Total Exposure by Currency
Argentina Peso	0.3	--	--	7.3	--	--	--	--	--	7.6
Australian Dollar	3.8	--	195.4	110.7	--	--	--	--	--	309.9
Brazil Real	2.1	--	6.2	21.6	72.1	--	--	--	--	102.0
British Pound Sterling	22.5	--	1,403.2	317.0	--	113.0	--	--	--	1,855.7
Canadian Dollar	27.9	--	391.5	106.6	--	33.7	--	--	--	559.7
Columbian Peso	--	--	--	3.5	--	--	--	--	--	3.5
Danish Krone	0.2	--	26.4	25.4	--	--	--	--	--	52.0
Euro Currency Unit	32.9	--	2,081.3	1,449.9	34.7	173.3	--	--	--	3,772.1
German Mark	--	--	--	2.0	--	--	--	--	--	2.0
Hong Kong Dollar	5.5	--	120.9	--	--	--	--	--	--	126.4
Hungarian Forint	0.1	--	5.5	--	--	--	--	--	--	5.5
Indian Rupee	1.2	--	7.3	--	--	--	--	--	--	8.5
Indonesian Rupian	--	--	1.6	21.4	--	--	--	--	--	23.0
Israeli Shekel	0.4	--	11.7	--	--	--	--	--	--	12.1
Italian Lira	--	--	--	1.0	--	--	--	--	--	1.0
Japanese Yen	14.3	--	1,502.5	728.2	--	1.9	--	--	--	2,246.9
Malaysian Ringgit	0.2	--	25.4	13.3	--	--	--	--	--	39.0
Mexican New Peso	0.3	--	7.9	51.5	--	--	--	--	--	59.7
Taiwan Dollar	2.1	--	113.5	--	--	--	--	--	--	115.6
Turkish Lira	0.4	--	30.1	--	--	--	--	--	--	30.5
New Zealand Dollar	0.7	--	4.1	37.6	--	--	--	--	--	42.3
Norwegian Krone	1.2	--	62.3	6.3	--	--	--	--	--	69.8
Pakistan Rupee	--	--	0.1	--	--	--	--	--	--	0.1
Peruvian Nuevo Sol	--	--	--	3.5	--	--	--	--	--	3.5
Philippines Peso	0.2	--	6.8	--	--	--	--	--	--	7.0
Polish Zloty	--	--	16.9	60.3	--	--	--	--	--	77.2
South African Rand	2.9	--	33.5	2.4	0.1	--	--	--	--	38.8
Singapore Dollar	1.9	--	43.5	60.1	--	--	--	--	--	105.5
South Korean Won	--	--	137.3	7.7	--	--	--	--	--	145.0
Swedish Krona	0.7	--	127.3	87.9	--	--	--	--	--	215.9
Swiss Franc	4.3	--	366.9	--	--	--	--	--	--	371.2
Thailand Baht	0.4	--	11.7	6.9	--	--	--	--	--	19.0
Total Foreign Currency Exposure	126.7	--	6,741.1	3,132.0	106.9	321.9	--	--	--	10,429.0
United States Dollar	957.1	51.6	42,519.0	17,399.9	287.9	2,995.8	344.1	478.1	765.8	65,799.4
Total Investments by Currency Exposure	1,083.8	51.6	49,260.1	20,531.9	394.8	3,317.7	344.1	478.1	765.8	76,228.0

Securities Lending Transactions

Wisconsin Retirement System (WRS)

Securities Lending Transactions – State statutes and Board policies permit the use of investments of the WRS to enter into securities lending transactions. These transactions involve the lending of securities to broker-dealers and other entities for collateral, in the form of cash or securities, with the simultaneous agreement to return the collateral for the same securities in the future. The securities custodian is an agent in lending the domestic and international securities. When domestic securities are delivered to a borrower as part of a securities lending agreement, the borrower is required to place collateral equal to 102 percent of the loaned securities' fair value, including interest accrued, as of the delivery date with the lending agent. In the event that foreign securities are loaned, the borrower is required to place collateral totaling 105 percent of the loaned securities' fair value, including interest accrued, as of the delivery date with the lending agent except when the collateral is denominated in the same currency as the loaned security. In this case, collateral is required to total 102 percent of the loaned securities' fair value including interest accrued, as of the delivery date. Cash collateral is reinvested by the lending agent or its affiliate in accordance with the contractual investment guidelines, which are designed to insure the safety of principal and obtain a moderate rate of return. The investment guidelines include very high credit quality standards and also allow for a portion of the collateral investments to be invested with short-term securities. The earnings generated from the collateral investments, less the amount of rebates paid to the dealers and fees paid to agents, results in the gross earnings from lending activities, which is then split on a percentage basis with the lending agent.

At year end, no credit risk exposure to borrowers existed because the amounts owed the borrowers exceeded the amounts the borrowers owed. The contract with the lending agent requires it to indemnify if the borrowers fail to return the loaned securities and the collateral is inadequate to replace the securities lent.

The majority of securities loans can be terminated on demand. The average term of the loans is approximately one week, which is shorter than the weighted average maturity of 39 days for investments made with the U.S. dollar cash collateral and the weighted average maturity of 31 days for investments made with Euro cash collateral.

Pledging or selling collateral securities cannot be done without a borrower default. The quantity of dollar value of securities lending contracts entered into is not restricted.

Derivative Financial Instruments

Various Funds

Interest Only Strips — Interest only strips are securities that derive cash flow from the payment of interest on underlying debt securities. The Tuition Trust Fund held several interest only strips for yield enhancing purposes. Because the underlying securities are United States Treasury obligations, the credit risk is low. On the other hand, interest only strips are more volatile in terms of pricing, and thus the market risk is higher than traditional United States Treasury obligations.

As of June 30, 2006 the Tuition Trust Fund held interest only strips valued at $8.0 million representing approximately 78.8 percent of portfolio investments.

Wisconsin Retirement System (WRS)

Investment guidelines prohibit the use of derivatives for speculative purposes or leveraging of the assets. Any derivative issuer or counterparty used must be a recognized exchange or a bank or broker dealer with an actual credit rating of at least: (1) B/C or better from Fitch; (2) A1/P1 or better on short term debt from Standard & Poor's or Moody's; or (3) A or better on long term debt from Standard & Poor's or Moody's.

Foreign Currency Forwards and Options – Currency exposure management is permitted through the use of exchange traded currency instruments, and through the use of spot and forward contracts in foreign currencies. Direct currency hedging is permitted to hedge currency exposure back to the U.S. dollar when consistent with the strategy of the portfolio. Cross-currency exposure management to transfer out of an exposed currency and into a benchmark currency is permitted. Losses may arise from future changes in the value of the underlying currency, or if the counterparties do not perform under the terms of the contract.

During Fiscal Year 2006, currency exposure management involved foreign currency spot and forward contracts only. Generally, these contracts are entered into to hedge foreign exchange risk. At June 30, 2006, the fair value of foreign currency forward contract assets totaled $2.2 billion, while the liabilities totaled $2.2 billion.

Futures Contracts – A financial futures contract is an exchange traded agreement to buy or sell a financial instrument at an agreed upon price and time in the future. Upon entering into a futures contract, collateral is deposited with the broker in accordance with the initial margin requirements of the broker. Futures contracts are marked to market daily by the board of trade or exchange on which they are traded. The resulting gain/loss is received/paid the following day until the contract expires. Futures contracts involve, to varying degrees, risk of loss in excess of the variation margin. Losses may arise from future changes in the value of the underlying instrument, or if the counterparties do not perform under the terms of the contract.

Investment guidelines allow external fixed income portfolio managers to manage interest rate exposure only through the use of exchange-traded interest rate instruments. As of June 30, 2006, the Board was invested in exchange-traded interest rate futures contracts with a net exposure of a positive $777.5 million at June 30, 2006.

Some internally managed fixed income portfolios are allowed to invest in financial futures, options, and swaps for the purposes of adjusting duration and to invest anticipated cash flows, subject to review by the Board's Investment Committee. During the period presented, these portfolios held no futures, options or swaps.

One externally managed equity portfolio is permitted by the investment guidelines to use exchange-traded S&P equity index futures contracts to manage its exposure to the stock market. This manager is authorized to utilize futures up to 5 percent of the fair value of the portfolio although it held no futures during Fiscal Year 2006. Other external international equity managers are allowed to invest in equity futures and options provided the equity equivalent value of the equity futures and optioned equities does not exceed 20 percent of the assets in the portfolio. For Fiscal Year 2006, equity futures contracts were not in use.

Asset Backed Securities – Asset backed securities are held to maximize yields and in part to hedge against changes in interest rates.

Asset backed securities are debt securities whose value is derived from payments and prepayments of principal and interest generated from whole loan mortgages, mortgage pass-through securities, credit card receivables, car loans and leases receivables, insurance proceeds receivable, as well as, airline and railroad car loans receivable. In some cases, cash flows are distributed to different investment classes or traunches in accordance with the security's established payment order. Some traunches have more stable cash flows relative to changes in interest rates while others are significantly more sensitive to interest rate fluctuations. In a declining interest rate environment, some asset backed securities may be subject to a reduction in interest payments as a result of prepayment of underlying mortgages, leases or loans that make up the collateral pool. A reduction in interest payments causes a decline in cash flows and thus a decline in the fair value of the security. Rising interest rates may cause an increase in anticipated interest payments, thus an increase in fair value of the security. Only high quality, senior traunches, resulting in minimal risks of default and prepayment are held for the WRS. The degree of prepayment risk also varies with the type of underlying assets. Mortgage backed securities tend to have a higher degree of prepayment risk due to the long term nature of the security. At June 30, 2006, mortgage backed securities with a fair value totaling $4.3 million were held for the WRS.

Credit-linked Trust Certificates – Investment guidelines have allowed certain fixed income managers to manage credit exposure through the use of credit-linked trust certificates. Credit-linked trust certificates are exchange-traded securities, created through a special purpose company, or trust. Proceeds from the sale of the certificates are invested in AAA rated securities, then lent out under a securities lending agreement. The trust also enters into a credit default swap that references 100 high yield corporate bonds. The trust pays a variable coupon and receives a fixed coupon on the notional value during the life of the note. If the issuer of one or more of the 100 high yield corporate bonds defaults, the trust will receive the current market value of the defaulted asset and the notional value will be reduced, lessening future interest earnings.

By investing in credit-linked trust certificates, the Board gains immediate, diversified exposure to the high yield fixed income market. For taking on the risk associated with the 100 high yield corporate bonds, the Board earns a premium rate of return. Investment in these certificates involves risk of loss from credit downgrades, illiquidity and counterparty risk. Valuation of this security is calculated by the party marketing the security. For Fiscal Year 2006, credit linked trust agreements were not in use.

Options – Option contracts give the purchaser of the contract the right to buy (call) or sell (put) the security or index underlying the contract at an agreed upon price on or before the expiration of the option contract. The seller of the contract is subject to market risk, while the purchaser is subject to credit risk and market risk to the extent of the premium paid to enter into the contract. Internal U.S. equity portfolios are allowed to buy put options and sell call options in connection with existing portfolio positions. Generally, external international equity managers are allowed to invest in futures and options as long as the equity equivalent value of the equity futures and options equities do not exceed 20 percent of total portfolio assets. In addition, most fixed income portfolios are permitted to enter into option contracts to manage interest rate exposure. At June 30, 2006, the WRS held no options.

Unfunded Capital Commitments

University of Wisconsin System (UWS)

The UWS has unfunded limited partnership commitments of $31.1 million as of June 30, 2006.

Wisconsin Retirement System (WRS)

The Board has committed to fund various limited partnerships and side-by-side agreements related to its private equity and real estate holdings. Commitments that have not been funded as of June 30, 2006 totaled $3.1 billion.

2. Component Units

***Component Units** except for the Wisconsin Health Care Liability Insurance Plan and the University of Wisconsin Foundation (Other Component Units)*

Wisconsin Housing and Economic Development Authority (Authority) – The Authority is required by statute to invest at least fifty percent of its General Fund funds in obligations of the State, of the United States, or of agencies or instrumentalities of the United States, or obligations, the principal and interest of which are guaranteed by the United States, or agencies or instrumentalities of the United States. Each bond resolution specifies what constitutes a permitted investment and such investments may include obligations of the U.S. Treasury, agencies and instrumentalities; commercial paper; bankers acceptances; and repurchase agreements and investment agreements.

The Authority enters into collateralized investment contracts with various financial institutions. The investment contracts are generally collateralized by obligations of the United States government.

The Authority is also authorized to invest its funds in the State Investment Fund.

The Authority has established a Master Repurchase Agreement with its banking institutions to govern the purchase of repurchase agreements. This agreement requires the institution to take possession of collateral having a market value of at least 103 percent of the cost of the repurchase agreement. The underlying collateral must be maintained at this level at all times.

The Authority's aggregate investments at June 30, 2006 were $648.2 million of which $193.9 million are reported as cash equivalents.

University of Wisconsin Hospital and Clinics Authority – The University of Wisconsin Hospitals and Clinics Authority’s (the Hospital) aggregate investments at June 30, 2006 were $271.9 million of which $268.7 million (invested with the University of Wisconsin Foundation, see subsequent investment disclosure discussion for the University Wisconsin Foundation) are reported as “Cash and Investments with Other Component Units.” The board of directors has authorized management to invest in debt and equity securities.

State Fair Park Exposition Center, Inc. – The aggregate investments at December 31, 2005 were $3.6 million, consisting of $3.1 million of money market funds that are reported as cash equivalents.

Custodial Credit Risk

The component units do not have a formal policy for custodial credit risk. At fiscal year end, the reported amount of investments was $655.1 million. Of this amount, $182.8 million were securities held by the counterparty but in the State's name.

Interest Rate Risk

It is the component units' policy to comply with the provisions contained within the general resolutions of revenue bond indentures and other program policy investment criteria. For example, investment maturities will coincide with the anticipated debt service payment dates and cash flow obligations associated with the life of bonds outstanding. Market conditions, rates of return, interest rate spreads within and across asset classes, and other factors will influence maturity selection for all funds in excess of those required to meet the projected cash flow obligations. No investment will mature after the final bond maturity of the issue.

The following table provides information about the interest rate risks associated with the component units' investments. The investments include certain short-term cash equivalents, and various long-term items. As of fiscal year end, the component units had the following debt investments and maturities (in millions):

Investment Type	Investment Maturities: Less Than 1 Year	1 to 5 Years	6 to 10 years	More Than 10 Years	Fair Value
U.S. Government and U.S. agency holdings	$ 59.5	$ 53.4	$ 16.4	$ 3.7	$ 133.0
Corporate notes and bonds	12.0	8.7	--	--	20.8
Money market funds	200.8	--	--	--	200.8
Noncollateralized investment contracts	182.8	--	--	--	182.8
Collateralized investment contracts	117.7	--	--	--	117.7
Total	$ 572.9	$ 62.1	$ 16.4	$ 3.7	$ 655.1

Credit Quality Risk

The component units have established different investment policies for different investment types that generally include minimum rating requirements. For example, corporate bonds and notes must be rated by at least two nationally recognized rating agencies. At least one rating must be in the top two short- or long-term rating categories and all other ratings must be in the top three rating categories. Further, money market funds must be regulated by the Securities and Exchange Commission and must consist of Government securities or other dollar-denominated permitted investments. Securities purchased by money market funds must be rated by at least one nationally recognized rating agency in the top two short-term rating categories or must be guaranteed by an entity with such ratings. Any other ratings must be in the top three rating categories. The following table presents the component units' ratings at fiscal year end (in millions):

Investment Type	Fair Value	Credit Quality Ratings: AAA	AA	A
Corporate notes and bonds	$ 6.2	$ 1.1	$ 2.0	$ 3.1
Money market funds	197.5	193.9	3.6	--

Concentration of Credit Risk

Investment policies generally limit the concentration of credit risk with an issuer to a predetermined dollar value and/or percent. For example, the investment policy outlined in a general resolution requires that for funds not invested in government securities or money market mutual funds, no more than 5 percent of total portfolio market value can be invested with any issuer or secured by any one guarantor, and not more than 15 percent of the portfolio's market value will be invested in any municipal or industry sector. There were no non-government investments that exceeded 5 percent of the total portfolio.

Foreign Currency Risk

The component units' policy generally prohibits investments traded in foreign currencies. Although trading in foreign currencies may be acceptable for a limited number of portfolios, no exposure to foreign currency existed at fiscal year end.

Securities Lending

The Wisconsin Housing and Economic Development Authority's (Authority) Finance committee approved the use of a security-lending program with the trust department of a bank acting as an agent. As of June 30, 2006 the Authority had $81.9 million of securities on loan to broker-dealers for a fee.

Security lending transactions involve the lending of securities to broker-dealers and other entities for collateral, in the form of cash or securities, with the simultaneous agreement to return the collateral for the same securities in the future. The securities custodian is an agent in lending the domestic and international securities for collateral of 102 percent and 105 percent, respectively, of the loaned securities' market value. The lending agent in accordance with contractual investment guidelines, which are designed to insure the safety of principal and obtain a moderate rate of return, reinvests the collateral. The investment guidelines include very high credit quality standards and also allow for a portion of the collateral investments to be invested with short-term securities. The Authority has the following types of securities on loan: U.S. agency securities, U.S. government securities and corporate notes. The Authority has received the following types of collateral for the securities lent: cash, government securities or irrevocable letters of credit. The fair value of the investment securities loaned was $81.9 million as of June 30, 2006, and the fair value of the collateral received was $83.3 million. The Authority may request the bank to terminate any loan of securities for any reason at any time.

As of June 30, 2006, no credit risk exposure to borrowers existed because the amounts owed the borrowers exceeded the amounts the borrowers owed. The contract with the lending agent states that in the event that a borrower fails to return the lent security, the bank will indemnify the Authority for the following amounts: a) The difference between the closing market value of security on the date it should have been returned to the account and the cash collateral substituted for the lent securities, or b) In the case of collateral received in kind, the difference between the closing market value of the security on the date it should have been returned to the account and the closing market value of the collateral in kind on the same date.

The Authority assumes all risk of loss arising out of collateral investment loss and any resulting collateral deficiencies. The bank expressly assumes the risk of loss arising from negligent or fraudulent operations of its securities lending program. The bank operates the securities lending program as a business trust investment pool with open and matched components. In the matched portion of the investment pool, the maturities of the securities lent and collateral are the same. The open portions of the pool maintain a weighted average maturity of the portfolio at approximately 15 days, with a range from one day to 25 days. The open portions of the pool generally have a 15-day mismatch between the portfolio coverage maturity and the open loans. As of June 30, 2006 approximately 20 percent of the securities lent were in the matched portion and approximately 80 percent in the open portion of the investment pool. No restrictions on the amount of the loans exist or can be made. The earnings generated from the securities lending program is reported as other income. During the year ended June 30, 2006 the Authority received $47 thousand of income related to security lending transactions.

Other Component Units

Wisconsin Health Care Liability Insurance Plan (WHCLIP) – Aggregate investments of the WHCLIP were $70.2 million, of which $5.0 million are money market and other highly liquid debt instruments reported as cash equivalents.

The board of governors is responsible for and establishment of appropriate investment policies relating to the investment of the WHCLIP's assets. The following investment guidelines are established: a minimum of 30 percent of the loss reserves must be invested in U.S. treasuries or agency securities and AAA rated CMOs, investments must be in the form of marketable debt issues, at the time of purchase all bonds must be rated no lower than A by a major rating bond agency, at least 80 percent of the bond portfolio must be rated A or better, adequate corporate diversification by issuer and sector must be maintained (the securities of any issuer should not exceed 1.5 percent of the bond portfolio based on market value at the time of purchase, excluding government or government agency securities), the average duration of the aggregate bond portfolio shall be less than 10 years, as deemed appropriate by the investment manager(s) and is not permitted to invest in common stock.

Excluded investments include: bonds rated below A by a major rating service at the time of purchase, foreign bonds not denominated in U.S. currency, futures transactions, short selling, use of margin, derivatives and hedge funds.

The investments of the WHCLIP at December 31, 2005 were $65.2 million consisting of the following (in millions):

Investment Type	Amortized Cost	Estimated Fair Value
U.S. Treasury securities and obligations of the U.S. government corporations and agencies	$ 11.6	$ 12.3
Debt securities issued by foreign governments and corporations	1.1	1.0
Special revenue	7.1	7.4
Industrial and miscellaneous	25.1	25.5
Public utilities	1.5	1.4
Loan-backed securities	18.8	18.8
Total	$ 65.2	$ 66.4

The custodial credit risk for investments is the risk that in the event of the failure of the counterparty to a transaction, the component units will not be able to recover the value of investments or collateral securities that are in the possession of an outside party. Investments are exposed to custodial credit risk if the securities are uninsured and unregistered and are either held by the counterparty, or by the counterparty's trust department or agent but not in the name of the WHCLIP. The WHCLIP had no custodial credit risk exposure for these investments.

The amortized cost and estimated fair value of bonds at December 31, 2005, by contractual maturity are presented in the table below (in millions):

	Amortized Cost	Estimated Fair Value
1 Year or Less	$ 6.0	$ 6.0
1 to 5 Years	27.0	26.3
6 to 10 Years	4.1	4.3
More Than 10 Years	9.3	11.0
	46.4	47.6
Loan-backed securities	18.8	18.8
Total	$ 65.2	$ 66.4

Mortgage-backed securities (includes residential and commercial MBS) consist of the following (in millions):

Pass-through securities:	
Guaranteed by GNMA	$ .1
Issued by FNMA and FHLMC	17.5
Privately issued	.5

The WHCLIP does not hold investments in any one issuer that exceeds 5 percent of total assets.

As of December 31, 2005, the WHCLIP did not own any issues denominated in a foreign currency.

University of Wisconsin Foundation (the Foundation) - Aggregate investments of the Foundation's are $2,141.3 million.

The following table summarizes the types of investments of the Foundation at December 31, 2005 (in millions):

Investment Type	Fair Value
U.S. government and agency holdings	$ 157.1
Stocks	295.1
Corporate notes and bonds	178.7
Money market funds	.8
Mutual funds	1,143.5
International equities	212.0
Limited partnerships	154.1
Total	$ 2,141.3

The Foundation's interests in alternative investments, which consist of non-marketable limited partnerships, hedge funds, and real assets have a market value of $154.1 million, $258.6 million, and $64.5 million, respectively, at December 31, 2005. The market value of these interests represent 50 non-marketable limited partnerships, 39 hedge funds, and nine real assets at December 31, 2005.

Pooled funds and unitrusts carry investments in the University of Wisconsin Foundation Collective Bond Fund at cost on the date the units are purchased. Cost per unit is determined by the market value of the principal in the funds on the date of unit transactions. The cost and market value of University of Wisconsin Foundation Collective Bond Fund investments are as follow at December 31, 2005 (in millions):

	Cost	Market Value
Cash and Money Market Funds	$ .8	$ .8
Bonds and Debentures	9.7	9.6
Federal Agencies	4.1	4.0
U.S. Government Securities	3.9	4.0
Total	$ 18.5	$ 18.4

Custodial Credit Risk

At December 31, 2005, the reported amount of investments was $2,141.3 million. The Foundation had no custodial credit risk exposure for these investments.

3. State Investment Fund

The State Investment Fund (SIF) functions as the State's cash management fund by "pooling" the idle cash balances of all State funds and other public institutions. In the State's Comprehensive Annual Financial Report, the SIF is not reported as a separate fund; rather, each State fund's share in the "pool" is reported on the balance sheet as "Cash and Cash Equivalents." Shares of the SIF belonging to other participating public institutions are presented in the Local Government Pooled Investment Fund, an investment trust fund.

Wis. Stat. Secs. 25.17(3)(b), (ba) and (bd) enumerate the various types of securities in which the SIF can invest, which include direct obligations of the United States and Canada, securities guaranteed by the United States, securities of federally chartered corporations such as the African Development Bank, unsecured notes of financial and industrial issuers, Yankee/Euro issues, certificates of deposit issued by banks in the United States and solvent financial institutions in this State, and bankers acceptances. Other prudent investments may be approved by the State of Wisconsin Investment Board's (the Board) Board of Trustees. The Board of Trustees has given standing authority to the Board to invest in financial futures, forward contracts, options and swaps. This authority is subject to the review and approval of the Board's Investment Committee and these investments are allowable only if the purpose is to hedge existing positions, to adjust portfolio duration within statutory guidelines or otherwise reduce the interest rate risk to which the Board is subjected in the normal course of business.

Investments are valued at fair value for financial statement purposes and amortized cost for purposes of calculating income to participants. The custodial bank has compiled fair value information for all securities by utilizing third party pricing services. Government and agency securities and commercial paper are priced using matrix pricing. This method estimates a security's fair value by using quoted market prices for securities with similar interest rates, maturities, and credit ratings. Repurchase agreements and certificates of deposit are valued at cost because they are nonparticipating contracts that do not capture interest rate changes in their value. In addition, a bond issued by another State agency having a par value of $0.6 million is valued at par, which management believes approximates fair value. The fair value of investments is determined at the end of each month.

For purposes of calculating earnings to each participant, all investments are valued at amortized cost. Specifically, income is distributed to pool participants monthly based on their average daily share balance. Distributed income includes realized investment gains and losses calculated on an amortized cost basis, interest income based on stated rates (both paid and accrued), amortization of discounts and premiums on a straight-line basis, and investment and administrative expenses. This method differs from the fair value method used to value investments because the amortized cost method is not designed to distribute to participants all unrealized gains and losses in the fair values of the pool's investments.

Custodial Credit Risk

The custodial credit risk for investments is the risk that, in the event of the failure of the counterparty to a transaction, the Board will not be able to recover the value of investments or collateral securities that are in the possession of an outside party. Investments are exposed to custodial credit risk if the securities are uninsured and unregistered and are either held by the counterparty or by the counterparty's trust department or agent but not in the name of the Board.

At June 30, 2006, the reported amount of investments was $5,031.5 million. The SIF had no custodial credit risk exposure for these investments.

Interest Rate Risk

Interest rate risk is defined as the risk that changes in interest rates will adversely affect the fair value of investments. The weighted average maturity method is used to analyze interest rate risk and investment guidelines mandate that the weighted average maturity for the entire portfolio will not exceed one year. At June 30, 2006, the following table shows the investments by investment type, amount and the weighted average maturities (in millions):

Investment	Fair Value	Weighted Average Maturity (Days)
Repurchase agreements	$ 2,789.0	3
Government and agency	1,217.8	17
Commercial paper	374.3	14
Certificates of deposit	650.0	109
Mortgage backed securities	0.4	911
Total	$ 5,031.5	
Portfolio weighted average maturity		21

Credit Quality Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. This credit risk is measured by the credit quality ratings of investments in debt securities as described by nationally recognized rating agencies such as Standard and Poor's, Moody's Investors Service, and Fitch Ratings. Investment guidelines establish numerous, very specific maximum exposure limits based on the minimum credit ratings as issued by a nationally recognized rating agency.

The following table presents the SIF's ratings as of June 30, 2006 (in millions):

	Ratings	Fair Value	Percent
Repurchase agreements:			
U.S. government debt collateral	N/A	$ 2,234.3	44.4%
U.S. agency collateral	AAA/Aaa	554.8	11.0
Federal Home Loan Board (FHLB)	A-1+/P-1	499.3	9.9
Federal Home Loan Mortgage Corporation (FHLMC)	A-1+/P-1	256.2	5.1
Federal National Mortgage Association (FNMA)	A-1+/P-1	412.3	8.2
Federal Home Loan Board – note	AAA/Aaa	25.0	0.5
Federal Home Loan Mortgage Corporation -- note	AAA/Aaa	25.0	0.5
Commercial paper	A-1+/P-1	349.4	7.0
Commercial paper	A-1/P-1	24.9	0.5
Certificates of deposit:			
Nonnegotiable (Bankers Bank)	N/A	500.0	9.9
Negotiable	A-1+/P-1	150.0	3.0
Mortgage backed (Wisconsin Department of Veterans Affairs)	Not rated	0.4	0.0
Totals		$ 5,031.6	100.0%

Concentration of Credit Risk

Concentration of credit risk is the risk of loss that may occur due to the amount of investments in a single issuer (excluding investments issued or explicitly guaranteed by the U.S. government, investments in mutual funds, or external investment pools) and can be defined as positions of five percent or more in the securities of a single issuer. The SIF's investment guidelines limit concentrations of credit risk by establishing numerous maximum issuer and/or issue exposure limits based on credit rating. These guidelines do not place a limit on maximum exposure for any U.S. agency. As of June 30, 2006 the SIF has more than five percent of its investments in FHLB (10.4 percent), FHLMC (5.6 percent), FNMA (8.2 percent), and repurchase agreement collateral consisting of various securities issued by these same three U.S. agencies (11.0 percent). Since the repurchase agreements mature each day, new collateral, consisting of a different blend of U.S. Treasury and agency securities, is assigned each night.

Foreign Currency Risk

Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The SIF is permitted to invest in Canadian or Yankee/Euro denominated issues provided they are fully hedged against foreign currency risk. At June 30, 2006 the SIF did not own any issues denominated in foreign currency.

Copies of the separately issued financial report that includes financial statements and other supplementary information for the SIF may be obtained by writing to:

State of Wisconsin Investment Board
PO Box 7842
Madison, WI 53707-7842

4. Lottery Investments and Related Future Prize Obligations

Investments of the State Lottery Fund totaling $103.7 million are held to finance grand prizes payable over a 20-year or 25-year period. The investments in prize annuities are debt obligations of the U.S. government and backed by its full faith and credit as to both principal and interest. Liabilities related to the future prize obligations are presented at their present value and included as Accounts Payable and Other Accrued Liabilities. The following is a schedule of future prize obligations (in thousands):

Fiscal Year	Amount
2007	$ 16,806
2008	16,943
2009	16,935
2010	14,523
2011	9,705
Thereafter	64,300
Total future value	139,212
Less: Present value adjustment	(41,001)
Present value of payments	$ 98,211

NOTE 6. RECEIVABLES AND NET REVENUES

A. Receivables

Receivables at June 30, 2006 were as follows (in thousands):

	Taxes	Loans to Local Governments	Other Loans Receivable: Student Loans	Veterans Loans	Mortgage Loans	Other Loans	Other Receivables	Due From Other Governments	Due From Component Units	Total Receivables
Governmental Activities:										
General	$ 1,127,692	$ 11,408	$ -	$ -	$ -	$ 709	$ 165,164	$ 575,530	$ 2,075	$ 1,882,578
Transportation	97,950	-	-	-	-	24,013	10,723	195,718	-	328,405
Nonmajor Governmental	28,761	491,381	-	-	-	-	86,104	32,148	-	638,394
Total Governmental:	1,254,403	502,789	-	-	-	24,722	261,991	803,396	2,075	2,849,376
Government-wide Adjustments:										
Internal Service Funds	-	-	-	-	-	-	192	353	3	548
Accrual Adjustments	-	-	-	-	-	-	3,722	-	-	3,722
Fiduciary Receivables	-	-	-	-	-	-	37,543	-	-	37,543
Total – Governmental Activities	$ 1,254,403	$ 502,789	$ -	$ -	$ -	$ 24,722	$ 303,447	$ 803,749	$ 2,079	$ 2,891,189
Related revenue deferral because the receivable does not meet the availability criteria	$ 290,873	$ -	$ -	$ -	$ -	$ -	$ 87,391	$ -	$ -	$ 378,264
Business-type Activities:										
Current:										
Injured Patients and Families Compensation	$ -	$ -	$ -	$ -	$ -	$ -	$ 8,870	$ -	$ -	$ 8,870
Environmental Improvement	-	110,464	-	-	-	-	354	8,214	-	119,031
University of Wisconsin System	-	-	33,822	-	-	-	152,423	84,984	5,402	276,630
Unemployment Reserve	-	-	-	-	-	-	154,006	3,277	-	157,283
Nonmajor Enterprise	-	525	-	6,583	9,951	-	59,748	19,975	-	96,783
Total Current:	-	110,989	33,822	6,583	9,951	-	375,401	116,450	5,402	658,597
Noncurrent:										
Environmental Improvement	-	1,381,942	-	-	-	-	-	-	-	1,381,942
University of Wisconsin System	-	-	156,595	-	-	-	6,171	-	-	162,766
Unemployment Reserve	-	-	-	-	-	-	15,112	-	-	15,112
Nonmajor Enterprise	-	1,761	-	26,152	247,372	3,709	1,011	-	-	280,007
Total Noncurrent	-	1,383,703	156,595	26,152	247,372	3,709	22,295	-	-	1,839,827
Government-wide Adjustments:										
Fiduciary Receivables	-	-	-	-	-	-	72,113	-	-	72,113
Total – Business-type Activities	$ -	$ 1,494,692	$ 190,416	$ 32,735	$ 257,323	$ 3,709	$ 469,808	$ 116,450	$ 5,402	$ 2,570,537

B. Net Revenues

Certain revenues of the University of Wisconsin System are reported net of scholarship allowances. For Fiscal Year 2006, these scholarship allowances totaled as follows (in thousands):

Student Tuition and Fees	$ 74,987
Sales and Services of Auxiliary Enterprises	13,660
Total	$ 88,647

NOTE 7. CAPITAL ASSETS

Primary Government

Capital asset activity for the fiscal year ended June 30, 2006 was as follows (in thousands):

Primary Government	Beginning Balance	Increases	Decreases	Ending Balance
Governmental activities:				
Capital assets, not being depreciated:				
Land and Land Improvements	$ 1,481,014	$ 118,644	$ (822)	$ 1,598,836
Buildings and Improvements	157,001	650	-	157,651
Library Holdings	77,827	1,056	(34)	78,850
Equipment	642	-	-	642
Construction in Progress	902,452	627,713	(536,710)	993,456
Infrastructure	10,333,500	483,848	(90,331)	10,727,018
Total capital assets, not being depreciated	12,952,437	1,231,912	(627,896)	13,556,452
Capital assets, being depreciated:				
Land Improvements	87,113	2,650	(3)	89,760
Buildings and Improvements	1,665,075	61,918	(677)	1,726,315
Equipment	562,350	60,096	(23,395)	599,050
Totals	2,314,538	124,663	(24,076)	2,415,126
Less accumulated depreciation for:				
Land Improvements	32,081	4,951	(3)	37,029
Buildings and Improvements	515,087	44,907	(246)	559,748
Equipment	341,719	46,768	(20,725)	367,762
Totals	888,887	96,626	(20,975)	964,538
Total Capital Assets, being depreciated, net	1,425,651	28,037	(3,101)	1,450,588
Governmental activities capital assets, net	$ 14,378,088	$ 1,259,949	$ (630,997)	$ 15,007,040
Business-type activities:				
Capital assets, not being depreciated:				
Land and Land Improvements	$ 111,312	$ 6,399	$ (25)	$ 117,686
Library Holdings	1,019,284	21,729	(4,376)	1,036,636
Construction in progress	154,366	257,998	(64,709)	347,656
Total Capital Assets, not being depreciated	1,284,961	286,126	(69,110)	1,501,978
Capital assets, being depreciated:				
Land Improvements	9,894	93	(51)	9,936
Buildings	3,590,517	146,667	(7,438)	3,729,746
Equipment	778,277	70,870	(32,469)	816,678
Totals	4,378,688	217,630	(39,958)	4,556,359
Less accumulated depreciation for:				
Land Improvements	6,773	525	(51)	7,248
Buildings	1,589,488	103,795	(5,701)	1,687,582
Equipment	521,177	63,384	(28,833)	555,729
Totals	2,117,438	167,705	(34,585)	2,250,559
Total Capital Assets, being depreciated, net	2,261,249	49,925	(5,374)	2,305,800
Business-type activities capital assets, net	$ 3,546,211	$ 336,051	$ (74,484)	$ 3,807,778

In addition to the capital assets reported by governmental and business-type activities, the fiduciary funds reported gross capital assets of $3,076 thousand at June 30, 2006, with accumulated depreciation totaling $3,055 thousand.

Depreciation Expense

Depreciation expense was charged to functions of the primary government as follows (in thousands):

Governmental Activities		
Commerce	$	1,349
Education		2,872
Transportation		8,308
Environmental Resources		8,168
Human Relations and Resources		45,565
General Executive		5,423
Judicial		3,104
Legislative		223
Depreciation on capital assets held by the internal service funds		21,616
Total depreciation expense - governmental activities	$	96,626

Business-type Activities		
University of Wisconsin System	$	155,891
Lottery		50
Veterans Mortgage Loan Repayment		23
Other Business-Type		11,742
Total depreciation expense - business-type activities	$	167,705

Construction in Progress

Construction in progress of the primary government reported in the government-wide statement of net assets at June 30, 2006 included the following projects (in thousands):

	Allotments	Expended to June 30, 2006	Encumbrances Outstanding	Unencumbered Allotment Balance
Governmental Activities:				
Reported through capital projects funds:				
State Highway Rehabilitations and Marquette Interchange	$ 210,500	$ 133,118	$ --	$ 77,382
Madison Crime Lab Remodeling	11,159	10,436	--	723
Other projects with allotments totaling less than $10 million		185,614		
		329,168		
Other:				
Transportation-related funded through sources other than capital projects		633,991		
Other		30,296		
Total construction in progress – governmental activities		$ 993,456		
Business-type Activities:				
University of Wisconsin System:				
Interdisciplinary Center – Madison	143,920	$ 26,354	106,155	11,410
Microbiological Science Building – Madison	120,971	74,832	47,271	(1,132)
Mechanical Engineering Remodeling and Addition – Madison	50,640	26,360	10,918	13,362
Business and Economics Building – Whitewater	41,496	822	136	40,537
Grainger Hall Addition – Madison	41,091	1,604	1,122	38,366
Dayton Street Residence Hall – Madison	35,900	12,994	18,554	4,352
Student Center – River Falls	34,060	17,840	9,996	6,224
Phoenix Sports Center – Green Bay	32,825	10,551	23,065	(791)
Ullsvik Center Remodeling -- Platteville	25,670	1,285	339	24,046
Student Union Expansion – Parkside	25,191	883	842	23,466
University Center Upgrade -- Superior	24,322	2,399	20,727	1,196
Veterinarian Diagnostic Building – Madison	23,498	20,330	2,122	1,046
Student Recreation/Wellness Center – Oshkosh	21,000	5,165	10,380	5,455
Conner Center Addition – Whitewater	20,249	1,503	15,963	2,783
Southwest Hall Purchase – Platteville	20,000	18,357	--	1,643
Campus Utility Upgrade – Madison	19,962	18,107	1,675	180
Lot 76 Parking Ramp – Madison	18,000	14,071	122	3,808
Homes for Veterans:				
Home-skilled Nursing Facility – Southern Wisconsin Center	17,144	16,703	888	(447)
Other projects with allotments totaling less than $10 million:				
University of Wisconsin System		65,461		
Other		18,079		
Total construction in progress – business-type activities		$ 353,699		

Certain construction in progress of the University of Wisconsin System as listed above is reported in the applicable major capital assets categories. Construction in progress of the University of Wisconsin System and of the other business-type activities as reported in the financial statements totaled $312.9 million and $34.8 million as of June 30, 2006, respectively.

Component Units

Capital Assets balance of the Wisconsin Housing and Economic Development Authority at June 30, 2006, the University of Wisconsin Hospitals and Clinics Authority at June 30, 2006, the University of Wisconsin Foundation at December 31, 2005, and the State Fair Park Exposition Center, Inc. at December 31, 2005 were as follows (in thousands):

	Amount
Capital Assets, not being depreciated:	
Land and Land Improvements	$ 9,763
Construction in Progress	22,419
Total Capital Assets, not being depreciated	32,182
Capital Assets, being depreciated:	
Buildings	408,621
Equipment	180,583
Totals	589,204
Less accumulated depreciation for:	
Buildings	142,285
Equipment	103,161
Totals	245,446
Total Capital Assets, being depreciated, net	343,759
Component Units Capital Assets, net	$ 375,941

NOTE 8. ENDOWMENTS

Primary Government

University of Wisconsin System

The University of Wisconsin System invests its trust funds, principally gifts and bequests designated as endowments or quasi-endowments, in two of its own investment pools: the Long Term Fund and the Intermediate Term Fund. Benefiting University of Wisconsin System entities receive quarterly distributions from the Long Term Fund, principally endowed assets, based on an annual spending rate applied to a 12-quarter moving average market value of the fund. Effective since the final quarter of Fiscal Year 2005, a spending rate of 4.0 percent was applied. Prior to the final quarter of Fiscal Year 2005, a spending rate of 4.5 percent was applied. Distributions from the Intermediate Term Fund, principally quasi-endowments and unspent income distributions, consist of interest earnings distributed quarterly. Spending rate and interest distributions from both of these funds are transferred to the State Investment Fund, pending near-term expenditures. At June 30, 2006, net appreciation of $7.5 million was available to be spent.

University of Wisconsin System investment policies and guidelines for the Long Term Fund and Intermediate Term Fund are governed and authorized by the Board of Regents. The approved asset allocation policy for the Long Term Fund sets a general target of 30 percent marketable equities, 14 percent fixed income, 31 percent alternatives, and 25 percent tactical strategies. Accordingly, the fund includes investments in domestic and non-U.S. stocks and bonds, and limited partnerships consisting of venture capital and other private equity investments. The approved asset allocation for the Intermediate Term Fund is 100 percent intermediate maturity, investment-grade fixed income.

The fair value of Endowments as of June 30, 2006 was $366.1 million including unrealized loss of $(9.2) million when fair values as of June 30, 2006 are compared to asset acquisition costs. This compares to a fair value as of June 30, 2005 of $344.2 million. The net increase in fund balance during 2005-06 was $21.9 million.

The book value of Endowments under control of the University of Wisconsin System was $344.2 million as of June 30, 2006 compared to a book value of $330.4 million as of June 30, 2005. The calculation of realized gains and losses is independent of a calculation of the net change in the fair value of investments since realized gains and losses are based on the difference between the selling price and the acquisition cost of the asset. Therefore, when assets are reported at fair value much of the realized gain or loss may have already been included in prior years as part of the overall change in the fair value of investments.

At June 30, 2006, the book value and fair value of principal funds under control of the University of Wisconsin System was (in millions):

Original Contributions and Distributed Net Gains	$ 132.3
Realized Gains – Undistributed	211.9
Book Value	344.2
Unrealized Net Gains/Losses - Undistributed	21.9
Fair Value	$ 366.1

On June 30, 2006, the portfolio at market contained 45.7 percent in stocks, 12.7 percent in fixed income obligations, 12.4 percent in alternative assets, 17.2 percent in tactical allocation strategies, and 12.0 percent in short-term investments. The total return on the principal Long Term Fund including capital appreciation was 14.5 percent. The total return on the principal Intermediate Fund including capital appreciation was 0.1 percent. External investment counsel was furnished for funds representing 87.0 percent of market-value principal.

Component Unit

University of Wisconsin Foundation

At December 31, 2005 there were 3,322 funds pooled in an endowment fund for investment purposes. Generally, principal of the funds is to be kept intact with income from investments being distributed according to the wishes of the donor. For certain funds, principal is also available for distribution.

The University of Wisconsin Foundation's investment policies and guidelines are governed and authorized by the University of Wisconsin Foundation's Board of Directors. The Board does not limit the types of investments allowed.

For the fiscal year ended December 31, 2005, the endowment fund accounts reported cash and money market funds of $91.9 million and investments with a fair value of $1,296.9 million. This compares to a fair value for investments as of December 31, 2004 of $992.2 million. The asset allocation for endowment assets at December 31, 2005 is 42.2 percent in domestic equities, 15.6 percent in international equities, 26.9 percent in alternative investment managers, 5.6 percent in fixed income, 7.4 percent in real assets and 2.3 percent in cash.

NOTE 9. INTERFUND RECEIVABLES, PAYABLES AND TRANSFERS

Interfund balances as of or for the year ended June 30, 2006 consist of the following (in thousands):

A. Due from/to Other Funds:

Due from Other Funds and the Due to Other Funds represent short-term interfund accounts receivable and payable. The balances in these accounts at June 30, 2006 were as follows (in thousands):

	Due to Other Funds:			
	General	Transportation	Nonmajor Governmental	Injured Patients and Families Compensation
Due from Other Funds:				
General	$ -	$ 30,391	$ 75,266	$ 50
Transportation	12,706	-	47,160	-
Nonmajor Governmental	52,166	13,137	3,520	27
Environmental Improvement	148	-	3	-
University of Wisconsin System	22,893	1,192	2,369	-
Unemployment Reserve	343	-	-	-
Nonmajor Enterprise	6,694	-	21	-
Internal Service	12,053	3,031	8,245	3
Fiduciary	21,463	3,223	2,228	4
Total	$ 128,466	$ 50,975	$ 138,811	$ 85

The balances in the Due from Other Funds and Due to Other Funds accounts typically result from the time lag between the dates that
(1) interfund goods and services were provided and when the payments occurred, and
(2) interfund transfers were accrued and when the liquidations occurred.

Environmental Improvement	University of Wisconsin System	Unemployment Reserve	Nonmajor Enterprise	Internal Service	Fiduciary	Total
$ 118	$ 65,322	$ 8,535	$ 32,803	$ 6,781	$ 36,766	$ 256,033
-	220	-	2	7	-	60,095
793	36,106	-	4,092	673	-	110,514
-	-	-	-	-	-	151
2	-	-	1	33	-	26,489
-	-	-	-	-	-	343
-	3	-	568	16	72,113	79,416
1	1,072	-	525	259	577	25,766
11	23,228	-	3,728	565	3,565	58,015
$ 925	$ 125,952	$ 8,535	$ 41,718	$ 8,334	$ 113,021	$ 616,823

B. Due from/to Component Units

Receivables and payables between funds and component units at June 30, 2006 were as follows (in thousands);

	Due from Component Unit				Due from Primary Government			
	General	University of Wisconsin System	Internal Service	Fiduciary	University of Wisconsin Hospitals and Clinics Authority	State Fair Park Exposition Center, Inc.	Timing Differences	Total
Due to Primary Government:								
Wisconsin Housing and Economic Development Authority	$ -	$ -	$ 3	$ -	$ -	$ -	$ -	$ 3
University of Wisconsin Hospitals and Clinics Authority	2,075	5,402	-	2,774	-	-	-	10,251
State Fair Park Exposition, Center Inc.	-	-	-	-	-	-	70	70
Due to Component Unit:								
University of Wisconsin System	-	-	-	-	1,544	-	-	1,544
Timing Differences	-	-	-	-	-	170	-	170
Total	$ 2,075	$ 5,402	$ 3	$ 2,774	$ 1,544	$ 170	$ 70	$ 12,038

Receivables and liabilities between the primary government and the discretely presented component unit do not agree because the State Fair Park Exposition Center, Inc. has a December 31 fiscal year end.

C. Interfund Receivables/Payables

Interfund Receivables/Payables represent short-term loans from one fund to another to cover cash overdrafts. Interfund receivables/payables at June 30, 2006 were as follows (in thousands):

	Interfund Receivables
	Fiduciary
Interfund Payables:	
General	$ 403,327
Nonmajor Governmental	300
Nonmajor Enterprise	23,523
Internal Service	23,066
Fiduciary	1,657,411
Total	$ 2,107,627

D. Advances to/from Other Funds

Advances to/from Other Funds represent long-term loans to one fund from another fund. Advances at June 30, 2006 were as follows (in thousands):

	Advances to Other Funds (asset):		
	General	Internal Service	Total
Advances from Other Funds (liability):			
Nonmajor Governmental	$ -	$ 2,889	$ 2,889
Fiduciary	200	-	200
Total	$ 200	$ 2,889	$ 3,089

E. Interfund Transfers

Interfund Transfers in and out that occurred during Fiscal Year 2006 were as follows (in thousands):

	Transfers in: General	Transportation	Nonmajor Governmental	Environmental Improvement	University of Wisconsin System	Nonmajor Enterprise	Internal Service	Total
Transfers out:								
General	$ -	$ 2,487	$ 760,168	$ -	$ 916,143	$ 58,681	$ 5,988	$ 1,743,467
Transportation	345,145	-	23,916	-	10	-	-	369,071
Nonmajor Governmental	68,480	6,677	140,176	11,280	121,984	5,479	347	354,422
Injured Patients and Families Compensation	11	-	-	-	-	-	-	11
Environmental Improvement	106	-	6,000	-	-	-	-	6,106
University of Wisconsin System	42,878	-	5	-	-	-	-	42,883
Unemployment Reserve	1,660	-	-	-	-	-	-	1,660
Nonmajor Enterprise	38,378	-	966	-	-	230	236	39,809
Internal Service	17,186	-	326	-	-	-	4,319	21,832
Fiduciary	4	-	-	-	-	-	-	4
Noncurrent Assets Transferred Between Proprietary Funds and Governmental Funds	-	-	-	-	-	(442)	-	(442)
Total	$ 513,848	$ 9,164	$ 931,557	$ 11,280	$ 1,038,137	$ 63,949	$ 10,890	$ 2,578,824

Transfers are typically used to move: (1) revenues from the fund that statute or budget requires to collect them to the fund that statute or budget requires to expend them, (2) receipts restricted to debt service from the funds collecting the receipts to the debt service fund as debt service payments become due, (3) unrestricted revenues collected in one fund to finance various programs accounted for in other funds in accordance with statute or budgetary authorizations, and (4) accumulated surpluses from other funds to the General Fund when authorized by statute.

Nonroutine and Other Transfers

In the fiscal year ended June 30, 2006, transfers considered non-routine or inconsistent with the fund making the transfer included the following (in thousands):

Funds Reporting the Transfer	Amount
Transfers to the General Fund from other funds to address revenue shortfalls:	
Transportation	$338,449
Environmental	4,200
Recycling	19,142
Utility Public Benefit	18,185
Petroleum Inspection	10,861
Technology Services	7,927
Facilities Operations and Maintenance	5,904
Badger State Industries	1,316
Transfers to the General Fund from other funds in lieu of payments for the annual appropriation bonds, which were issued to pay the unfunded pension liability and unfunded accumulated unused sick leave:	
Transportation	4,164
Conservation	2,231
University of Wisconsin System	33,062
Other funds	5,955

Continued

Funds Reporting the Transfer	Amount
Transfers to the General Fund for the Accountability, Consolidation, Efficiency (ACE) initiative:	
Transportation	$ 1,661
Other	660
Transfers to the Medical Assistance Trust Fund from the General Fund	303,416
Transfers to the Conservation Fund (2005 Wisconsin Act 25):	
Environmental	1,000
Recycling	3,255
Transfer to the General Fund from sale of Institutional Farm Operations Fund land	9,137

NOTE 10. CHANGES IN LONG-TERM LIABILITIES

During the year ended June 30, 2006, the following changes occurred in long-term liabilities (in thousands):

Primary Government

Governmental Activities	Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006	Amounts Due Within One Year
Bonds Payable:					
General Obligation Bonds	$ 3,763,973	$ 646,619	$ 368,610	$ 4,041,982	$ 296,573
Annual Appropriation Bonds	1,792,290	198	-	1,792,488	-
Revenue Bonds	3,117,727	165,861	132,962	3,150,627	146,487
Total Bonds Payable	8,673,990	812,678	501,572	8,985,096	443,060
Other Liabilities:					
Future Benefits and Loss Liability	113,166	7,370	20,375	100,161	26,452
Capital Leases	22,856	16,635	2,650	36,840	11,586
Installment Contracts	1,571	2,457	3,362	666	642
Compensated Absences	118,584	61,411	50,674	129,322	55,002
Claims, Judgments and Commitments	12,237	1,192	-	13,429	-
Total Governmental Activities Long-term Liabilities	$ 8,942,404	$ 901,743	$ 578,633	$ 9,265,514	$ 536,741

Repayment of the general obligation bonds is made from the Bond Security and Redemption Fund. The amount presented in this fund represents the liability to be paid from resources accumulated to provide debt service payments in Fiscal Year 2006. Repayment of the revenue bonds principal and interest is made from the appropriate debt service fund with payments secured by registration and inspection fees collected by the appropriate program. The compensated absences liability will be liquidated by the State's governmental and internal service funds. Long-term liabilities for claims, judgments and commitments are generally liquidated with resources of the governmental activities.

Business-type Activities	Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006	Amounts Due Within One Year
Bonds Payable:					
General Obligation Bonds	$ 893,196	$ 53,309	$ 50,237	$ 896,268	$ 36,736
Revenue Bonds	652,213	84,951	46,291	690,873	47,085
Total Bonds Payable	1,545,409	138,260	96,528	1,587,141	83,821
Other Liabilities:					
Future Benefits and Loss Liability	1,302,560	151,539	145,349	1,308,751	178,230
Capital Leases	48,427	5,455	6,197	47,686	5,056
Compensated Absences	100,811	13,059	4,930	108,940	56,830
Total Business-type Activities Long-term Liabilities	$ 2,997,207	$ 308,314	$ 253,004	$ 3,052,518	$ 323,937

Component Units

The following table presents the changes in long-term liabilities of the Wisconsin Housing and Economic Development Authority at June 30, 2006, the Wisconsin Health Care Liability Insurance Plan at December 31, 2005, the University of Wisconsin Hospitals and Clinics Authority at June 30, 2006, the University of Wisconsin Foundation at December 31, 2005, and the State Fair Park Exposition Center, Inc. at December 31, 2005:

	Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006	Amounts Due Within One Year
Bonds and Notes Payable:					
Revenue Bonds and Notes	$ 2,443,386	$ 488,757	$ 78,251	$ 2,853,892	$ 67,430
Future Benefits and Loss Liability	33,901	--	1,734	32,167	10,825
Capital Leases	18,189	--	3,429	14,760	2,788
Compensated Absences	5,065	5,425	4,608	5,882	5,386
Pension Related	79,534	--	1,203	78,331	4,157
Total Component Units Long-term Liabilities	$ 2,580,074	$ 494,182	$ 89,225	$ 2,985,032	$ 90,586

NOTE 11. BONDS, NOTES AND OTHER DEBT OBLIGATIONS

The following schedule summarizes outstanding long-term bonds and notes payable at June 30, 2006 (in thousands):

Primary Government	
Governmental Activities:	
General Obligation Bonds	$ 4,041,981
Annual Appropriation Bonds	1,792,488
Revenue Bonds:	
Transportation	1,485,558
Petroleum Inspection	190,985
Badger Tobacco Asset Securitization Corporation	1,474,084
Total Governmental Activities	8,985,096
Business-type Activities:	
General Obligation Bonds:	
University of Wisconsin System	537,309
Other Business-type	358,958
Revenue Bonds:	
Environmental Improvement	690,872
Total Business-type Activities	1,587,139
Total Primary Government	10,572,235
Component Units:	
Wisconsin Housing and Economic Development Authority Revenue Bonds	2,566,970
University of Wisconsin Hospitals And Clinics Authority Revenue Bonds	234,014
State Fair Park Exposition Center, Inc. Revenue Bonds and Notes Payable	40,795
University of Wisconsin Foundation Note Payable	12,113
Total Component Units	2,853,892
Total at June 30, 2006	$13,426,127

A. General Obligation Bonds

Primary Government

The State of Wisconsin Building Commission, an agency of the State, is empowered by law to consider, act upon, authorize, issue and sell all debt obligations of the State. To date, the Commission has authorized and issued general obligation bonds primarily to provide funds for the acquisition or improvement of land, water, property, highways, buildings, equipment or facilities for public purposes. Occasionally, general obligation bonds are also issued for the purpose of providing funds for veterans housing loans and to refund general obligation bonds. All general obligation bonds authorized and issued by the State are secured by a pledge of the full faith, credit and taxing power of the State of Wisconsin and are customarily repaid over a period of twenty to thirty years.

Article VIII of the Wisconsin Constitution and Wis. Stat. Sec. 18.05 set limits on the amount of debt that the State can contract in total and in any calendar year. In total, debt outstanding cannot exceed five percent of the value of all taxable property in the State. Annual debt issued cannot exceed the lesser of three-quarters of one percent or five percent of the value of all taxable property in the State less net indebtedness at January 1.

At June 30, 2006, $3,019.1 million of general obligation bonds were authorized but unissued.

General obligation bonds issued and outstanding as of June 30, 2006 were as follows (in thousands):

Fiscal Year Issued	Series	Dates	Interest Rates	Maturity Through	Amount Issued	Amount Outstanding
1990	1990 Series D	5/90	7.0	5/10	$ 65,859	$ 15,001
1991	1991 Series B	5/91	6.75 to 6.85	5/11	117,136	30,399
1992	1992 Refunding Issue	3/92	6.25	5/15	448,935	85,160
1993	1992 2;	10/92	4.9 to 6.5	5/15	423,565	189,905
	1993 1, 2	1/93; 3/93				
1994	1993 Refunding Issues 3, 5, 6;	8/93; 12/93;	4.85 to 6.2	5/24	515,830	187,765
	1994 Refunding Issue 2	10/93; 3/94;				
1995	1994 Series 3 and C;	9/94; 9/94;	5.7 to 6.65	5/25	100,400	5,610
	1995 Series B and 1	2/95, 2/95				
1996	1995 Series 2;	10/95;	5.75 to 6.2	11/24	87,850	8,720
	1996 Series B	5/96				
1997	1996 C and D;	9/96; 10/96;	5.75 to 6.0	5/27	190,230	11,955
	1997 1 and A	3/97; 3/97				
1998	1997 B, C and D;	7/97; 9/97	4.5 to 7.25	11/28	411,765	71,175
	1998 A, B and C	9/97; 3/98; 5/98; 5/98				
1999	1998 Series 1, 2, D, E and F;	8/98; 9/98; 9/98; 10/98	4.0 to 7.25	11/30	590,675	267,105
	1999 Series 1, A and B	10/98; 5/99; 2/99; 5/99				
2000	1999 C and D; 2000 A;	10/99; 11/99; 3/00	5.0 to 7.7	11/30	315,000	56,610
2001	2000 Series B & E;	7/00;11/00	4.5 to 8.05	11/31	259,030	74,130
	2001 Series A, B, C and D	2/01; 4/01; 6/01; 6/01				
2002	2001 Series 1, E, F;	10/01; 10/01; 10/01	4.0 to 6.96	5/33	819,545	513,820
	2002 Series 1, A, B, C, D	3/02; 3/02; 3/02; 6/02; 6/02				
2003	2002 Series E, F, G and H;	9/02; 9/02; 10/02; 12/02	2.45 to 5.25	5/33	415,190	356,220
	2003 Series 1, 2, and A	4/03; 4/03; 5/03				
2004	2003 B, C, and 3;	7/03; 10/03;10/03;	0 to 19.088	5/34	1,305,096	1,225,931
	2004 1, 2, A, 3 and CWGBC	1/04; 1/04, 3/04; 6/04; 4/04				
2005	2004 Series 4, B, C, D & E	7/04; 8/04; 8/04; 8/04; 10/04;	3.0 to 5.65	5/35	1,079,440	1,037,535
	2005 Series 1, A, B and C	2/05; 2/05; 4/05; 4/05				
2006	2005 Series D & E:	8/05; 12/05;	4.0 to 5.25	5/26	662,910	662,910
	2006 Series 1 & A	1/06; 3/06				
Total					7,808,456	4,799,951
Premiums/Discounts					--	203,109
Deferred Amount on Refunding					--	(64,812)
Total General Obligation Bonds					$ 7,808,456	$ 4,938,249

As of June 30, 2006, general obligation bond debt service requirements for principal and interest for governmental activities and business - type activities are as follows (in thousands):

Fiscal Year	Governmental Activities		Business-Type Activities	
Ended June 30	Principal	Interest	Principal	Interest
2007	$ 279,129	$ 210,346	$ 35,106	$ 45,283
2008	281,226	192,768	37,702	43,405
2009	285,184	179,229	38,043	41,569
2010	287,999	150,655	38,410	39,679
2011	282,238	132,650	37,870	37,727
2012-2016	1,247,009	472,424	212,019	157,949
2017-2021	873,051	208,672	212,323	103,164
2022-2026	381,007	42,885	181,522	50,157
2027-2031	--	--	65,705	15,019
2032-2036	--	--	24,410	2,242
Total	3,916,843	1,589,629	883,110	536,194
Premiums/Discounts	178,549	--	24,560	--
Deferred Amount on Refunding	(53,410)	--	(11,402)	--
Total	$ 4,041,982	$ 1,589,629	$ 896,268	$ 536,194

Zero Coupon Bonds

The general obligation bonds of 1990, Series D (Higher Education Series), are zero coupon bonds recorded in the amount of $15.0 million which is the accreted value at June 30, 2006. The bonds mature on May 1 through the year 2010.

The general obligation bonds of 1991, Series B, are zero coupon bonds recorded in the amount of $30.4 million. The bonds mature on May 1 through the year 2011.

B. Annual Appropriation Bonds

In December 2003, the State issued $1.8 billion of General Fund Annual Appropriation Bonds consisting of Series A (Taxable Fixed Rate) and Series B (Taxable Auction Rate Certificates). These appropriation obligations were authorized by Wisconsin Statutes to obtain proceeds to pay the State's anticipated unfunded accrued prior service (pension) liability under Wis. Stat. Section 40.05(2)(b) and its unfunded accrued liability for sick leave conversion credits under Wis. Stat. Section 40.05(4)(b), (bc), and (bw) and Subchapter IX of Chapter 40.

These appropriation obligations are not general obligations of the State, and do not constitute "public debt" of the State as that term is used in the Constitution and in the State Statutes. The payment of the principal of, and premium, if any, and interest on the obligations is subject to annual appropriation; that is, payments due in any fiscal year of the State will be made only to the extent sufficient amounts are appropriated by the Legislature. The State is not legally obligated to appropriate any amounts for payment of debt service. The Legislature, recognizing its moral obligation to make timely appropriations from the General Fund sufficient to pay debt service on such obligations, expresses in Wis. Stat. Section 16.527(10) its expectation and aspiration that it will do so. The Legislature's recognition of a moral obligation, however, does not create a legally enforceable obligation.

The General Fund Annual Appropriation Bonds, Series A (Taxable Fixed Rate) in the amount of $850.0 million ("Series A Bonds"), bear interest at rates from 4.80 percent to 5.70 percent computed on the basis of a 30-day month and a 360-day year, payable semiannually on each May 1 and November 1 until their maturity dates.

The General Fund Annual Appropriation Bonds, Series B (Taxable Auction Rate Certificates), in the amount of $944.9 million, are multimodal bonds issued in multiple subseries, as taxable Auction Rate Certificates ("Series B Bonds" or "ARCs"). Interest on the Series B Bonds is variable and is computed on the basis of a 360-day year and for the number of days actually elapsed.

As of June 30, 2006, the debt service requirements for principal and interest on these bonds are as follows (in thousands):

Fiscal Year Ended June 30	Principal	Interest
2007	$ --	$ 94,471
2008	--	94,471
2009	6,100	94,424
2010	10,850	94,105
2011	16,050	93,561
2012 - 2016	362,445	416,784
2017 - 2021	230,340	357,657
2022 - 2026	639,665	260,190
2027 - 2031	479,350	86,353
2032	50,050	2,281
Total	1,794,850	1,594,297
Unamortized Premium/Discount	(2,362)	--
Total, net	$ 1,792,488	$ 1,594,297

Interest Rate Swaps

The State has entered into interest rate exchange agreements, or swap agreements, to modify interest rates on its outstanding annual appropriation bonds. Other than the net interest expenditures resulting from these agreements, no amounts are recorded in the financial statements.

Objective – In December 2003, the State issued annual appropriation bonds in the amount of $1.8 billion. Of this amount, $944.9 million was issued as taxable auction rate certificates (ARCs) in nine sub-series and having variable interest rates set every respective 28 days at an auction. The State entered into four interest rate exchange agreements with four different counterparties in order to reduce the interest rate risk in connection with $595.2 million of ARCs. In June 2005, the State entered into four additional interest rate exchange agreements with three counterparties in order to reduce the interest rate risk on the balance of the ARCs ($349.7 million).

Terms – All of the ARCs are subject to the interest rate exchange agreements. The ARCs mature and a related notional amount of the related interest rate exchange agreements decline from May 1, 2009 through 2032. Based on the interest rate exchange agreements, the State owes interest calculated at fixed rates ranging from 4.523 percent to 5.47 percent to the counterparties and the counterparties owe the State interest an amount based on a variable rate, which is the one-month LIBOR. The net amount is paid monthly.

Fair Value – As of June 30, 2006, the aggregate fair value of the interest exchange agreements was $54.8 million. The fair value was valued by a third party consultant based on information contained in the broker Interest Rate Swap Confirmations supplied by the five counterparties -- JP Morgan Chase, Citibank N.A. New York, UBS AG, Bear Stearns Financial Products, and Morgan Stanley Bank. Based on those parameters, and swap market conditions prevailing on the June 30, 2006 valuation date, the third party consultant calculated the estimated market value.

The valuations of derivative transactions provided by the third party consultant are indicative values based on mid-market levels as of the close of business on the date for which they are provided. The fair value may vary throughout the life of the swap agreements due to changes in fixed swap interest rates and swap market conditions.

Associated Debt – Using rates as of June 30, 2006, debt service requirements are presented for the ARCs that are subject to the interest rate exchange agreements and the net swap payments assuming that interest rates remain the same for their term. As rates vary, interest payments on the ARCs and net swap payments will vary.

(in thousands)

Fiscal Year Ended June 30	Principal	Interest	Interest Rate Swaps, Net	Totals
2007	$ --	$ 51,213	$ (2,442)	$ 48,771
2008	--	51,354	(2,582)	48,772
2009	6,100	51,159	(2,435)	54,824
2010	10,850	50,786	(2,381)	59,255
2011	16,050	50,152	(2,290)	63,912
2012 - 2016	64,850	236,706	(9,644)	291,912
2017 - 2021	60,050	226,426	(8,040)	278,436
2022 - 2026	257,550	185,091	(2,163)	440,478
2027 - 2031	479,350	85,686	666	565,702
2032	50,050	2,274	7	52,331
	$ 944,850	$ 990,847	$ (31,304)	$ 1,904,393

Interest Rate Risk – Although the interest rate is synthetically fixed under the interest rate exchange agreements, interest payments on the ARCs subject to the interest rate exchange agreements and net swap payments will vary as interest rates vary.

Credit Risk – As of June 30, 2006, the State was exposed to credit risk in the amount of the aggregate fair value of the interest rate exchange agreements. The State has entered into eight interest rate agreements with five different counterparties. The lowest rating assigned to these counterparties is, as of June 30, 2006, Aa3 by Moody's, A+ by Standard & Poor's, and AA- by Fitch Ratings (which only assigns a rating for four of the five counterparties). Under the interest rate exchange agreements and to mitigate the potential for credit risk, if any of the counterparties' credit quality falls below A3 by Moody's Investors Service or A- by either Standard & Poor's or Fitch Ratings, the fair value of the interest rate exchange agreement for that respective counterparty will be fully collateralized by that counterparty. In addition, an event of termination occurs if any of the counterparties' credit quality falls below Baa2 by Moody's investors service of BBB by either Standard & Poor's or Fitch Ratings.

Basis Risk – The interest rate exchange agreements expose the State to basis risk (i.e., a shortfall or surplus between the variable interest rate received on the interest rate exchange agreements and the interest rate paid on the ARCs) as the relationship between the one-month LIBOR and the ARCs vary, which changes the synthetic rate on the bonds. As of June 30, 2006, the one-month LIBOR was 5.35 percent and the interest rate on the ARCs was 5.25 percent. This current positive variance effectively reduces the nominal synthetic fixed interest rate paid by the State on the interest rate exchange agreements. The relationship between the one-month LIBOR and ARCs will vary over time and any variation will result in a de facto adjustment to the intended synthetic interest rates.

Termination Risk – The interest rate exchange agreements may be terminated by the State, upon two business days written notice, designating to the counterparty the termination date. The State or the counterparties may terminate the interest rate exchange agreements if the other party fails to perform under the terms of the interest rate exchange agreements or if other various events occur. If any interest rate exchange agreement is terminated, the State would be unhedged and exposed to additional interest rate risk on the related ARCs. In addition, if the interest rate exchange agreement has a negative fair value at the time of termination, the State would incur a loss and would be required to make a settlement payment to the related counterparty. Actual termination payments, if required to be made, can be made, at the State's discretion, from the Stabilization Fund, or delayed until funds are available in the Subordinated Payment Obligations Fund or until the next biennium when appropriations can be made in the biennial budget for the termination payments. To further mitigate the risk of an involuntary termination event, the State has also purchased a swap insurance policy from a financial guaranty insurance company that was rated Aaa by Moody's and AAA by Standard & Poor's and Fitch. The State's regularly scheduled net payment obligations under six of the eight interest rate exchange agreements are insured subject to the terms and conditions of the policy.

Market-access Risk and Rollover Risk – The State's swap agreements are for the term (maturity) of the ARCs and, therefore, there is no market-access risk or rollover risk.

C. Revenue Bonds

Primary Government

Chapter 18, Wisconsin Statutes, authorizes the State to issue revenue obligations secured by a pledge of revenues or property derived from the operation of a program funded by the issuance of these obligations. The resulting bond obligations are not general obligations of the State.

Transportation Revenue Bonds

Transportation Revenue Bonds are issued to finance part of the costs of certain transportation facilities and major highway projects. Chapter 18, Subchapter II of the Wisconsin Statutes as amended, Wis. Stat. Sec. 84.59 and a general bond resolution and series resolutions authorize the issuance of these bonds.

The Department of Transportation is authorized to issue a total of $2,324.4 million of revenue bonds. Presently, there are twelve issues of Transportation Revenue Bonds totaling $1,485.6 million. Debt service payments are secured by driver and vehicle registration fees and also a reserve fund, which will be used in the event that a deficiency exists in the redemption fund.

The Transportation Revenue Bonds issued and outstanding as of June 30, 2006 were as follows (in thousands):

Issue	Issue Date	Interest Rates	Maturity Through	Issued	Outstanding
2005B	9/05	4.0 to 5.0	7/25	$ 158,400	$ 158,400
2005A	3/05	3.0 to 5.25	7/25	235,585	235,585
2004 1	9/04	5.0 to 5.25	7/17	95,905	92,805
2003A	11/03	3.0 to 5.0	7/24	211,175	203,615
2002A	10/02	3.0 to 5.0	7/23	168,945	156,545
2002 1& 2	4/02	3.375 to 5.75	7/19 & 7/22	254,375	205,525
2001A	11/01	4.0 to 5.0	7/22	140,000	118,860
1998A&B	8&10/98	4.25 to 5.5	7/19 & 7/16	199,815	164,630
1996A	5/96	6.0	7/06	43,205	5,290
1993A	9/93	4.5 to 5.0	7/12	116,450	69,020
				1,623,855	1,410,275
Unamortized Premium				--	75,283
Total				$1,623,855	$1,485,558

Petroleum Inspection Fee Revenue Bonds

Petroleum Inspection Fee (PIF) Revenue Bonds are issued to finance claims made under the Petroleum Environmental Cleanup Fund Award (PECFA) Program for reimbursement of cleanup costs to soil and groundwater contamination. The program reimburses owners for 75 percent to 99 percent of cleanup costs associated with soil and groundwater contamination.

Presently, there are four issues of PIF Bonds outstanding totaling $190.9 million. Debt service payments are secured by petroleum inspection fees.

The PIF revenue bonds issued and outstanding as of June 30, 2006 were as follows (in thousands):

Issue	Issue Date	Interest Rates	Maturity Through	Issued	Outstanding
2004-1	5/04	3.0 to 5.0	7/12	$ 95,470	$ 95,470
2004A	2/04	3.0 to 5.0	7/12	45,000	40,290
2001A	12/01	5.0	7/08	30,000	30,000
2000A	3/00	5.25 to 6.0	7/12	170,250	22,190
				340,720	187,950
Deferred amount on refunding				--	(3,121)
Unamortized Premium				--	6,156
Total				$ 340,720	$ 190,985

Clean Water Revenue Bonds

The Environmental Improvement Fund (the Fund) provides loans and grants to local municipalities to finance wastewater treatment planning and construction. The Fund is authorized to issue up to $1,616.0 million in Revenue Bonds. At June 30, 2006, there were twelve issues of Revenue Bonds outstanding totaling $690.9 million. These bonds are secured by payments on program loans and earnings of investments.

Bonds issued and outstanding for the Fund as of June 30, 2006 were as follows (in thousands):

Issue	Issue Date	Interest Rates	Maturity Through	Issued	Outstanding
2006-1	3/06	3.5 to 5.0	6/27	$ 80,000	$ 80,000
2004-2	1/05	3.25 to 5.25	6/20	107,025	107,025
2004-1	3/04	4.0 to 5.0	6/24	116,795	113,275
2002-2	8/02	3.0 to 5.5	6/16	85,575	69,575
2002-1	5/02	4.0 to 5.25	6/23	100,000	62,725
2001-1	4/01	4.5 to 5.25	6/21	70,000	38,870
1999-1	9/99	5.0 to 5.75	6/20	80,000	10,135
1998-2	8/99	4.0 to 5.5	6/17	104,360	90,400
1998-1	1/98	4.0 to 5.0	6/18	90,000	27,520
1997-1	2/97	4.5 to 6.0	6/17	80,000	3,845
1993-2	9/93	2.75 to 6.125	6/08	81,950	15,845
1991-1	4/91	5.4 to 6.9	6/11	225,000	57,445
				1,220,705	676,660
Unamortized Premium				--	26,030
Less: Unamortized discount and charge				--	(11,818)
Total, net of discount, charge and premium				$1,220,705	$ 690,872

As of June 30, 2006, revenue bond debt service requirements for principal and interest for governmental activities and business-type activities are as follows (in thousands):

	Governmental Activities				Business-Type Activities	
	Transportation Revenue Bonds		Petroleum Inspection Fee Revenue Bonds		Clean Water Revenue Bonds	
Fiscal Year Ended June 30	Principal	Interest	Principal	Interest	Principal	Interest
2007	$ 71,640	$ 66,953	$ 57,660	$ 7,665	$ 47,085	$ 33,467
2008	81,790	64,890	20,270	5,671	51,960	31,027
2009	80,395	61,032	21,280	4,686	54,560	28,352
2010	79,395	57,198	22,350	3,622	57,425	25,289
2011	71,600	53,475	23,470	2,507	60,810	22,072
2012-2016	399,475	207,232	42,920	1,757	188,530	76,782
2017-2021	379,390	106,633	--	--	147,005	33,680
2022-2026	246,590	22,640	--	--	63,170	7,283
2027-2031	--	--	--	--	6,115	153
Total	1,410,275	640,053	187,950	25,908	676,660	258,105
Unamortized Premium	75,283	--	6,156	--	26,030	--
Unamortized Discount/Charge	--	--	(3,121)	--	(11,818)	--
Total, net	$ 1,485,558	$ 640,053	$ 190,985	$ 25,908	$ 690,872	$ 258,105

Component Units – Blended Presentation

Badger Tobacco Asset Securitization Corporation

In May 2002, the Badger Tobacco Asset Securitization Corporation (BTASC) (a blended component unit – debt service fund) issued $1.6 billion of bonds for the purpose of making a one-time purchase of Tobacco Settlement Revenue (TSRs) from the State. Interest on the bonds is on due June 1 and December 1. These bonds are revenue obligations of the BTASC secured by, and payable solely and only out of, the moneys, assets or revenues pledged by the BTASC.

Debt service requirements for principal and interest for the BTASC at May 31, 2006 were as follows (in thousands):

Fiscal Year Ended	Principal	Interest
2007	$ 12,315	$ 91,710
2008	12,485	91,044
2009	31,220	89,936
2010	33,565	88,316
2011	35,070	86,512
2012-2016	185,055	401,996
2017-2021	232,190	338,811
2022-2026	338,875	254,333
2027-2031	436,795	139,089
2032-2033	180,945	9,032
Total	1,498,515	1,590,779
Unamortized Premium/Discount	(24,431)	--
Total	$ 1,474,084	$ 1,590,779

Component Units – Discrete Presentation

Wisconsin Housing and Economic Development Authority

Bonds and notes payable at June 30, 2006 of the Wisconsin Housing and Economic Development Authority (Authority) consisted of the following (in thousands):

Revenue bonds and notes	$ 2,525,619
Special obligation and subordinated Special obligation	47,541
Total	2,573,160
Less: Deferred amount on refunding	(6,190)
Total, net	$ 2,566,970

Authority's Revenue Bonds and Notes

The Authority's revenue bonds and notes are collateralized by the revenues and assets of the Authority, subject to the provisions of resolutions and note agreements which pledge particular revenues or assets to specific bonds or notes. The bonds are subject to mandatory sinking fund requirements and may be redeemed at the Authority's option at various dates and at prices ranging from 100 percent to 103 percent of par value. Any particular series contains both term bonds and serial bonds which mature at various dates.

The Authority's revenue bonds and notes outstanding at June 30, 2006 consisted of the following (in thousands):

Series/ Issue	Date	Rates	Maturity Through	Outstanding
Housing Revenue Bonds:				
1992 A	1/92	6.85	2012	$ 3,370
1998 A,B&C	2/98	4.75 to 6.88	2032	28,940
1999 A&B	10/99	5.0 to 6.18	2031	34,090
2000 A&B	9/00	Variable	2032	10,120
2002 A,B&C	5/02	3.9 to 5.6	2033	79,055
2002 D,E,F,G&I	5/02	Variable	2034	31,760
2002 H	5/02	Variable	2033	24,200
2003 A&B	12/03	Variable	2034	6,280
2003 C	12/03	2.35 to 5.25	2043	14,010
2003 D&E	12/03	Variable	2044	20,365
2005 A,B&C	12/05	3.2	2035	9,885
2005 D&E	12/05	3.2 to 5.15	2035	42,150
2005 F	12/05	4.31	2030	126,075
				430,300
Home Ownership Revenue Bonds:				
1996 A&B	3/96	5.5 to 6.0	2015	4,955
1996 E&F	11/96	5.3 to 5.9	2016	5,180
1997 A,B&C	4/97	5.4 to 5.7	2010	6,725
1997 D&E	6/97	5.15 to 5.8	2017	14,885
1997 G,H&I	11/97	5.05 to 5.35	2017	6,390
1998 A,B&C	4/98	4.75 to 5.5	2027	44,780
1998 D&E	6/98	4.75 to 5.35	2028	22,355
1999 C,D&E	4/99	4.3 to 6.17	2029	15,320
1999 F,G&H	7/99	5.25 to 7.07	2027	16,180
2000 A,B&C	3/00	5.4 to 7.78	2030	8,085
2000 D,E&F	6/00	5.75 to 7.91	2029	10,875
2000 F	7/00	Variable	2015	4,010
2000 G&H	11/00	7.21	2031	5,665
2000 H	11/00	Variable	2024	9,735
2001 A,B&C	5/01	4.85 to 6.4	2032	17,505
2002 A&C	2/02	3.15 to 5.5	2032	48,280
2002 B	2/02	Variable	2032	12,650
2002 C	2/02	Variable	2016	14,945
2002 D	2/02	Variable	2022	195
2002 E,G&H	3/03	3.0 to 5.25	2022	49,700
2002 I	10/02	2.75 to 4.85	2032	29,075
2002 E & F	7/02	Variable	2032	52,785
2002 I&J	10/02	Variable	2032	43,715

(Continued)

Series/ Issue	Date	Rates	Maturity Through	Outstanding
2003 A	4/03	2.15 to 4.95	2024	19,305
2003 A	4/03	Variable	2033	73,290
2003 B	7/03	Variable	2034	95,150
2003 C	11/03	2.05 to 4.85	2024	20,010
2003 C	11/03	Variable	2034	59,830
2003 D	11/03	Variable	2028	18,920
2004 A	4/04	Variable	2035	101,410
2004 A	4/04	2.3 to 4.35	2014	20,185
2004 B	4/04	Variable	2035	6,255
2004 C&D	7/04	2.5 to 5.1	2024	30,885
2004 D	7/04	Variable	2035	110,765
2004 E	11/04	Variable	2035	96,685
2005 A	4/05	2.5 to 4.95	2025	27,425
2005 A	4/05	Variable	2036	91,125
2005 B	4/05	Variable	2035	11,130
2005 C	6/05	Variable	2033	164,730
2005 C	6/05	4.875	2036	34,510
2005 D&E	9/05	2.83 to 4.875	2036	148,325
2006 A&B	1/06	3.07 to 4.32	2037	200,000
2006 C&D	5/06	4.85 to 6.0	2037	247,585
				2,021,510
Business Development Bonds:				
1989 3	Various	7.75	2014	835
1991 4	Various	6.1	2006	200
1995 1-2,4-9	Various	Variable	2015	5,100
				6,135
Notes Payable	Various	Variable	2021	67,674
Authority's Total Revenue Bonds and Notes				$ 2,525,619

Authority's Special Obligation Bonds

The Authority's Special Obligation Bonds are special limited obligations of the Authority and are collateralized by the revenues and assets of each bond resolution.

Special obligation bonds at June 30, 2006 consist of the following (in thousands):

Series/ Issue	Date	Rates	Maturity Through	Outstanding
Home Ownership Revenue Bonds:				
1998 F&G	10/98	4.4 to 5.51	2029	$ 18,205
Single Family Drawdown Revenue Bonds:				
2006-1	4/06	Variable	2011	29,336
Total Special Obligation Bonds				$ 47,541

Debt service requirements for principal and interest for the Authority at June 30, 2006 are as follows (in thousands):

Fiscal Year Ended	Principal	Interest
2007	$ 65,185	$ 112,322
2008	56,335	113,026
2009	107,174	110,114
2010	58,595	107,636
2011	88,181	104,622
2012-2016	300,055	474,883
2017-2021	372,215	395,445
2022-2026	476,020	296,942
2027-2031	542,700	178,469
2032-2036	461,100	61,007
Thereafter	45,600	3,758
Total	2,573,160	1,958,224
Deferred Amount on Refunding	(6,190)	--
Total	$ 2,566,970	$ 1,958,224

Under a Business Development Program and a Beginning Farmer Program, revenue bonds are issued which do not constitute indebtedness of the Authority within the meaning of any provision or limitation of the Constitution or Statutes of the State of Wisconsin. They do not constitute or give rise to a pecuniary liability of the Authority or a charge against its general credit. They are payable solely out of the revenues derived pursuant to the loan agreement, or in the event of default of the loan agreement, out of any revenues derived from the sale, releasing or other disposition of the mortgaged property. Therefore, the bonds are not reflected in the financial statements. As of June 30, 2006, the Authority had issued 142 series of such bonds in an aggregate principal amount of $82.6 million for economic projects in Wisconsin.

The commercial paper obligations are issued for terms of one to 270 days. These obligations bear interest at various rates, which ranged from 3.4 percent to 3.8 percent and 2.1 percent to 3.1 percent at June 30, 2006 and June 30, 2005 respectively. The obligations are backed by a line of credit agreement which is renewable annually and bears interest at variable rates, based on an index defined in the agreement. The line of credit agreements used for temporary mortgage financing, one of which is renewable annually, bear interest based on the 30 day LIBOR rate. The three agreements bear interest at the rates of 4.216 percent, 4.25 percent and 4.57 percent at June 30, 2006.

The Authority has entered into various interest rate swap agreements. The agreements provide the Authority with synthetic fixed interest rates on a portion of its debt. During the term of the swap agreements, the Authority expects to effectively pay a fixed rate on the debt. In return, the counterparty pays interest based on a contractually agreed upon variable rate. The Authority will be exposed to variable rates on the outstanding bonds if the counterparty to the swap defaults, the swap is terminated or the effective interest rate, determined by the Remarketing Agent used for Bond Holder payments, increases over the variable rate index used for calculating the interest received from the counterparty. The Authority does not intend to terminate these agreements prior to their maturity.

Using rates as of June 30, 2006, debt service requirements of the Authority outstanding variable rate debt and net swap payments, assuming current interest rates remain the same for their term, are as follows (in thousands). As rates vary, variable rate bond interest payments and net swap payments will vary.

Fiscal Year Ended	Principal	Interest	Interest Rate Swaps, Net	Total
2007	$ 25,285	$ 52,730	$ 2,693	$ 80,708
2008	27,635	51,498	2,913	82,046
2009	25,040	50,330	3,059	78,429
2010	25,160	50,257	2,349	77,766
2011	26,900	48,166	3,329	78,395
2012 - 2045	1,157,705	692,399	63,362	1,913,466
Totals	$1,287,725	$ 945,380	$ 77,705	$2,310,810

The following table outlines information related to agreements in place as of June 30, 2006 (in thousands):

Program and Bond Issue	Notional Value at 6/30/06	Effective Date	Swap Terminatio Date	Counterparty Credit Rating	Percent Fixed Rate Paid	Variable Rate/Index Received	Swap Termination Market Value at 6/30/06
Housing Revenue Bonds							
2002 Series H	$ 24,200	5/21/2002	11/1/2033	AAA	4.68	70% of one month London Interbank Offered Rate (LIBOR)	$ (184)
2003 Series D	8,670	1/5/2005	5/1/2044	AAA	4.21	65% of one month LIBOR + 25 basis points	96
2003 Series E	11,695	1/5/2005	5/1/2043	AAA	4.05	63.5% of one month LIBOR + 20 basis points	132
2005 Series F	84,610	1/17/2006	11/1/2030	AAA	5.21	One month LIBOR	3,446
							3,490
1987 Home Ownership Revenue Bonds							
2002 Series B	12,650	2/6/2002	3/1/2020	AAA	5.88	One month LIBOR + 35 basis points	76
2002 Series C	14,945	2/6/2002	9/1/2012	AAA	3.69	67 percent of one month LIBOR	(3)
2002 Series D	195	2/6/2002	9/1/2006	AAA	2.91	70 percent of one month LIBOR	-
2002 Series I	7,040	10/17/2002	3/1/2008	AA+	2.33	70 percent of one month LIBOR	134
2002 Series I	35,020	10/17/2002	9/1/2032	AA+	4.07	70 percent of one month LIBOR	1,203
2002 Series J	1,655	10/17/2002	9/1/2006	AA+	3.13	One month LIBOR + 40 basis points	11
2003 Series B	95,150	7/29/2003	9/1/2034	AAA	3.94	65 percent of one month LIBOR +25 basis points	1,530
2004 Series A	31,020	4/29/2004	9/1/2022	AAA	4.47	BMA + 8 basis points	109
2004 Series A	28,355	4/29/2004	9/1/2012	AAA	2.87	65 percent of one month LIBOR + 25 basis points	718
2004 Series A	42,035	4/29/2004	3/1/2035	AAA	4.27	65 percent of one month LIBOR + 25 basis points	517
2005 Series A	91,125	4/12/2005	3/1/2036	AAA	4.03	65 percent of one month LIBOR + 25 basis points	1,178
2005 Series D	81,275	9/29/2005	9/1/2036	AAA	3.9	65 percent of one month LIBOR + 25 basis points	2,143
							7,616
1988 Home Ownership Revenue Bonds							
2002 Series E	14,530	7/11/2002	3/1/2011	AAA	3.24	70 percent of one month LIBOR	179
2002 Series E	23,890	7/11/2002	9/1/2032	AAA	4.67	70 percent of one month LIBOR	148
2002 Series F	14,365	7/11/2002	9/1/2014	AAA	5.20	Three months LIBOR + 40 basis points	318
2003 Series A	23,995	4/3/2003	9/1/2014	AAA	2.98	65 percent one month LIBOR + 25 basis points	827
2003 Series A	31,375	4/3/2003	9/1/2030	AAA	4.26	65 percent one month LIBOR + 25 basis points	885
2003 Series A	17,920	4/3/2003	9/1/2033	AAA	4.17	65 percent one month LIBOR + 25 basis points	684
2003 Series C	21,225	11/4/2003	3/1/2019	AAA	3.32	65 percent one month LIBOR + 25 basis points	661
2003 Series C	38,605	11/4/2003	3/1/2034	AAA	4.3	65 percent one month LIBOR + 25 basis points	493
2004 Series D	110,765	7/27/2004	9/1/2035	AAA	4.04	65 percent one month LIBOR + 25 basis points	1,225
2004 Series E	96,685	7/27/2004	9/1/2035	AAA	3.99	65 percent one month LIBOR + 25 basis points	1,399
2005 Series C	102,040	8/3/2005	3/1/2024	AAA	3.34	BMA + 8 basis points until 3/1/06, then 65 percent one month LIBOR + 25 basis points	3,664
2003 Series C	62,690	8/3/2005	9/1/2033	AAA	4.07	BMA + 8 basis points until 3/1/06, then 65 percent one month LIBOR + 25 basis points	2,043
2006 Series A	100,980	1/9/2006	3/1/2029	AAA	3.65	65 percent of one month LIBOR + 25 basis points	2,745
2006 Series A	59,020	1/9/2006	3/1/2037	AAA	4.27	65 percent of one month LIBOR + 25 basis points	1,078
							16,349
							$ 27,455

Swap Valuation -- The swap termination market values presented above were estimated by the Authority's counterparties to the swap agreements using proprietary valuation models based on standard valuation methodology. The market values in the table above represent the termination payments that would have been due had the swaps terminated on June 30, 2006. A positive value represents money due to the Authority by the counterparty upon termination while a negative value represents money payable by the Authority.

Termination Risk -- Counterparties to the Authority's swap agreements have ordinary termination rights that require a settlement payment by the Authority or the counterparty based on the market value of the swap agreement at the time of termination. As of June 30, 2006, no termination events have occurred.

Credit Risk -- The Authority is exposed to credit risk, the risk that the counterparty fails to perform according to its contractual obligations, on all swap agreements. To mitigate this risk, the Authority has entered into swap agreements with highly rated counterparties. As of June 30, 2006, the counterparties in 91 percent of the outstanding swaps were rated AAA/Aaa and the remaining counterparty was rated AA+/Aa2 by Standard and Poor's and Moody's Financial Services, respectively.

Basis and Interest Rate Risk -- This risk arises because the interest paid to the Authority is based on a taxable index (LIBOR) and the interest paid by the Authority is based on the individual tax-exempt bond issue. Based on market conditions, there may be a difference between these two rates. To minimize this risk, the Authority has chosen to use the formula that best represents the relationship between the taxable index and the Authority's historical bond rates.

Rollover Risk -- The Authority is exposed to rollover risk only on swaps that mature or may be terminated at the counterparty's option prior to the maturity of the associated bond. The Authority's swap agreements have limited rollover risk. The swap agreements contain scheduled reductions to the notional amounts that are expected to follow the scheduled and anticipated reductions in the associated bonds under a wide range of mortgage prepayment speeds.

The following swaps expose the Authority to rollover risk:

Associated Debt Issuance	Bond Maturity Date	Swap Termination Date
1987 HORB (a) 2002 Series B	9/1/2032	3/1/2020
1987 HORB 2002 Series C	9/1/2016	9/1/2012
1987 HORB 2002 Series D	9/1/2022	9/1/2006
1987 HORB 2002 Series I	3/1/2025	3/1/2008
1987 HORB 2002 Series J	9/1/2032	9/1/2006
1987 HORB 2004 Series A	9/1/2028	9/1/2012
1988 HORB 2002 Series E	3/1/2028	3/1/2011
1988 HORB 2002 Series F	9/1/2032	9/1/2014
1988 HORB 2003 Series A	3/1/2029	9/1/2014
1988 HORB 2003 Series C	9/1/2033	3/1/2019
1988 HORB 2005 Series C	3/1/2028	3/1/2024
1988 HORB 2006 Series A	9/1/2030	3/1/2029

(a) Home ownership revenue bonds

University of Wisconsin Hospitals and Clinics Authority

In April 1997, the University of Wisconsin Hospitals and Clinics Authority (the Hospital) issued $50.0 million of Variable Rate Demand Hospital Revenue Bonds, Series 1997. Principal payments on the Series 1997 Bonds are due annually commencing in April 2010 through April 2026. Interest is payable monthly. The effective annual estimated interest rate was 3.0 percent in 2006.

In March 2000, the Hospital issued $56.5 million of Hospital Revenue Bonds Series 2000. Principal payments are due annually commencing in April 2007 through April 2010. Interest rates range from 5.35 percent to 5.5 percent and interest is payable semiannually on April 1 and October 1 each year beginning October 1, 2000. The effective annual interest rate was 5.9 percent in 2006.

The Series 1997 Bonds, Series 2000 Bonds, Series 2002 Bonds, Series 2004 Bonds and Series 2005 Bonds are collateralized by a security interest in substantially all of the Hospital's revenue. The borrowing agreements contain various covenants and restrictions including compliance with the terms and conditions of the lease agreement (Note 1-B) and provisions limiting the amount of additional indebtedness which may be incurred. The borrowing agreements also require the establishment and maintenance of certain funds under the control of a trustee.

In October 2002, the Hospital issued $68.5 million of Hospital Revenue Bonds, Series 2002 (Series 2002 Bonds) consisting of $55.6 million Series 2002A Short-term Adjustable Securities and $12.9 million Series 2002B Fixed Interest Rate Bonds. The bond proceeds are designated to finance qualified capital projects. Principal payments on the Series 2002A Bonds range from $500 thousand to $3.9 million due annually commencing in April 2013 through 2032. The interest rates and the interest payment dates for the Series 2002A Bonds vary depending on if the bonds are in auction mode, daily mode, weekly mode, or in flexible mode beginning November 29, 2002. Principal payments on the Series 2002B Bonds range from $1.4 million to $1.9 million due annually commencing in April 2006 through April 2013. Interest rates for the Series 2002B Bonds range from 5.25 percent to 5.50 percent and interest is payable semiannually on April 1 and October 1 of each year beginning April 1, 2003. The effective annual interest rate of the Series 2002 A Bonds was 3.1 percent in 2006. The effective annual interest rate of the Series 2002B Bonds was 5.6 percent in 2006.

In October 2002, the Hospital entered into an interest rate swap in order to convert a portion of the Series 2002A Short-term Adjustable Rate Securities to fixed rates. The notional amount of this swap agreement was $21.4 million at June 30, 2006 which matures on April 1, 2022. The terms of the swap agreement are for the Hospital to pay the counterparty a fixed rate of 3.85 percent per annum, payable semiannually, and the Hospital to receive a floating rate of 70 percent of one-month LIBOR per annum, payable monthly. As of June 30, 2006 the interest rate received by the Hospital was 3.0 percent. The Hospital will be exposed to variable rates if the counterparty to the swap defaults or if the swap is terminated. The swap exposes the Hospital to basis risk should the relationship between LIBOR and auction rate converge, changing the synthetic rate on the bonds. The Hospital does not intend to terminate this agreement. The fair value of the swap is $173,429 at June 30, 2006.

In November 2004, the Hospital issued $60.0 million of Hospital Revenue Bonds, Series 2004 consisting of Short-term Adjustable Rate Securities, Series 2004 ("Series 2004 Bonds"). The bond proceeds are designated to finance qualified capital projects. Principal payments on the Series 2004 Bonds range from $9.7 million to $15.1 million due annually commencing in April 2030 through 2034. The interest rates an the interest payment date for the Series 2004 Bonds vary depending on if the bonds are in auction mode, daily mode, weekly mode, or in flexible mode. The effective annual interest rate of the Series 2004 Bonds was 3.0 percent in 2006.

In November 2004, the Hospital entered into an interest rate swap in order to convert a portion of the Series 1997 Variable Rate Demand Bonds to fixed rates. The notional amount of this swap agreement was $26.8 million at June 30, 2006, which matures on April 1, 2021. The terms of the swap agreement are for the Hospital to pay the counterparty a fixed rate of 3.45 percent per annum, payable semiannually, and the Hospital to receive a floating rate of 70 percent of one-month LIBOR per annum, payable monthly. In 2006, the effective interest rate received by the Hospital was 3.0 percent. The Hospital will be exposed to variable rates if the counterparty to the swap defaults or if the swap is terminated. The swap exposes the Hospital to basis risk should the relationship between LIBOR and auction rate converge, changing the synthetic rate on the bonds. The Hospital does not intend to terminate this agreement. The fair value of the swap was $981,481 at June 30, 2006.

In September 2005, the Hospital issued $59.8 million of Variable Rate Demand Hospital Revenue Bonds, Series 2005 ("Series 2005 Bonds"). The bond proceeds were designated to refund a portion of the Series 2000 Bonds. Principal payments on the Series 2005 Bonds, ranging from $460,000 to $8.1 million are due annually in April 2007 through April 2029. Series 2005 Bonds bear interest at a weekly rate determined by a remarketing agent. Interest is payable monthly. The effective interest rate was 3.20 percent in 2006.

In September 2005, the Hospital entered into an interest rate swap in order to convert the Series 2005 Variable Rate Demand Hospital Revenue Bonds to fixed rates. The notional amount of the swap agreement was $59.5 million at June 30, 2006, which matures on April 1, 2029. The terms of the swap agreement are for the Hospital to pay the counterparty a fixed rate of 3.313 percent per annum, payable monthly, and the Hospital will receive a floating rate of 58.3 percent of one-month LIBOR per annum plus 0.36 percent payable monthly. The effective interest rate received by the Hospital was 3.0 percent in 2006. The Hospital will be exposed to variable rates in the counterparty to the swap defaults or if the swap is terminated. The swap exposes the Hospital to basis risk should the relationship between LIBOR and auction rate converge, changing the synthetic rate of the bonds. The Hospital does not intend to terminate this agreement. The fair value of the 2005 swap agreement of $2.0 million at June 30, 2006.

The Series 1997 Revenue Bonds and Series 2005 Revenue Bonds with variable interest rates are subject to remarketing provisions that require the Hospital to repurchase the bonds if they cannot be sold to a third party. The Hospital has entered into standby bond purchase agreements (the "Agreements") with a commercial bank, which expire in 2008 and 2010, to provide the funding for such repurchases as necessary. In the absence of the Agreements, the Hospital would be required to replace them with similar credit arrangements, convert the related debt from variable to fixed rate debt, or fund required repurchases from available funds. As of and for the year ended June 30, 2006 there were no borrowings under the Agreements.

Scheduled principal and interest repayments on all of the Hospital's long-term debt, including the effect of the swap, are as follows (in thousands):

Fiscal Year Ended	Principal	Interest	Interest Rate Swap, Net	Total
2007	$ 5,283	$ 10,292	$ (13)	$ 15,562
2008	5,214	10,023	(13)	15,224
2009	5,357	9,748	(12)	15,093
2010	5,638	9,462	(12)	15,088
2011	5,926	9,186	(11)	15,101
2012-2016	36,040	41,444	(41)	77,443
2017-2021	41,302	33,957	(33)	75,226
2022-2026	49,085	25,267	(33)	74,319
2027-2031	61,425	14,870	(6)	76,289
2032-2034	40,175	3,192	--	43,367
Deferred loss on refunding	(7,105)	--	--	(7,105)
Premium on 2002B Bonds	434	--	--	434
	$248,774	$ 167,441	$ (174)	$416,041

The Hospital is limited to total borrowings, exclusive of amounts payable to the primary government, to $235.0 million, with limited exceptions.

The revenue bonds of the Hospital do not constitute debt of the State nor is the State liable on those bonds.

Debt service requirements for principal and interest for the Hospital's revenue bonds at June 30, 2006 are as follows (in thousands):

Fiscal Year Ended	Principal	Interest
2007	$ 2,495	$ 9,547
2008	2,960	9,414
2009	3,310	9,256
2010	3,835	9,081
2011	4,215	8,901
2012-2016	32,070	41,008
2017-2021	41,150	33,892
2022-2026	49,050	25,233
2027-2031	61,425	14,863
2032-2034	40,175	3,192
Total	240,685	164,387
Deferred loss on refunding	(7,105)	--
Premium/Discount	434	--
Total	$ 234,014	$ 164,387

State Fair Park Exposition Center, Inc.

In August 2001, the State Fair Park Exposition Center, Inc. (the Center) issued $44.9 million of City of West Allis, Wisconsin, Variable Rate Demand Revenue Bonds, Series 2001, which were issued to finance the construction of the exposition center. The bonds call for monthly interest-only payments until date of maturity. The bonds have a final maturity date of August 1, 2028, with no set schedule for principal repayment. However, the bonds require mandatory redemption to the extent of unused bond proceeds. Repayment of the bonds is guaranteed by a ground lease and license agreement, and letter of credit issued by US Bank which expired on April 15, 2005. The letter of credit was renewed effective April 15, 2005 through April 15, 2006. The Center has not been notified of any event of default with respect to the industrial revenue bonds payable restrictive covenants as of December 31, 2005. The outstanding balance on these bonds was $40.8 million as of December 31, 2005.

Debt service requirements for interest for the Center, at December 31, 2005 are as follows (in thousands):

Fiscal Year Ended	Interest
2006	$ 2,531
2007	2,531
2008	2,531
2009	2,531
2010	2,531
2011-2015	12,657
2016-2020	12,657
2021-2025	12,657
2026-2028	6,542
Total	$ 57,168

University of Wisconsin Foundation

Long-term debt of the University of Wisconsin Foundation consists of two notes payable to U.S. Bank, N.A. One of the notes is payable in accreting monthly principal installments with a final balloon payment due February 2010. The note is collateralized by certain investments equal to the outstanding loan balance. The outstanding balance as of December 31, 2005 was $2.5 million.

The second note is a mortgage that was assumed in April 2004. The note is payable in monthly installments, including interest, with a final balloon payment due September 2009. The outstanding balance as of December 31, 2005, is $9.6 million.

Future maturities of long-term debt as of December 31, 2005 are as follows (in thousands):

Year ended December 31	Total Principal
2006	$ 625
2007	661
2008	699
2009	8,273
2010	1,855
Total	$ 12,113

D. Refundings, Exchanges and Early Extinguishments

Refunding Provisions of GASB Statement No. 23

The State implemented the provisions of GASB Statement No. 23. *Accounting and Financial Reporting for Refunding of Debt Reported by Proprietary Activities* beginning with Fiscal Year 1996. This Statement requires proprietary activities to adopt certain accounting and reporting changes for both current refunding and advance refunding resulting in defeasance of debt. GASB Statement No. 23 permits, but does not require, retroactive application of its provisions. The State has chosen not to apply the provisions retroactively to previously issued financial statements.

In February 1996, the State participated in a refunding (1996 Series 1) of general obligation debt that fell within the provisions of GASB Statement No. 23. The State is amortizing these deferred amounts over a period of approximately 19 years, using the straight-line method.

Current Year Refundings/General Obligation Bonds

In January 2006, the State issued $96.8 million of general obligation refunding bonds (2006 Series 1), the proceeds of which were deposited in an escrow account to provide for future debt service payments and redemption of $102.0 million of various general obligation bonds outstanding at the time of the refunding. As a result of the refunding, the bonds are considered defeased and the associated liability removed from the financial statements. The refunding resulted in a decrease in total debt service payments by $5.3 million and an economic gain of $5.2 million.

Prior Year Refundings/General Obligation Bonds

Government Accounting Standards Board Statement No. 7 *Advance Refundings Resulting in Defeasance of Debt*, provides that refunded debt and assets placed in escrow for the payment of related debt service be excluded from the financial statements. At June 30, 2006, approximately $987.1 million of general obligation bond principal have been defeased.

Prior Year Refundings/Revenue Bonds

For financial reporting purposes, the following primary government revenue bonds have been defeased, and therefore, removed as a liability from the balance sheet:

- Environmental Improvement Fund revenue bonds – At June 30, 2006, revenue bonds outstanding of $305.5 million have been defeased.

- Transportation revenue bonds – At June 30, 2006, revenue bonds outstanding of $375.8 million have been defeased.

Refundings -- Component Units

Wisconsin Housing and Economic Development Authority

The Wisconsin Housing and Economic Development Authority (the Authority) defeased Insured Mortgage Revenue Bonds payable aggregating $48.4 million and sold the related Insured Mortgage Loan portfolio on March 1, 1990. As of June 30, 2006, the remaining outstanding defeased debt was $27.7 million.

University of Wisconsin Hospitals and Clinics Authority

In September 2005, the University of Wisconsin Hospitals and Clinics Authority (Hospital) issued $59.8 million in Variable Rate Demand Revenue Refunding Bonds, Series 2005 with an initial interest rate of 2.69 percent per annum at the time of issuance to advance refund $52.5 million of outstanding Bond Issue Series 2000 with an interest rate range of 5.6 percent to 5.86 percent. The net proceeds of $58.2 million (after payment of $1.6 million in issuance costs) were used to purchase state and local government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded portion of the Fixed Rate Serial and Term Hospital Revenue Bonds, Series 2000 with maturity dates on or after April 1, 2011. As a result the refunded portion of the Bond Issues Series 2000 are considered to be defeased and the liability for those bonds has been removed from the balance sheet.

Although the advance refunding resulted in the recognition of a deferred loss of $7.3 million, the Hospital in effect reduced its aggregate debt service payments over the next 24 years by over $14.0 million and obtained an economic gain (difference between the present values of the debt service payments on the old and the new debt) of approximately $9.0 million. The Hospital is amortizing the deferred loss to interest expenses over the term of the debt using the straight-line method.

Early Extinguishments/Redemptions

Component Units

Badger Tobacco Asset Securitization Corporation

On December 2005 and June 2006, the trustee in aggregate redeemed $27.1 million of the 6.125 percent turbo term bonds due June 2027.

Wisconsin Housing and Economic Development Authority

During 2006, the Wisconsin Housing and Economic Development Authority (the Authority) redeemed early various outstanding bonds according to the redemption provisions in the bond resolutions. None of these redemptions resulted in extraordinary losses due to the write-off of remaining unamortized deferred debt financing costs. A summary of these early redemptions follows (in thousands):

Bond Issue	**Redemptions 2006**
Home Ownership Revenue	
Bond Resolutions:	
1987	$ 51,355
1988	74,085
All Other	203,724
Housing Revenue Bonds	155,160
General funds	1,265

E. Short-term Financing

The State of Wisconsin Building Commission, an agency of the State, is empowered by law to consider, authorize, issue, and sell debt obligations of the State. To date, the Commission has authorized the issuance of notes in anticipation of revenue or bond financing. When this short-term debt does not meet long-term financing criteria, it is classified among fund liabilities.

General Obligation Commercial Paper Notes

The State has authorized General Obligation Commercial Paper Notes for the acquisition, construction, development, extension, enlargement, or improvement of land, waters, property, highway, buildings, equipment or facilities. Periodically, additional commercial paper notes are issued to pay for maturing commercial paper notes.

The State intends to make annual May 1 payments on the outstanding commercial paper notes that reflect principal amortization of the notes. The State also intends to make regular payments to the issuing and paying agent that will be equal to the interest due on maturing notes. At June 30, 2006, the amount of general obligation commercial paper notes outstanding was $100.1 million which had interest rates ranging from 3.4 percent to 3.55 percent and maturities ranging from July 6, 2006 to August 15, 2006.

Short-term debt activity for the year ended June 30, 2006 for the general obligation commercial paper notes was as follows (in millions):

Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006
$ 59.7	$ 100.4	$ 60.0	$ 100.1

General Obligation Extendible Municipal Commercial Paper

The State has authorized general obligation extendible municipal commercial paper for the acquisition, construction, development, extension, enlargement, or improvement of land, waters, property, highway, buildings, equipment or facilities. Periodically, additional extendible municipal commercial papers are issued to pay for maturing extendible municipal commercial paper. The State intends to make annual May 1 payments on the outstanding extendible commercial paper that reflect principal amortization of the paper. The State also intends to make regular payments to the issuing and paying agent that will be equal to the upcoming interest due on maturing notes. At June 30, 2006, the amount of the general obligation extendible municipal commercial paper outstanding was $468.7 million which had interest rates ranging from 3.38 percent to 3.70 percent and maturities ranging from July 5, 2006, to October 3, 2006.

Short-term debt activity for the year ended June 30, 2006 for the general obligation extendible municipal commercial paper was as follows (in millions):

Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006
$ 281.7	$ 222.9	$ 35.9	$ 468.7

Petroleum Inspection Fee Revenue Extendible Municipal Commercial Paper

The State has authorized petroleum inspection fee revenue extendible municipal commercial paper to pay the costs of claims under the Petroleum Environmental Cleanup Fund Award (PECFA) Program. Periodically, additional extendible municipal commercial paper is issued to pay for maturing paper. The State may periodically deposit money into the Junior Subordinate Principal Account, which represents principal payments to be made on the extendible municipal commercial paper. The State also intends to make regular payments to the issuing and paying agent that will be equal to the upcoming interest due on maturing paper. At June 30, 2006, the amount of petroleum inspection fee revenue extendible commercial paper outstanding was $142.3 million which had interest rates ranging from 3.45 percent to 3.7 percent and maturities ranging from July 25, 2006 to September 7, 2006.

Short-term debt activity for the year ended June 30, 2006 for the petroleum inspection fee revenue extendible municipal commercial paper was as follows (in millions):

Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006
$ 142.3	$ --	$ --	$ 142.3

Transportation Revenue Commercial Paper Notes

The State authorized transportation revenue commercial paper notes to pay the costs of major highway projects and certain State transportation facilities. Periodically, additional commercial paper notes are issued to pay for maturing commercial paper notes. The State intends to make annual July 1 payments on the commercial paper notes that reflect principal amortization of the notes. The State also intends to make regular payments to the issuing and paying agent that will be equal to the upcoming interest due on maturing notes. At June 30, 2006, the amount of transportation revenue commercial paper notes outstanding was $113.9 million which had interest rates ranging from 3.64 percent to 3.75 percent and maturities ranging from July 6, 2006 to October 2, 2006.

Short-term debt activity for the year ended June 30, 2006 for the transportation revenue commercial paper notes was as follows (in millions):

Balance July 1, 2005	Additions	Reductions	Balance June 30, 2006
$ 120.0	$ --	$ 6.1	$ 113.9

F. Certificates of Participation

The State established a facility in 1992 that provides lease purchase financing for property and certain service items acquired by State agencies. This facility is the Third Amended and Restated Master Lease 1992-1. Pursuant to the terms and conditions of this agreement, the trustee for the facility issues parity Master Lease certificates of participation that evidence proportionate interest of the owners thereof in lease payments. A common pool of collateral ratably secures all Master Lease certificates. Title in the property and service items purchased under the facility remains with the State and the State grants to the Trustee, for the benefit of all Master Lease certificate holders, a first security interest in the leased items. At June 30, 2006, the following parity Master Lease certificates were outstanding:

- Master Lease Certificates of Participation of 2000, Series A, in the amount of $4.0 million. This series of Master Lease certificates have interest rates ranging from 4.6 percent to 4.75 percent and mature semi-annually through September 1, 2007.

- Master Lease Certificates of Participation of 2002, Series A, in the amount of $15.3 million. This series of Master Lease certificates have interest rates ranging from 3.5 percent to 3.75 percent and mature semi-annually through September 1, 2007.

- Master Lease Certificates of Participation of 2002, Series C, Master Lease Certificates of Participation of 2003, Series B, and Master Lease Certificates of Participation of 2004, Series A, and Master Lease Certificates of Participation of 2005 (Revolving Credit Agreement Tax Exempt) in the amount of $27.5 million. These Master Lease certificates evidence the State's obligation to repay tax-exempt revolving loans under a Revolving Credit Agreement, dated July 1, 2002, as amended, between U.S. Bank National Association (Trustee) and the Bank of America Leasing & Capital LLC. These Master Lease certificates shall bear interest at the rates provided and mature on the dates in the Revolving Credit Agreement. The balance of these certificates of participation may include some accrued interest that will be payable at the next semi-annual interest payment date.

- Master Lease Certificates of Participation of 2002, Series D, in the amount of $16.7 million. This series of Master Lease Certificates have interest rates ranging from 4.0 percent to 5.0 percent and mature semi-annually through September 1, 2007.

- Master Lease Certificates of Participation of 2003, Series A (Revolving Credit Agreement – Taxable) in the amount of $26.8 million. This Master Lease certificate evidences the State's obligation to repay revolving loans under a Revolving Credit Agreement, dated July 1, 2002, as amended, between U.S. Bank National Association (Trustee) and the Bank of America Leasing & Capital LLC. The scheduled termination date under the Revolving Credit Agreement is June 30, 2007. This Master Lease certificate shall bear interest at the rates and mature on the dates provided for in the Revolving Credit Agreement. The balance of this certificate of participation may include some accrued interest that will be payable at the next semi-annual interest payment date.

The Third Amended and Restated Master Lease 1992-1 provides that certain lease schedules to the facility can be terminated if the State deposits with the Trustee an amount that is equal to the outstanding amount of the lease schedule, or in amounts that are sufficient to purchase investments that mature on dates and in amounts to make the lease payments when due. At June 30, 2006, the State has deposited with the Trustee amounts, that when invested, will terminate lease schedules having an aggregate outstanding amount of $3.2 million. As a result of terminating these lease schedules, the associated liability is removed from the financial statements.

G. Arbitrage Rebate

The Tax Reform Act of 1986 requires that governmental entities issuing tax-exempt debt subsequent to August 1986, calculate and rebate arbitrage earnings to the federal government. Specifically, the excess of the aggregated amount earned on investments purchased with bond proceeds over the amount that would have been earned if the proceeds were invested at a rate equal to the bond yield, is to be rebated to the federal government. As of June 30, 2006, no material arbitrage rebate liabilities existed.

H. Moral Obligation Debt

Through legislation enacted in 1999, the State authorized the creation of local districts. These districts (Wisconsin Center District, Southeast Wisconsin Professional Baseball Park District, and the Green Bay/Brown County Professional Football Stadium District) are authorized to issue bonds for their respective purpose, and if the State determines that certain conditions are satisfied, the State may have a moral obligation to appropriate moneys to make up deficiencies in the districts' special debt service reserve funds. To date, the Wisconsin Center District has the authority to issue up to $200.0 million and has issued $125.8 million of bonds that are subject to the moral obligation. The two other local districts each have authority to issue $160.0 million of revenue obligations that, subject to the Secretary of Administration's determination that certain conditions have been met, could carry a moral obligation of the State. All of the districts have issued revenue obligations that do not carry the moral obligation of the State.

Through legislation enacted in 1999, the State authorized the issuance of up to $170.0 million principal amount of bonds to finance the development or redevelopment of sites and facilities to be used for public schools. If certain conditions are satisfied, and if a special debt service reserve fund is created for the bonds, the State will provide a moral obligation pledge, which would restore the special debt reserve fund established for the bonds to an amount not to exceed the maximum annual debt service on the bonds. Two bond issues of $112.0 million have been issued that have a special debt service reserve fund secured by the State's moral obligation.

I. Credit Agreements

Primary Government

The State has, as part of the working bank contract, a letter of credit agreement with the US Bank National Association under which the Bank has agreed to provide to the State an open line of credit in the amount of $50.0 million. The agreement provides for advances in anticipation of bond issuance proceeds. As of June 30, 2006, $50.0 million was unused and available.

The State has entered into a credit agreement to provide a line of credit for liquidity support for up to $104.0 million of general obligation commercial paper notes. The line of credit expires in March, 2013, but is subject to renewal as provided for in the credit agreement. The cost of this line of credit is 0.095 percent per year. Effective August 2, 2006, the line of credit for liquidity support will increase to $233.0 million.

Also, the State has entered into a credit agreement to provide a line of credit for liquidity support for its transportation revenue commercial paper program. The amount of the line of credit is $116.0 million. This line of credit expires in April, 2013, but is subject to termination and renewal as provided for in the credit agreement. The cost of this line of credit is 0.100 percent per year. Effective October 2, 2006, the line of credit for liquidity support will increase to $207.0 million.

NOTE 12. LEASE COMMITMENTS AND INSTALLMENT PURCHASES

The State leases office buildings, space, and equipment under a variety of agreements that vary in lease term, many of which are subject to appropriation from the State Legislature to continue the lease commitment. If such funding, i.e., through legislative appropriation, is judged to be assured, and the likelihood of cancellation through exercise of the fiscal funding clause is remote, leases are considered noncancelable and reported as either a capital lease or an operating lease.

A. Capital Leases

Primary Government

Capital lease commitments in the government-wide and proprietary funds statements are reported as liabilities at lease inception. The related assets along with the depreciation are also reported at that time. Lease payments are reported as a reduction of the liability.

For capital leases in governmental funds, “Other Financing Sources - Capital Lease Acquisitions" and expenditures are recorded at lease inception. Lease payments are recorded as expenditures.

The following is an analysis of the gross minimum lease payments along with the present value of the minimum lease payments as of June 30, 2006 for capital leases (in thousands):

Fiscal Year	Governmental Activities	Business-type Activities
2007	$ 13,202	$ 7,255
2008	13,797	27,395
2009	8,623	3,142
2010	2,209	2,900
2011	1,158	2,667
2012 - 2016	1,508	11,447
2017 - 2021	-	317
Total minimum future payments	40,498	55,124
Less: Interest	(3,658)	(7,438)
Present value of net minimum lease payments	$ 36,840	$ 47,686

Assets acquired through capital leases are valued at the lower of fair market value or the present value of minimum lease payments at the inception of the lease. The following is an analysis of capital assets recorded under capital leases as of June 30, 2006 (in thousands):

Fiscal Year	Governmental Activities	Business-type Activities
Land and Land Improvements	$ 376	$ 209
Buildings and Improvements	6,157	60,209
Machinery and Improvements	76,619	9,163
Less: Accumulated Depreciation	(13,608)	(18,981)
Carrying Amount	$ 69,544	$ 50,601

Master Lease Program

The State established a facility in 1992 that provides lease purchase financing for property and certain service items acquired by state agencies. This facility is the Third Amended and Restated Master Lease between the State acting by and through the Department of Administration and U.S. Bank National Association. Lease purchase obligations under the Master Lease are not general obligations of the State, but are payable from appropriations of State agencies participating in the Master Lease Program, subject to annual appropriation. The interest component of each lease/purchase payment is subject to a separate determination. Pursuant to terms of the Master Lease, the Trustee for the facility issues parity Master Lease Certificates of Participation that evidence proportionate interest of the owners thereof in lease payments. The outstanding balance as of June 30, 2006 was as follows:

Balance Due	Average Life (Weighted Term)
$89,763,305	3.3543 Years

Component Unit

Under the terms of a lease agreement, the University of Wisconsin Hospitals and Clinics Authority (the Hospital) leases facilities which were occupied by the Hospital as of June, 1996 (see Note 1B to the financial statements). The initial term of the lease is 30 years to be renewed annually with automatic extensions of one additional year on each July 1 until action is taken to stop the extensions. Included in the consideration for the lease is an amount equal to the debt service during the term of the lease agreement on all outstanding bonds issued by the State for the purpose of financing the acquisition, construction or improvement of the leased facilities. The balance at June 30, 2006 for amounts related to this agreement was $14.8 million.

B. Operating Leases

Operating leases, those leases not recorded as capital leases as required by FASB Statement No. 13, are not recorded in the statement of net assets. These leases contain various renewal options, the effect of which are reflected in the minimum lease payments only if it is considered that the option will be exercised. Certain other operating leases contain escalation clauses and contingent rentals which are not included in the calculation of the future minimum lease payments. The State has adopted the operating lease scheduled rent increase provisions of FASB Statement No. 13. Operating lease expenditures/expenses are recognized as incurred or paid over the lease term.

Governmental and business-type activities and fiduciary funds rental expenses under operating leases for Fiscal Year 2006 were $65.2 million. Of this amount, $64.9 million relates to minimum rental payments stipulated in lease agreements, $283 thousand relates to contingent rentals, and $376 thousand relates to sublease rental payments received. Component unit rental expenses under operating leases were $7.4 million, of which $7.4 million relates to minimum rental payments stipulated in lease agreements.

The following is an analysis of the future minimum rental payments due under operating leases (in thousands):

Fiscal Year	Governmental Activities	Business-type Activities	Fiduciary Funds	Component Units
2007	$ 43,123	$ 19,343	$ 67	$ 7,002
2008	39,070	12,580	31	4,958
2009	30,794	10,816	6	3,578
2010	25,554	8,138	3	2,142
2011	21,493	7,052	-	1,879
2012 - 2016	49,261	20,778	-	1,186
2017 - 2021	21,737	21,543	-	-
2022 - 2026	1,510	22,727	-	-
2027 - 2031	148	26,594	-	-
2032 - 2036	75	4,030	-	-
2037 - 2041	83	-	-	-
Thereafter	292	-	-	-
Minimum lease payments	$ 233,140	$ 153,599	$ 107	$ 20,745

C. Installment Purchases

The State has entered into installment purchase agreements. The following is an analysis of the gross minimum installment payments, along with the present value of the minimum installment payments, as of June 30, 2006 for installment purchases (in thousands):

Fiscal Year	Governmental Activities
2007	$ 651
2008	24
Total minimum future payments	675
Less: Interest	(9)
Present value of net minimum installment payments	$ 666

NOTE 13. RETIREMENT PLAN

The Wisconsin Retirement System (WRS) was established and is administered by the State of Wisconsin to provide pension benefits for State and local government public employees. The WRS consists of the Core Retirement Investment Trust, the Variable Retirement Investment Trust, and the Police and Firefighters Trust. Although separated for accounting purposes, the assets of these trust funds can be used to pay benefits for any member of the WRS, and are reported as one pension plan.

The WRS is considered part of the State of Wisconsin's financial reporting entity. Copies of the separately issued financial report that includes financial statements and required supplementary information for the year ending December 31, 2004, may be obtained by writing to:

Department of Employee Trust Funds
801 West Badger Road
P.O. Box 7931
Madison, WI 53707-7931.

The separately issued financial reports for the year ended December 31, 2005 will be available at a later date.

Plan Description

The WRS, governed by Chapter 40 of the Wisconsin Statutes, is a cost-sharing multiple-employer defined benefit pension plan. It provides coverage to all eligible State of Wisconsin, local government and other public employees. Any employee of a participating employer who is expected to work at least 600 hours per year (440 hours per year for teachers) for at least one year must be covered by the WRS. As of December 31, 2005, the number of participating employers was:

State Agencies	58
Cities	152
Counties	71
4th Class Cities	34
Villages	236
Towns	218
School Districts	426
Wisconsin Technical College System Board Districts	16
Cooperative Educational Service Agencies	12
Other	189
Total Employers	1,412

For employees beginning participation on or after January 1, 1990 and no longer actively employed on or after April 24, 1998, creditable service in each of five years is required for eligibility for a retirement annuity. Participants employed prior to 1990 and on or after April 24, 1998 are immediately vested. Employees who retire at or after age 65 (55 for protective occupation employees, 62 for elected officials and State executive participants) are entitled to receive an unreduced retirement benefit. The factors influencing the benefit are: (1) final average earnings, (2) years of creditable service, and (3) a formula factor.

Final average earnings is the average of the participant's three highest years' earnings. Creditable service is the creditable current and prior service expressed in years or decimal equivalents of partial years for which a participant receives earnings and makes contributions as required. The formula factor is a standard percentage based on employment category.

Employees may retire at age 55 (50 for protective occupation employees) and receive reduced benefits. Employees terminating covered employment before becoming eligible for a retirement benefit may withdraw their contributions and forfeit all rights to any subsequent benefits. The WRS also provides death and disability benefits for employees.

Accounting Policies and Plan Asset Matters

The financial statements of the WRS have been prepared in accordance with generally accepted accounting principles, using the flow of economic resources measurement focus and a full accrual basis of accounting. Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded at the time the liabilities are incurred. Plan member contributions are recognized in the period in which contributions are due. Employer contributions to the plan are recognized when due and the employer has made a formal commitment to provide contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of the plan.

All assets of the WRS are invested by the State of Wisconsin Investment Board. The retirement fund assets consist of shares in the Variable Retirement Investment Trust and the Core Retirement Investment Trust. The Variable Retirement Investment Trust consists primarily of equity securities. The Core Retirement Investment Trust is a balanced investment fund made up of fixed income securities and equity securities. Shares in the Core Retirement Investment Trust are purchased as funds are made available from retirement contributions and investment income, and sold when funds for benefit payments and other expenses are needed.

The assets of the Core and Variable Retirement Investment Trusts are carried at fair value with all market value adjustments recognized in current operations. Investments are revalued monthly to current market value. The resulting valuation gains or losses are recognized as income, although revenue has not been realized through a market-place transaction.

The WRS does not have any investments (other than those issued or guaranteed by the U.S. Government) in any one organization that represent 5.0 percent or more of plan net assets.

State Contributions Required and Contributions Made

Covered State employees in the General/Teacher category are required by statute to contribute 5.0 percent of their salary (2.9 percent for Executives and Elected Officials, 5.0 percent for Protective Occupations with Social Security, and 3.3 percent for Protective Occupations without Social Security) to the plan as of June 30, 2006. Employers may make these contributions to the plan on behalf of employees.

Employers are required to contribute an actuarially determined amount necessary to fund the remaining projected cost of future benefits. State contributions made for the years ended December 31, 2005, 2004, and 2003 were as follows (in millions):

	2005	2004	2003
Employer current service	$ 159.2	$ 149.2	$ 140.4
Percent of payroll	4.9%	4.7%	4.5%
Employer prior service	$ 2.2	$ 2.0	$ 706.8
Percent of payroll	0.1%	0.1%	22.4%
Employee required	$ 161.6	$ 157.2	$ 154.1
Percent of payroll	5.0%	4.9%	4.9%
Benefit adjustment contrib.	$ 22.8	$ 16.8	$ 11.1
Percent of payroll	0.7%	0.5%	0.4%
Percent of Required Contributions	100%	100%	100%

The WRS uses the "Entry Age Normal with Frozen Initial Liability" actuarial method in establishing employer contribution rates. Under this method, the unfunded actuarial accrued liability (UAAL) is generally affected only by the monthly amortization payments, compound interest, the added liability created by new employer units, and any liabilities caused by changes in benefit provisions. The UAAL is being amortized over a 40 year period beginning January 1, 1990. However, periodically, the Employee Trust Funds Board has reviewed and, when appropriate, adjusted the actuarial assumptions used to determine this liability. Changes in the assumptions may affect the UAAL, and the resulting actuarial gains or losses are credited or charged to employers' unfunded liability accounts.

All actuarial gains or losses arising from the difference between actual and assumed experience are reflected in the determination of the normal cost.

As of June 30, 2006 and 2005, the WRS's unfunded actuarial accrued liability was $0.3 billion and $0.4 billion, respectively. These amounts are presented as Prior Service Contributions Receivable on the financial statements. New prior service liabilities resulting from employers entering the WRS or increasing their prior service coverage are recognized as contributions in the year service is granted and are added to the Prior Service Contributions Receivable. Employer contributions for prior service reduce the receivable. The receivable is increased as of calendar year end with interest at the assumed interest rate of 7.8 percent.

NOTE 14. MILWAUKEE RETIREMENT SYSTEM

The Milwaukee Retirement System (MRS) is reported as an Investment Trust Fund. MRS participants provide assets to the State of Wisconsin, Department of Employee Trust Funds (DETF) for investing in its Core Retirement Investment Trust (CRIT) and the Variable Retirement Investment Trust (VRIT), funds of the Wisconsin Retirement System (WRS). Participation of the MRS in the CRIT and VRIT is described in the DETF Administrative Code, Chapter 10.12. The State of Wisconsin Investment Board (SWIB) manages the CRIT and VRIT with oversight by a Board of Trustees as authorized in Wis. Stat. 25.14 and 25.17. SWIB is not registered with the Securities and Exchange Commission as an investment company.

The investments of the CRIT and VRIT consist of a highly diversified portfolio of securities. Wis. Stat. 25.17(3)(a) allow investments in loans, securities and any other investments as authorized by Wis. Stat. 620.22. Permitted classes of investments include bonds of governmental units or of private corporations, loans secured by mortgages, preferred or common stock, real property and other investments not specifically prohibited by statute.

Investments are revalued monthly to fair value, with unrealized gains and losses reflected in income.

Monthly, the DETF distributes a pro-rata share of the total CRIT and VRIT earnings less administrative expenses to the MRS accounts. The MRS accounts are adjusted to fair value and gains/losses are recorded directly in the accounts per DETF Administrative Code, Chapter 10.12(2).

Neither State statute, a legal provision nor a legally binding guarantee exists to support the value of shares.

Copies of the separately issued financial report that includes financial statements along with the accompanying footnote disclosures and supplementary information for the CRIT and the VRIT may be obtained by writing to:

State of Wisconsin Investment Board
P.O. Box 7842
Madison, Wisconsin 53707-7842

NOTE 15. OTHER EMPLOYMENT BENEFITS

In addition to providing pension benefits, the State participates in the Department of Employee Trust Funds administered post retirement life insurance and a sick leave termination benefit program that results in accounts from which employees may purchase post retirement health insurance. The State provides these benefits for retired employees in accordance with Chapter 40 of the Wisconsin Statutes.

Post retirement life insurance is provided to employees retiring before age 65 if they (1) have 20 years of creditable service, and (2) are eligible for a retirement annuity. This coverage is at the employee's expense (employee must pay the full premium) until age 65 when reduced coverage is provided at no cost. Employees retiring at or after age 65 are immediately eligible for reduced coverage at no cost. Beginning in the month in which an insured annuitant reaches age 65, premiums are no longer collected and coverage is continued for life. Approximately 13,720 State annuitants currently qualify for coverage without premium. Post retirement life insurance is fully insured by an independent insurance carrier. Premiums are prefunded with employer paid premiums during the employee's active career. The amount of premiums is determined by the insurer. The accrued liability and assets specifically related to post employment benefits could not be determined.

In accordance with Chapter 40, Wisconsin Statutes, the State also provides that employees retiring and beginning an immediate annuity are eligible for a termination payment of unused sick leave compensated absences, in the form of an account the employee may use to purchase health insurance through the State retiree health program. This termination payment is also available at the time of employee death or layoff. The rate of conversion of unused hours to the termination account is defined in the State's various employment contracts with employees and depends on years of service, employment category, and the employees' current rate of pay. The resulting account may be used for the benefit of the employee or his/her surviving dependents. Approximately 9,620 annuitants are currently buying health insurance from these accounts. These account benefits are prefunded based on an actuarially determined percentage of payroll. The actuarial valuation is based on the frozen initial liability cost method.

Significant actuarial assumptions include an 7.8 percent assumed interest rate, 4.1 percent assumed annual salary growth, and an average sick leave accumulation of 6.5 days per year for non-University employees and 7.4 days per year for University employees. The assets and reserves of the sick leave conversion program are accounted for in a fiduciary fund. The accrued benefit liability at December 31, 2005, determined through an actuarial valuation performed on that date, was $1,822.8 million. The program's assets on that date were $1,805.7 million. The unfunded liability was $17.1 million.

Assets of the life insurance and health insurance benefit programs are valued at fair value.

The State's postemployment life insurance required and actual contributions totaled $5.4 million during the calendar year ended December 31, 2005.

For that same time period, the State paid required contributions totaling $47.3 million to fund sick leave termination payment benefits.

NOTE 16. PUBLIC ENTITY RISK POOLS ADMINISTERED BY THE DEPARTMENT OF EMPLOYEE TRUST FUNDS

The Department of Employee Trust Funds operates five public entity risk pools: group health insurance, group income continuation insurance, protective occupation duty disability insurance, long-term disability insurance, and pharmacy benefits. The information provided in this note applies to the period ending December 31, 2005.

A. Description of Funds

The Health Insurance Fund offers group health insurance for current and retired employees of the State government and of participating local public employers. All public employers in the State are eligible to participate. Approximately 325 local employers plus the State currently participate. The State and local government portions of the fund are accounted for separately and have separate contribution rates, benefits, and actuarial valuations. The fund includes both a self-insured, fee-for-service plan as well as various prepaid plans, primarily Health Maintenance Organizations (HMO's) and a self-insured plan that provides for pharmacy benefits of covered members.

The Income Continuation Insurance Fund offers disability wage continuation insurance for current employees of the State government and of participating local public employers. All public employers in the State are eligible to participate. Approximately 165 local employers plus the State currently participate. The State and local government portions of the fund are accounted for separately and have separate contribution rates, benefits, and actuarial valuations. The plan is self-insured.

The Duty Disability Fund offers special disability insurance for State and local Wisconsin Retirement System participants in protective occupations. Participation in the program is mandatory for all Wisconsin Retirement System employers with protective occupation employees. Approximately 486 local employers plus the State currently participate. The plan is self-insured and risk is shared between the State and local portions of the plan.

The Long-term Disability Insurance Fund offers long-term disability benefits to participants in the Wisconsin Retirement System (WRS). The long-term disability benefits provided by this program are an alternative coverage to that currently provided by the WRS. All new WRS participants on or after October 15, 1992, are eligible only for the long-term disability insurance coverage, while participating employees active prior to October 15, 1992, may elect coverage through WRS or the long-term disability insurance program.

B. Accounting Policies for Risk Pools

Basis of Accounting - All Public Entity Risk Pools are accounted for in enterprise funds using the full accrual basis of accounting and the flow of economic resources measurement focus.

Valuation of Investments - Assets of the Health Insurance Fund are invested in the State Investment Fund. Assets of the Income Continuation Insurance, Duty Disability and Long-term Disability Insurance funds are invested in the core retirement investment trust. Investments are valued at fair value.

Unpaid Claims Liabilities - Claims liabilities are based on estimates of the ultimate cost of claims that have been reported but not settled, and of claims that have been incurred but not reported. The estimate includes the effects of inflation and other societal and economic factors. Adjustments to claims liabilities are charged or credited to expense in the periods in which they are made. Unpaid claims liability is presented at face value and is not discounted for health insurance. It is discounted using an interest rate of 7.8 percent for income continuation, long-term disability, and duty disability insurance. The liabilities for income continuation, long-term disability, health insurance and duty disability insurance were determined by actuarial methods. The Duty Disability Fund's accounting deficit is being amortized over a ten year period beginning January 1, 2007. Face values are not available.

Administrative Expenses - All maintenance expenses are expensed in the period in which they are incurred. Acquisition costs are immaterial and are treated as maintenance expenses. Premium deficiencies are not calculated because acquisition costs are immaterial. Claim adjustment expenses are also immaterial.

Reinsurance - Health insurance plans provided by HMO's and health insurance for local government annuitants are fully insured by outside insurers. All remaining risk is self-insured with no reinsurance coverage.

Risk Transfer - Participating employers are not subject to supplemental assessments in the event of deficiencies. If the assets of the fund were exhausted, participating employers would not be responsible for the fund's liabilities.

Premium Setting - Premiums are established by the Group Insurance Board (Health, Income Continuation Insurance and Long-term Disability Insurance) and the Employee Trust Funds Board (Duty Disability) in consultation with actuaries.

C. Unpaid Claims Liabilities

As discussed in Section B of this Note, each fund establishes a liability for both reported and unreported insured events, which is an estimate of future payments of losses. The following represents changes in those aggregate liabilities for the nonreinsured portion of each fund during Calendar Year 2005 (in millions):

	Health Insurance		Income Continuation Insurance		Duty Disability		Long-term Disability Insurance		Pharmacy Benefits	
	2005	2004	2005	2004	2005	2004	2005	2004	2005	2004
Unpaid claims at beginning of the calendar year	$ 9.6	$ 8.3	$ 60.7	$ 56.9	$ 347.6	$339.2	$ 71.3	$ 54.0	$ (4.3)	$ --
Incurred claims:										
Provision for insured events of the current calendar year	73.6	74.7	31.6	29.2	34.4	44.6	30.6	19.4	160.6	158.1
Changes in provision for insured events of prior calendar years	(2.3)	0.1	(11.3)	(12.5)	4.6	(13.0)	(0.1)	6.7	1.7	--
Total incurred claims	71.3	74.8	20.3	16.7	39.0	31.6	30.5	26.1	162.3	158.1
Payments:										
Claims and claim adjustment expenses attributable to insured events of the current calendar year	65.8	65.2	5.1	4.5	0.3	0.3	0.7	0.1	168.8	162.4
Claims and claim adjustment expenses attributable to insured events of prior calendar years	7.3	8.3	8.8	8.4	24.0	22.9	10.8	8.7	(2.6)	--
Total payments	73.1	73.5	13.9	12.9	24.3	23.2	11.5	8.8	166.2	162.4
Total unpaid claims expenses at end of the calendar year	$ 7.8	$ 9.6	$ 67.1	$ 60.7	$ 362.3	$347.6	$ 90.3	$ 71.3	$ (8.2)*	$ (4.3)*

* Total unpaid claims at the end of 2005 is the net of $10.0 million in unpaid claims and $18.2 million in rebates due from pharmaceutical companies; total unpaid claims at the end of 2004 is the net of $9.3 million in unpaid claims and $13.6 million in rebates due from pharmaceutical companies.

D. Trend Information

Historical trend information showing revenue and claims development information is presented in the Department of Employee Trust Funds audited financial statements. The separately issued financial report for the year ended December 31, 2004 is available at www.etf.wi.gov and on request from:

The Department of Employee Trust Funds
801 West Badger Road
P.O. Box 7931
Madison, Wisconsin 53707-7931

The December 31, 2005 financial report will be available at a later date.

NOTE 17. SELF-INSURANCE

It is the general policy of the State not to purchase commercial insurance for the risks of losses to which it is exposed. Instead, the State believes it is more economical to manage its risks internally and set aside assets for claim settlement in its internal service fund, the Risk Management Fund. The fund services most claims for risk of loss to which the State is exposed, including damage to State owned property, liability for property damages and injuries to third parties, and worker's compensation. All funds and agencies of the State participate in the Risk Management Fund.

State Property Damage

Property damages to State-owned properties are covered by the State's self-funded property program up to $2.5 million per occurrence and $2.7 million annual aggregate. When claims, which exceed $25,000 per occurrence, total $2.7 million, the State's private insurance becomes available. Losses to property occurring after the threshold are first subject to a $25,000 deductible. The amount of loss in excess of $25,000 is covered by the State's private insurance company. During Fiscal Year 2006, the excess insurance limits were written to $300 million.

The liabilities for State property damage are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. The estimate for future benefits and loss liabilities is based on the reserves on open claims and paid claims. Losses incurred but not reported are expected to be immaterial. Claims incurred but not paid as of June 30, 2006 are estimated to total $1.9 million.

Property Damages and Bodily Injuries to Third Parties

The State is self-funded for third party liability to a level of $3 million per occurrence and purchases insurance in excess of this self-funded retention. The policy limit during Fiscal Year 2006 was $50 million.

The liabilities for property damages and injuries to third parties are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. The estimate for future benefits and loss liabilities for the prior fiscal year was the reserves on open claims. The estimate for future benefits and loss liabilities is calculated by an actuary based on the reserves on open claims and prior experience. No liability is reported for environmental impairment liability claims either incurred or incurred but not reported because existing case law makes it unlikely the State would be held liable for material amounts. Because actual claims liabilities depend upon complex factors such as inflation, changes in legal doctrines, and damage awards, the process used in computing claims liability does not necessarily result in an exact amount. Claims incurred but not paid as of June 30, 2006 are estimated to total $37.0 million.

Worker's Compensation

The Worker's Compensation Program was created by Wisconsin Statutes Chapter 102 to provide benefits to workers injured on the job. All employees of the State are included in the program. An injury is covered under worker's compensation if it is caused by an accident that arose out of and in the course of employment.

The responsibility for claiming compensation is on the employee. A claim must be filed with the program within two years from the date of injury, otherwise the claim is not allowable.

The worker's compensation liability has been determined by an actuary using paid claims and current claims reserves. Liabilities include an amount for claims that have been incurred but not reported. Because actual claims liabilities are affected by external factors, the process used in computing claims liabilities does not necessarily result in an exact amount. Claims incurred but not paid as of June 30, 2006 are estimated to total $61.2 million.

Changes in the balances of claims liability for the Risk Management Fund during the current and prior fiscal years are as follows (in thousands):

	2006	2005
Beginning of fiscal year liability	$ 113,165	$ 110,856
Current year claims and changes in estimates	7,370	25,307
Claim payments	(20,374)	(22,998)
Balance at fiscal year-end	$ 100,161	$ 113,165

Settlements have not exceeded coverages for each of the past three fiscal years.

Annuity Contracts

The Risk Management Fund purchased annuity contracts in various claimants' names to satisfy claim liabilities. The likelihood that the fund will be required to make future payments on those claims is remote and, therefore, the fund is considered to have satisfied its primary liability to the claimants. Accordingly, the annuity contracts are not reported in, and the related liabilities are removed from, the fund's balance sheet. The aggregate outstanding amount of liabilities removed from the financial statements at June 30, 2006 is $3.9 million.

NOTE 18. INSURANCE FUNDS

Primary Government

A. Local Government Property Insurance Fund

Created by the Legislature in 1911, the purpose of the Local Government Property Insurance Fund is to provide property insurance coverage to tax-supported local government units such as counties, towns, villages, cities, school districts and library boards. Property insured includes government buildings, schools, libraries and motor vehicles. Coverage is available on an optional basis. As of June 30, 2006, the Local Government Property Insurance Fund insured 1,156 local governmental units. The total amount of insurance in force as of June 30, 2006 was $39.9 billion.

Valuation of Cash Equivalents and Investments - All investments of the Local Government Property Insurance Fund are managed by the State of Wisconsin Investment Board, as discussed in Note 5-B to the financial statements. At June 30, 2006, the fund had $49.1 million of shares in the State Investment Fund which are considered cash equivalents and $4.0 million of high grade, long-term, fixed income obligations.

Premium - Unearned premium reported as deferred revenue represents the daily pro rata portion of premium written which is applicable to the unexpired terms of the insurance policies in force. Policies are generally written for annual terms.

Unpaid Claims Liabilities - The Local Government Property Insurance Fund establishes the unpaid claim liability titled future benefits and loss liabilities on the financial statements based on estimates of the ultimate cost of claims (including future claim adjustment expenses) that have been reported but not settled, and of claims that have been incurred but not reported. Estimated amounts of reinsurance recoverable on unpaid claims are deducted from the liability for unpaid claims. Claims liabilities are recomputed periodically to produce current estimates that reflect recent settlements, claim frequency, and other economic factors. Adjustments to future benefits and loss liabilities are charged or credited to expense in the periods in which they are made.

Policy Acquisition Costs - Since the Local Government Property Insurance Fund has no marketing staff and incurs no sales commissions, acquisition costs are minimal and charged to operations as incurred.

Reinsurance - The Local Government Property Insurance Fund uses reinsurance agreements to reduce its exposure to large losses on all types of insured events. Reinsurance permits recovery of a portion of losses from reinsurers, although it does not discharge the primary liability of the fund as direct insurer of the risks reinsured. The fund does not report reinsured risks as liabilities unless it is probable that those risks will not be covered by reinsurers. As of June 30, 2006 the fund had $325.0 million of per occurrence excess of loss reinsurance in force with a $2.0 million combined single limit retention for each occurrence, and an annual aggregate reinsurance contract with a $18.0 million annual aggregate retention plus a per claim retention of $5 thousand once the aggregate is met, as respects occurrences for the term of the agreement. Premiums ceded to reinsurers, which is netted against premium revenue (charges for sales and services in the financial statements), amounted to $3.8 million during the fiscal year. Reinsurance loss and adjusting expense recoveries earned, which reduces claims paid (benefit expense on the financial statements), amounted to $1.0 million during the fiscal year.

Unpaid Claims Liabilities

As discussed above, the Local Government Property Insurance Fund establishes a liability for both reported and unreported insured events, which includes estimates of both future payments of losses and related claim adjustment expenses. The following represents changes in those aggregate liabilities for the fund during the past two fiscal years (in thousands):

	2006	2005
Unpaid claims and claim adjustment expenses at beginning of the year	$4,077	$8,006
Less: Reinsurance recoverable	(265)	(3,652)
Net unpaid loss liability at beginning of year	3,812	4,354
Incurred claims and claim adjustment expenses:		
Provision for insured events of the current year	15,652	9,623
Increase (decrease) in provision for insured events of prior years	1,741	400
Total incurred claims and claim adjustment expenses	17,393	10,023
Payments:		
Claims and claim adjustment expenses attributable to insured events of the current year	8,790	6,071
Claims and claim adjustment expenses attributable to insured events prior years	3,708	4,494
Total payments	12,498	10,565
Net unpaid claims and claim adjustment expenses at end of year	8,707	3,812
Reinsurance recoverable	912	265
Total unpaid claims and claim adjustment expenses	$9,619	$4,077

Trend Information

Historical trend information showing revenue and claims development information is presented in the Office of the Commissioner of Insurance June 30, 2006 financial statements. Copies of these statements may be requested from:

Office of the Commissioner of Insurance
125 South Webster Street
Madison, Wisconsin 53702

B. State Life Insurance Fund

The State Life Insurance Fund was created under Chapter 607, Wisconsin Statutes, to offer life insurance to residents of Wisconsin in a manner similar to private insurers. This fund functions much like a mutual life insurance company and is subject to the same regulatory requirements as any life insurance company licensed to operate in Wisconsin.

Premiums are reported as earned when due. Benefits and expenses are associated with earned premiums so as to result in recognition of profits over the life of the contracts. This association is accomplished by means of the provision for liabilities for future benefits and the amortization of acquisition costs.

The costs of policy issuance and underwriting, all of which vary with, and are primarily related to, the production of new business, have been deferred. These deferred acquisition costs are amortized over a forty year period, considered representative of the life of the contract. The amortization is in proportion to the ratio of annual in-force business to the amount of business issued. Such anticipated in-force business was estimated using similar assumptions to those used for computing liabilities for future policy benefits.

Deferred Acquisition Cost Assumptions

Issue Years	Interest Rate	Lapse Rate	Mortality
1913-1966	3.0%	2.0%	None
1967-1976	3.0	2.0	None
1977-1985	4.0	2.0	None
1986-1994	5.0	2.0	None
1995+	4.0	2.0	None

The State Life Insurance Fund does not pay commissions nor does it incur agent expenses.

Future benefits and loss liabilities have been computed by the net level premium method based upon estimated future investment yield and mortality. The composition of liabilities and the more material assumptions pertinent thereto are presented below (in thousands):

Issue Year	Ordinary Life Insurance in Force	Amount of Policy Liability
1913-1966	$ 11,893	$ 8,332
1967-1976	35,976	16,265
1977-1985	81,275	21,887
1986-1994	53,792	7,280
1995+	38,140	3,623
	$ 221,076	$ 57,387

Bases of Assumptions

Issue Year	Interest Rate	Mortality
1913-1966	3.0%	American Experience, ANB*
1967-1976	3.0	1958 CSO, ALB, Unisex
1977-1985	4.0	1958 CSO, ALB, Female Setback 3 years
1986-1994	5.0	1980 CSO, ALB, Aggregate
1995+	4.0	1980 CSO, ALB, Aggregate

* Age Next Birthday

All of the State Life Insurance Fund's ordinary life insurance in force is participating. This fund is required by statute to maintain surplus at a level between 7 percent and 10 percent of statutory admitted assets as far as practicably possible. All excess surplus is to be returned to the policyholders in the form of policyholder dividends. Policyholder dividends are declared each year in order to achieve the required level of surplus.

The statutory assets at December 31, 2005 were $83.0 million and the statutory capital and surplus were $3.8 million, and the capital and surplus at June 30, 2006 was $5.5 million.

C. Injured Patients and Families Compensation Fund

The Injured Patients and Families Compensation Fund was created in 1975 for the purpose of providing excess medical malpractice insurance for health care providers in the state. The Injured Patients and Families Compensation Fund pays that portion of a medical malpractice claim which is in excess of the legal primary insurance limit prescribed under law, or the maximum liability limit for which the health provider is insured, whichever limit is greater. Most health care providers permanently practicing or operating in the State of Wisconsin are required to pay Injured Patients and Families Compensation Fund operating fees. Risk of loss is retained by the fund.

The Future Benefits and Loss Liability account includes individual case estimates for reported losses and estimates for incurred but not reported losses based upon the projected ultimate losses. Individual case estimates of the liability for reported losses and net losses paid from inception of the Injured Patients and Families Compensation Fund are deducted from the projected ultimate loss liabilities to determine the liability for incurred but not reported losses as of June 30, 2006 as follows (in thousands):

Projected ultimate loss liability	$ 1,361,409
Less: Net loss paid from inception	(612,971)
Less: Liability for reported losses	(80,206)
Liability for incurred but not reported losses	$ 668,232

The Future Benefits and Loss Liability account also includes a provision for the estimated future payment of the costs to settle claims. These ultimate loss adjustment expenses as of June 30, 2006 are estimated at 20.0 percent of the projected ultimate loss liabilities. The loss reserves are actuarially determined. The loss adjustment expenses paid from the inception of the Injured Patients and Families Compensation Fund are deducted from the projected ultimate loss adjustment expenses provision to determine the liability for loss adjustment expenses as of June 30, 2006 as follows (in thousands):

Projected ultimate loss adjustment expense liability	$ 202,715
Less: Loss adjustment expense paid from inception	(49,578)
Liability for loss adjustment expense	$ 153,137

The uncertainties inherent in projecting the frequency and severity of large claims because of the Injured Patients and Families Compensation Fund's unlimited liability coverage, and extended reporting and settlement periods, makes it likely that the amounts ultimately paid will differ from the recorded estimated liabilities. These differences cannot be quantified.

The liability for reported losses, liability for incurred but not reported losses, and liability for loss adjustment expense are maintained on a present value basis with the difference from full value being reported as a contra account to the loss reserve liabilities. The loss reserve liabilities are discounted only to the extent that they are matched by cash and invested assets. If all loss liabilities are discounted, the discounted loss liability would be as follows as of June 30, 2006 (in thousands):

Estimated liability for Incurred But Not Reported (IBNR)	$ 668,232
Estimated liability for reported losses	80,206
Estimated unpaid loss adjustment expense	153,137
Total estimated loss liabilities	901,575
Less: Amount representing interest	(223,142)
Discounted loss liabilities	$ 678,433

The future benefits and loss liabilities are continually reviewed as adjustments to these liabilities become necessary. Such adjustments are reflected in current operations. Because of the changes in these estimates, the benefit expense for the fiscal year is not necessarily indicative of the loss experience for the year.

On behalf of the Fund's Board, the Office of the Commissioner of Insurance contracted for an actuarial audit of the Injured Patients and Families Compensation Fund, which included a review by another actuary of the reasonableness of the actuarial methodology and assumptions used in developing estimates of the Fund's loss liabilities. The actuarial audit, which was completed, on July 7, 2005, concluded that the Fiscal Year 2005 estimate of the Fund's loss liability was reasonable but conservative. The audit recommended adjusting the methodology to incorporate a specific risk margin. This was implemented in the Fiscal Year 2006 analysis. The Fund's Board approved a 5 percent risk margin for Fiscal Year 2006. This compares with an implied risk margin of about 33 percent that the actuaries had built into the Fiscal Year 2005 estimate of the Fund's loss liability.

D. Health Insurance Risk Sharing Plan

The Health Insurance Risk Sharing Plan Fund was established in 1980 to provide major medical and Medicare supplemental insurance for persons unable to obtain this insurance in the private market or who otherwise qualify for eligibility under Section 149.12, Wis. Stats. The Health Insurance Risk Sharing Plan is funded primarily by premiums paid by insureds of the plan, assessments made to participating insurers and reduction of provider payments rates.

The financial statements of the Health Insurance Risk Sharing Plan fund are prepared in conformity with generally accepted accounting principles for governments as prescribed by the Governmental Accounting Standards Board. Premiums are recognized as revenues over the terms of the insurance policies, and a liability for unearned premiums is established to reflect premiums received applicable to subsequent accounting periods. Participating insurers are assessed every six months, and revenue is recognized in the period covered by the assessments.

The future benefits and loss liabilities include loss reserves reflecting the accumulation of losses reported but not paid prior to the close of the accounting period and estimates of incurred but unreported losses. Loss reserves are actuarially determined and are based on historical patterns of claim payments and represent the estimated ultimate cost of settling claims incurred prior to June 30. Due to the inherent uncertainties in the reserving process, loss reserves as computed may not reflect the actual payments ultimately to be made. The methods for making such estimates and for establishing the resulting reserves are continually reviewed, and any adjustments are reflected in earnings currently.

The following represents changes in the Future Benefits and Loss Liabilities account balances for the prior two fiscal years (in thousands):

	2006	2005
Balance, beginning of year	$ 22,040	$ 17,599
Incurred related to:		
Current year	138,050	134,979
Prior years	(5,468)	(1,091)
Total Incurred	132,582	133,887
Paid related to:		
Current year	123,970	113,955
Prior years	15,220	15,491
Total Paid	139,190	129,446
Balance, end of year	$ 15,432	$ 22,040

The Future Benefits and Loss Liabilities account also includes a reserve for loss adjustment costs to be incurred in settlement of the claims provided for in the loss reserves.

Component Units

E. Wisconsin Health Care Liability Insurance Plan

The Wisconsin Health Care Liability Insurance Plan (the Plan) is a statutory unincorporated association established by rule of the Commissioner of Insurance of the State of Wisconsin as mandated by the State of Wisconsin legislature. The Plan provides health care liability insurance and liability coverages normally incidental to health care liability insurance to eligible health care providers in the State of Wisconsin calling for payment of premium prior to the effective date of the policy. All insurers authorized to write personal injury liability insurance in the State of Wisconsin, with certain minor exceptions, are required to be members of the Plan.

The Plan generates its premium written revenue by selling medical malpractice insurance. Rates are calculated in accordance with generally accepted actuarial principles. The rates are set so that the Plan will be self-supporting. Profit is not the intent of the Plan.

Since the inception of the Plan in 1975, the health care liability coverage limits have increased from $200 thousand per occurrence and $600 thousand annual aggregate to the current limits of $1.0 million per occurrence and $3.0 million annual aggregate. A general liability coverage is also available to participating health care providers with limits of $1.0 million per occurrence and $3.0 million annual aggregate. The Plan is not covered under any reinsurance contracts.

In the event that sufficient funds are not available for the sound financial operation of the Plan, all members shall, on a temporary basis, contribute to the financial needs of the Plan. Members shall participate in the contributions in the proportion of their respective premiums to the aggregate premiums written by all members of the Plan. Such assessments shall be recouped by rate increases applied prospectively. There were no assessments for the year ended December 31, 2005.

The future benefits and loss liability includes amounts determined from individual reported losses (case reserves) and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on estimates and, while management believes that the amounts are adequate, the ultimate liability will differ from the amounts provided. The methods for making such estimates and for establishing the resulting liability are annually reviewed, and any adjustments are reflected in income currently. Specific account balances as of December 31, 2004 and December 31, 2005, are as follows (in thousands):

	2005	2004
Balance at January 1	$ 33,901	$ 43,760
Incurred related to:		
Current year	10,900	7,534
Prior years	(12,319)	(15,931)
Total Incurred	(1,419)	(8,397)
Paid related to:		
Current year	75	30
Prior years	240	1,432
Total paid	315	1,462
Balance at December 31	$ 32,167	$ 33,901

There is inherent uncertainty in medical malpractice claims when establishing the estimates of unpaid losses and unpaid loss adjustment expenses. In 2004 and 2005, the Plan decreased its estimates of unpaid losses and unpaid loss adjustment expenses related to insured events of prior years. These decreases were greater than the estimated losses incurred for the current year, causing negative incurred losses and loss adjustment expenses.

NOTE 19. SEGMENT INFORMATION AND CONDENSED FINANCIAL DATA

Primary Government

The State issues revenue bonds to finance the Leveraged Loan Program, which is accounted for as part of the Environmental Improvement Fund. Investors in those bonds rely solely on the revenue generated within the Leveraged Loan Program. Assets of this program are used primarily for loans for Wisconsin municipal waste water projects. Condensed financial statement information of the Leveraged Loan Program as of and for the year ended June 30, 2006 is presented below (in thousands):

Condensed Balance Sheet

Assets:		
Current Assets	$	100,360
Other Assets		752,143
Total Assets	$	852,503
Liabilities:		
Due to Other Funds	$	2,258
Other Current Liabilities (Including Current Portion of Long-term Debt)		50,795
Noncurrent Liabilities		645,243
Total Liabilities		698,296
Fund Equity:		
Restricted		154,207
Total Fund Equity		154,207
Total Liabilities and Fund Equity	$	852,503

Condensed Statement of Revenues, Expenses and Changes in Fund Equity

Operating Revenues (Expenses):		
Loan Interest	$	17,412
Interest Expense		(33,197)
Other Operating Expenses		(2,348)
Operating Income (Loss)		(18,133)
Nonoperating Revenues (Expenses):		
Investment Income		4,050
Change in Fund Equity		(14,083)
Beginning Fund Equity		168,290
Ending Fund Equity	$	154,207

Condensed Statement of Cash Flows

Net Cash Provided (Used) by :		
Operating Activities	$	(2,401)
Noncapital Financing Activities		6,724
Investing Activities		11,760
Net Increase (Decrease)		16,083
Beginning Cash and Cash Equivalents		82,491
Ending Cash and Cash Equivalents	$	98,574

NOTE 20. COMPONENT UNITS – CONDENSED FINANCIAL INFORMATION

Significant financial data for the State's five discretely presented component units for the year ended December 31, 2005 or June 30, 2006 is presented below (in thousands):

	Wisconsin Housing and Economic Development Authority	Wisconsin Health Care Liability Insurance Plan	University of Wisconsin Hospitals and Clinics Authority	University of Wisconsin Foundation	State Fair Park Exposition Center	Total
Condensed Balance Sheet						
Assets:						
Cash, Investments and Other Assets	$ 3,124,797	$ 71,278	$ 213,410	$ 2,395,788	$ 5,421	$ 5,810,694
Due from Primary Governments	-	-	1,544	-	170	1,714
Cash and Investments with Other Component Units	-	-	268,689	-	-	268,689
Capital Assets, net	18,002	-	315,444	7,518	34,977	375,941
Total Assets	$ 3,142,799	$ 71,278	$ 799,087	$ 2,403,306	$ 40,568	$ 6,457,037
Liabilities:						
Accounts Payable and Other Current Liabilities	$ 133,738	$ 20,281	$ 68,416	$ 33,946	$ 961	$ 257,341
Due to Primary Government	3	-	10,251	-	70	10,324
Amounts Held for Other Component Units	-	-	-	196,122	-	196,122
Long-term Liabilities (Current and Noncurrent portions)	2,567,466	32,167	332,434	12,113	40,853	2,985,032
Total Liabilities	2,701,207	52,448	411,100	242,181	41,884	3,448,820
Fund Equity:						
Invested in Capital Assets, Net of Related Debt	2,587	-	103,245	7,518	(5,399)	107,950
Restricted	431,255	18,830	34,304	2,034,724	-	2,519,113
Unrestricted	7,750	-	250,438	118,883	4,083	381,154
Total Fund Equity	441,592	18,830	387,987	2,161,125	(1,316)	3,008,217
Total Liabilities and Fund Equity	$ 3,142,799	$ 71,278	$ 799,087	$ 2,403,306	$ 40,568	$ 6,457,037
Condensed Statement of Revenues, Expenses and Changes in Fund Equity						
Program Expenses:						
Depreciation	$ 5,467	$ -	$ 30,950	$ 277	$ 1,033	$ 37,726
Payments to Primary Government	-	-	2,325	114,714	-	117,039
Other	275,828	(93)	676,222	30,989	4,158	987,105
Total Program Expenses:	281,295	(93)	709,497	145,980	5,191	1,141,870
Program Revenues:						
Charges for Goods and Services	4,077	6,167	734,388	-	4,178	748,810
Investment and Interest Income	130,354	3,308	-	206,760	-	340,421
Operating Grants and Contributions	137,564	-	827	139,892	-	278,283
Capital Grants and Contributions	-	-	9,757	-	57	9,814
Other	16,662	39	13,627	109	297	30,734
Total Program Revenues	288,657	9,514	758,599	346,760	4,532	1,408,062
Net Program Revenue/(Expense)	7,362	9,606	49,102	200,781	(659)	266,193
General Revenues:						
Interest and Investment Earnings	19,980	-	12,832	-	(10)	32,802
Contributions to Endowments	-	-	136	-	-	136
Change in Fund Equity	27,342	9,606	62,070	200,781	(669)	299,131
Fund Equity, Beginning of Year	414,250	9,223	325,917	1,960,344	(647)	2,709,087
Fund Equity, End of Year	$ 441,592	$ 18,830	$ 387,987	$ 2,161,125	$ (1,316)	$ 3,008,217

NOTE 21. RESTATEMENTS OF BEGINNING FUND BALANCES/FUND EQUITY/NET ASSETS AND OTHER CHANGES

The reconciliations that follow summarize restatements of the end-of-year fund balance/fund equity/net assets as reported in the 2005 Comprehensive Annual Financial Report to the beginning-of-year fund balances/fund equity/net assets reported for Fiscal Year 2006 (in thousands):

A. Fund Statements – Governmental Funds

	Major Funds			
	General	Transportation	Nonmajor Funds	Total Governmental
Fund Balances June 30, 2005 as reported in the 2005 Comprehensive Annual Financial Report	$ (2,122,235)	$ 393,586	$ 893,261	$ (835,388)
Unclaimed Property Program recognition of additional liability	(19,900)	-	-	(19,900)
Restatement of accounts payable	-	23,676	-	23,676
Other adjustments of assets and liabilities as of June 30, 2005	149	-	6	155
Fund Balances July 1, 2005 as restated	$ (2,141,986)	$ 417,262	$ 893,267	$ (831,457)
Effect of prior period adjustments on the amount of excess revenues and other sources over expenditures and other uses of Fiscal Year 2005	$ 149	$ 11,128	$ 6	$ 11,284

B. Fund Statements – Proprietary Funds

	Major Funds						
	Injured Patients and Families Compensation	Environmental Improvement	University of Wisconsin System	Unemployment Reserve	Nonmajor Funds	Total Enterprise	Internal Service Funds
Fund Equity June 30, 2005 as reported in the 2005 Comprehensive Annual Financial Report	$ 31,706	$ 1,186,566	$ 3,701,127	$ 923,727	$ 555,425	$ 6,398,551	$ 22,918
University of Wisconsin System restatement of of buildings and equipment	-	-	16,592	-	-	16,592	-
Other adjustments of assets and liabilities as of June 30, 2005	-	-	8,900	-	(1,127)	7,773	(16)
Fund Equity July 1, 2005 as restated	$ 31,706	$ 1,186,566	$ 3,726,619	$ 923,727	$ 554,299	$ 6,422,917	$ 22,902
Effect of prior period adjustments on the amount of net change in fund equity of Fiscal Year 2005	$ -	$ -	$ -	$ -	$ (402)	$ (402)	$ (16)

C. Fund Statements – Fiduciary Funds

	Pension and Other Employee Benefit Trust	Investment Trust	Private Purpose Trust	Total Fiduciary
Net Assets June 30, 2005 as reported in the 2005 Comprehensive Annual Financial Report	$ 67,804,584	$ 2,784,581	$ 1,458,398	$ 72,047,563
Adjustments of assets and liabilities as of June 30, 2005	-	-	158	158
Net Assets July 1, 2005 as restated	$ 67,804,584	$ 2,784,581	$ 1,458,556	$ 72,047,721
Effect of prior period adjustments on the amount of net increase in net assets of Fiscal Year 2005	$ -	$ -	$ 3	$ 3

D. Government-wide Statements

	Primary Government			
	Governmental Activities	Business-type Activities	Totals	Component Units
Net Assets June 30, 2005 as reported in the 2005 Comprehensive Annual Financial Report	$ 5,091,125	$ 6,398,984	$ 11,490,109	$ 2,709,087
Unclaimed Property Program recognition of additional liability	(19,900)	-	(19,900)	-
Restatement of accounts payable	23,676	-	23,676	-
University of Wisconsin System restatement of buildings and equipment	-	16,592	16,592	-
Other adjustments of assets and liabilities as of June 30, 2005	(286)	7,773	7,487	-
Net Assets July 1, 2005 as restated	$ 5,094,616	$ 6,423,349	$ 11,517,965	$ 2,709,087
Effect of prior period adjustments on the amount of net increase in net assets of Fiscal Year 2005	$ 17,359	$ (402)	$ 16,957	$ -

NOTE 22. LITIGATION, CONTINGENCIES AND COMMITMENTS

A. Litigation and Contingencies

The State is a defendant in various legal proceedings pertaining to matters incidental to the performance of routine governmental operations.

Claims and Judgments Reported in Governmental Activities

The State accrues liabilities related to legal proceedings, if a loss is probable and reasonably estimable. Such losses, totaling $13.4 million on June 30, 2006 reported in the governmental activities, are discussed below:

Litigation - The Department of Health and Family Services is involved in various legal proceedings where the ultimate disposition is estimated at $0.2 million.

Other Claims - Work Injury Supplemental Benefits - The Work Injury Supplemental Benefit Fund, administered by the Department of Workforce Development, provides compensatory payments to survivors of fatally injured employees or disabled employees with work-related injuries. The liability for annuities to be paid to the above individuals totaled $1.4 million at June 30, 2006.

In addition, the U. S. Department of Health and Human Services (U.S. DHHS) determined that the Department of Workforce Development should refund the federal share of recovered AFDC overpayments. However, the State of Wisconsin has appealed the decision of the U.S. DHHS. A liability for $11.8 million is reported at June 30, 2006.

Other Claims, Judgments, and Contingencies

The State is also named as a party in other legal proceedings where the ultimate disposition and consequence are not presently determinable. The potential liability amount relating to an unfavorable outcome for certain of these proceedings could not be reasonably determined at this time. However, the ultimate dispositions and consequences of any single legal proceeding or all legal proceedings collectively should not have a material adverse effect on the State's financial position.

Environmental Clean-up Actions - The State is involved in environmental clean-up of property owned by the State that has the potential to cause soil and groundwater contamination. Seven sites have soil and/or groundwater contamination associated with underground storage tank releases with an estimated remediation cost of $0.8 million.

The State is also involved in environmental remediations on nine properties that do not involve releases from underground storage tanks, with an estimated cost of $3.2 million.

B. Commitments

Primary Government

In addition to legal proceedings, the State is party to commitments which normally occur in governmental operations.

In addition to the amount of encumbrances outstanding at June 30, 2006 reported as Fund Balance - Reserved for Encumbrances, additional obligations at June 30, 2006 representing multi-year, long-term commitments included (in thousands):

Transportation Fund	$ 353,363
Transportation Revenue Bonds Capital Projects Fund	40,220
Wireless 911 Fund	46,633
General Fund – Department of Commerce programs, including economic and community development programs	21,433

The Environmental Improvement Fund (the Fund) was established to administer the Clean Water Fund Loan Program. Loans are made to local units of government for wastewater treatment projects for terms of up to 20 years. These loans are made at a number of prescribed interest rates based on environmental priority. The loans contractually are revenue obligations or general obligations of the local governmental unit. Additionally, various statutory provisions exist which provide further security for payment. The fund has made financial assistance commitments of $191.6 million as of June 30, 2006. These loan commitments are expected to be met through additional federal grants and proceeds from issuance of revenue obligations.

In addition, the revenue obligation bonds of the Leveraged Loan Program in the Fund are collateralized by a security interest in all the assets of the Leveraged Loan Program. Neither the full faith and credit nor the taxing power of the State is pledged for the payment of the Fund's revenue obligation bonds. However, as the loans granted to local units of government are at an interest rate less than the revenue bond rate, the State is obligated by the Fund's General Resolution to fund, at the time each loan is made, a reserve which subsidizes the Leveraged Loan Program in an amount which offsets this interest disparity.

The *Injured Patients and Families Compensation Fund* may be required to purchase an annuity as a result of a claim settlement. Under specific annuity arrangements, the fund may have ultimate responsibility for annuity payments if the annuity company and the reassignment company default on annuity payments. One of the fund's annuity providers defaulted on $93 thousand in annuity payments through June 30, 2006, which the fund subsequently paid. The annuity provider is currently making the majority of these annuity payments, but the fund continues to make monthly annuity payments to cover defaulted payments. The fund has received reimbursement for these payments, including interest of $60 thousand through June 30, 2006. It is unclear when the annuity provider will be able to make the remaining annuity payments and whether the fund will be able to recover the remaining annuity payments made on the behalf of the annuity provider. The total estimated replacement value of the fund's annuities as of June 30, 2006 was $145.6 million. The fund reserves the right to pursue collection from State guarantee funds.

State Public Deposit Guarantee - As required by Wis. Stat. Sec. 34.08, the State is to make payments to public depositors for proofs of loss (e.g., loss resulting from a bank failure) up to $400 thousand per depositor above the amount of federal insurance. This statutory requirement guarantees that the State will make payments in favor of the public depositor that has submitted a proof of loss. Payments would be made in the order in which satisfactory proofs of loss are received by the State's Department of Financial Institutions, until the designated appropriation is exhausted. At June 30, 2006, the appropriation available totaled $35.2 million. Losses become fixed as of the date of the loss. A public depositor experiencing a loss must assign its interest in the deposit, to the extent of the amount paid, to the Department of Financial Institutions. Any recovery made by the Department of Financial Institutions under the assignment is to be repaid to the appropriation. The possibility of a material loss resulting from payments to and recovery from public depositors is remote.

The *Veterans Mortgage Loan Repayment Fund* accounts for the issuance and administration of veterans' first mortgage loans. The loans are made to veterans for the purchase of homes to terms up to 30 years. The loan interest rates are set by the Board of Veterans Affairs. The loans are secured by real estate mortgages. The fund has commitments for loans of $1.3 million as of June 30, 2006. The loan commitments are expected to be met from current fund assets.

Component Units

The Wisconsin Housing and Economic Development Authority's mission was expanded since its creation to include administration of the Agricultural and Business Programs. These programs administer funds that are legislatively appropriated to subsidize interest and provide guarantees of principal balances of qualifying loans. At June 30, 2006, outstanding loan guarantees totaled $31.2 million.

NOTE 23. SUBSEQUENT EVENTS

Primary Government

Short-term Debt

General Obligation – In August 2006, the State issued $123.5 million of 2006 Series A general obligation commercial paper notes to be used to acquire, construct, develop, extend, enlarge, or improve land, waters, property, highways, buildings, equipment, or facilities for public purposes.

In December 2006, the State issued $91.7 million of 2006 Series B general obligation extendible municipal commercial paper notes to be used to acquire, construct, develop, extend, enlarge, or improve land, waters, property, highways, buildings, equipment or facilities for public purposes.

In December 2006, the State issued $4.4 million of 2006 Series C general obligation extendible municipal commercial paper notes to be used to fund veterans housing loans.

Revenue Obligation – In October 2006, the State issued $91.3 million of 2006 Series A transportation revenue commercial paper notes to pay the costs of major highway projects and certain State transportation facilities and costs of issuance. The payment of the commercial paper notes is subordinated to the senior bonds.

Certificates of Participation – In August 2006, $71.4 million of master lease certificates of participation were issued.

Long-term Debt

General Obligation Bonds – In July 2006, the State issued a $2.0 million general obligation term bond 2006, Series B to be used to fund veterans home improvement loans. The interest rate is 5.65 percent which is payable semiannually beginning May 1, 2007 with mandatory sinking fund payments beginning November 1, 2007 to the stated maturity date November 1, 2021.

In August 2006, the State issued $61.7 million general obligation bonds 2006, Series C to be used to fund veterans primary mortgage home loans. The interest rates range from 4.00 percent to 5.00 percent and are payable semiannually, beginning May 1, 2007. The bonds mature May 1 of the years 2008 through 2037.

In September 2006, the State issued $176.5 million of 2006 Series D general obligation bonds to be used for the acquisition, construction, development, extension, enlargement, or improvement of land, water, property, highways, buildings, equipment, or facilities for public purposes. The interest rates range from 4.50 percent to 5.00 percent and are payable semiannually on May 1 and November 1, beginning May 1, 2007. The bonds mature May 1 of the years 2018 through 2027.

Revenue Bonds – In November 2006, the State issued $100.0 million of 2006, Series 2 clean water revenue bonds to be used to make loans to municipalities primarily for construction or improvement of their wastewater treatment facilities, make a deposit into the Loan Credit Reserve Funds, and pay for costs of issuance. The interest rates range from 4.00 percent to 5.00 percent and are payable semiannually beginning June 1, 2007. The bonds mature June 1 of the years 2008 through 2027.

In July 2006, the State called for early redemption the 2001 Series A Petroleum Inspection Fee Revenue Bonds each in the par amount of $15.0 million, having a 5.0 percent coupon, and due on July 1, 2007 and July 1, 2008. On August 1, 2006, the State called for early redemption the last remaining maturity of the 2000 Series A of Petroleum Inspection Fee Revenue Bonds, in the par amount of $7.9 million, having a 5.5 percent coupon, and due July 1, 2012.

Future Benefits and Loss Liabilities

In July 2006, the State of Wisconsin Supreme Court issued a ruling in the Bartholomew v Patients Compensation Fund case. The court reversed in part the Maurin decision in that they allowed for the stacking of caps, but upheld the wrongful death cap. The decision was a split decision and exactly how it will affect future cases is not clear. However, based solely on the portion of that decision that would allow for the stacking of caps, the fund's actuary determined that the decision would result in an increase to the fund's outstanding discounted loss liabilities of about $10.5 million.

Federal Share of Billings in Excess of Costs

In September 2006, the State was notified by the Federal Department of Health and Human Services (DHHS) that it has determined that the federal share of billings in excess of costs provided by the Department of Administration is $23.1 million. DHHS proposes to collect this amount through several alternative methods. The Department of Administration intends to appeal this decision.

Component Units

Wisconsin Housing and Economic Development Authority – In July 2006, the Authority issued $7.5 million of variable rate demand home ownership revenue bonds, 2006 A & B. The bonds, issued under the multifamily housing bond general resolution, are general obligations of the Authority. The Series bonds are rated Aa3 and VMIG-1 by Moody's Investor Service.

In July 2006, the Authority redeemed the following bonds (in thousands):

Program/Bond Resolution	Amount Redeeme
Home Ownership Revenue Bonds,	
1999 Series F, G, H & I	$ 545
Home Ownership Revenue Bonds,	
1998 Series F & G	495
House Revenue Bonds, 1998 Series A, B & C	3,440
House Revenue Bonds,	
2002 Series A, B, C, D, E, F, G,H & I	710

The Authority retired early the following bonds (in thousands):

Program/Bond Resolution	2007 Redemptions
Home Ownership Revenue Bond Resolutions:	
1987	$ 18,670
1988	23,395
All Other	1,040
Housing Revenue Bonds	4,150
Single Family Drawdown Revenue Bonds	167
General Funds:	
Line of Credit – Mortgage Financing	4,950
Business Development Bonds (various)	150

Program/Bond Resolution	2007 Issuances
Home Ownership Revenue Bond Resolutions:	
1988	180,000 (a)
Housing Revenue Bonds	7,500
Single Family Drawdown Revenue Bonds 1991-1	27,576
General Funds:	
Line of Credit – Mortgage Financing	34,957
Commercial Paper – Building	34,522 (b)

(a) Bonds were sold on 10-25-06
(b) Replaces scheduled maturities

Required Supplementary Information

Infrastructure Assets Reported Using the Modified Approach

The State has adopted the modified approach for reporting infrastructure assets. Under the modified approach, infrastructure assets are not depreciated as long as the State can demonstrate that these assets are properly managed and are being preserved at or above an established condition level. Instead of depreciation, the costs to maintain and preserve infrastructure assets are expensed, while additions and improvements are capitalized. The State owns approximately 11,200 centerline miles of roads and 4,900 bridges.

Road Network

Condition assessments are completed on a two-year cycle with the most current results reported for each State road. Numerous measures are used to assess the condition of the State's road network. The State has adopted the International Roughness Index (IRI), as defined by the Federal Highway Administration, as its primary condition measure. IRI is measured on a scale of 0 to 5, with an IRI of 2.69 or greater being defined as a "poor" ride. Roads with a "poor" IRI assessment cause negative impacts for the traveling public by decreasing driver comfort and increasing the damage to vehicles and goods. It is the State's policy to ensure no more than 15 percent of its roads receive a "poor" IRI assessment.

Recent condition assessment results are as follows:

Year Ended June 30	Miles of Road	Percent Rated "Poor"	Established Percent	Variance Favorable/ (Unfavorable)
2006	11.200	5.4	15.0	9.6
2005	11.200	5.8	15.0	9.2
2004	11.200	6.1	15.0	8.9
2003	11,200	4.3	15.0	10.7
2002	11,200	4.6	15.0	10.4

Each year the State estimates the costs to maintain and preserve the road network at, or above, the established condition level. Actual maintenance/preservation costs compare to estimates as follows:

Year Ended June 30	Estimated Costs (In millions)	Actual Costs (In millions)	Variance (In millions) Favorable/ (Unfavorable)
2006	$ 495.7	$ 425.9	$ 69.8
2005	478.6	372.3	106.4
2004	450.8	341.1	109.7
2003	420.9	336.7	84.2
2002	470.7	437.6	33.1

Estimated costs are developed at the beginning of the fiscal year based on projects planned for the current and future years. The types of projects ultimately contracted and incurring costs during the year are often very different. In addition, the State of Wisconsin, Department of Transportation's multi-year contracting process, allowing encumbrances to carry forward, makes a comparison of actual to estimated amounts difficult since expenditures for the current year may have been budgeted and committed to a project in prior years.

Bridge Network

Condition assessments are completed on a two-year cycle, with more frequent inspections completed if warranted. The most current assessment results are reported for each State bridge, making the overall assessment a blend of measures completed in the current fiscal year and those completed in the prior year. The State has adopted the National Bridge Inventory (NBI) 10-point rating scale as its primary condition measure. Using the Federal Highway Administration's definition, a bridge is considered "structurally deficient" if it has an NBI score of 4 or less on its deck, superstructure, or substructure. "Structurally deficient" bridges cause negative impacts for the public by increasing the likelihood that heavy loads will need to be rerouted to less efficient routes, thus increasing logistic costs for State businesses. It is the State's policy to ensure no more than 15 percent of its bridges are "structurally deficient".

Recent condition assessment results are as follows:

Year Ended June 30	Number of Bridges	Percent Structurally Deficient	Established Percent	Variance Favorable/ (Unfavorabl
2006	4.900	4.3	15.0	10.7
2005	4.900	5.1	15.0	9.9
2004	4.900	5.4	15.0	9.6
2003	4,900	6.2	15.0	8.8
2002	4,900	7.6	15.0	7.4

Each year the State estimates the costs to maintain and preserve the bridge network at, or above, the established condition level. Actual maintenance/preservation costs compare to estimates as follows:

Year Ended June 30	Estimated Costs (In millions)	Actual Costs (In millions)	Variance (In millions) Favorable/ (Unfavorable)
2006	$ 42.4	$ 31.3	$ 11.1
2005	28.3	38.6	(10.3)
2004	47.8	52.3	(4.5)
2003	46.4	45.7	0.7
2002	33.6	38.4	(4.8)

Estimated costs are developed at the beginning of the fiscal year based on projects planned for the current and future years. The types of projects ultimately contracted and incurring costs during the year are often very different. The State of Wisconsin, Department of Transportation's multi-year contracting process, allowing encumbrances to carry forward, makes a comparison of actual to estimated amounts difficult since expenditures for the current year may have been budgeted and committed to a project in prior years.

Budgetary Comparison Schedule
General Fund
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	Original Budget	Final Budget	Actual Amounts
Unexpended Budgetary Fund Balances, Beginning of Year			$ 393,191
Revenues and Transfers (Inflows):			
Taxes	$ 11,974,979	$ 11,970,974	12,051,460
Departmental:			
Tribal Gaming	74,554	118,629	88,862
Other	10,203,390 (A)	10,565,996 (A)	10,181,547
Transfers from:			
Transportation Fund	(A)	(A)	338,449
Nonmajor Funds	(A)	(A)	34,225
Total Revenues and Transfers (Inflows)	22,252,923	22,655,598	22,694,544
Amounts Available for Appropriation			23,087,734
Appropriations (Outflows):			
Commerce	349,018	354,939	262,183
Education	10,310,590	10,563,986	10,148,528
Environmental Resources	307,659	322,280	293,414
Human Relations and Resources	8,729,353	9,321,237	8,718,439
General Executive	951,329	1,038,836	688,288
Judicial	113,247	116,290	115,263
Legislative	63,707	61,907	61,343
Tax Relief and Other General	1,915,472	1,864,956	1,859,988
Transfers to:			
Nonmajor Funds	-	341,813	341,813
Total Appropriations (Outflows)	$ 22,740,376	$ 23,986,246	22,489,259
Fund Balances, End of Year			598,475
Less Encumbrances Outstanding at June 30, 2006			(520,282)
Fund Balances, End of Year Budgetary Basis			$ 78,193

Reconciliation of the End of Year, Budgetary Basis, Fund Balance to the Detail Reported in the Annual Fiscal Report:	
General Purpose:	
Designated	$ 43,179
Undesignated	49,217
Total General Purpose	92,396
Program Revenue	(14,203)
Fund Balances, End of Year Budgetary Basis	$ 78,193

(A) Interfund transfers to the General Fund were budgeted under departmental revenue during Fiscal Year 2006.

Budgetary Comparison Schedule
Transportation Fund
For the Fiscal Year Ended June 30, 2006

(In Thousands)

	Original Budget	Final Budget	Actual Amounts
Unexpended Budgetary Fund Balances, Beginning of Year			$ 350,169
Prior Period Adjustment			(636)
Restated Unexpended Budgetary Fund Balances, Beginning of Year			349,532
Revenues (Inflows):			
Taxes	$ 1,001,808	$ 1,001,808	1,001,808
Departmental	1,354,956	1,354,956	1,354,956
Total Revenues (Inflows)	2,356,764	2,356,764	2,356,764
Amounts Available for Appropriation			2,706,296
Appropriations and Transfers (Outflows):			
Commerce	101	101	46
Environmental Resources	3,218,276	3,399,922	2,039,667
General Executive	2,941	2,074	1,916
Tax Relief and Other General	20,022	20,228	21,093
Transfers to:			
General Fund	338,449	338,449	338,449
Total Appropriations and Transfers (Outflows)	$ 3,579,789	$ 3,760,774	2,401,170
Fund Balances, End of Year			305,126
Less Encumbrances Outstanding at June 30, 2006			(1,232,655)
Fund Balances, End of Year Budgetary Basis			$ (927,530)

NOTE 1. BUDGETARY INFORMATION

A. Budgetary – GAAP Reporting Reconciliation

The accompanying Budgetary Comparison Schedule compares the legally adopted budget (more fully described in RSI Note 1-B) with actual data on a budgetary basis. Because accounting principles applied for purposes of developing data on the budgetary basis differ significantly from those used to present financial statements in conformity with generally accepted accounting principles (GAAP), a reconciliation of basis and perspective differences as of June 30, 2006 is presented below (in thousands):

	General Fund	Transportation Fund
Fund balance June 30, 2006 (budgetary basis – budgetary fund structure):		
General Purpose Revenue – fund balance per budgetary basis *Annual Fiscal Report*		
Undesignated fund balance	$ 49,217	
Designated fund balance	43,179	
Total General Purpose Revenue fund balance	92,396	
Program Revenue – fund balance per budgetary basis *Annual Fiscal Report*	(14,203)	
Fund balance June 30, 2006 (budgetary basis – budgetary fund structure) As reported on the budgetary comparison schedule	78,193	$ (927,530)
Reclassifications:		
To eliminate the effect of encumbrances that were reported as expenditures under budgetary reporting (basis difference)	520,282	1,232,655
To reclassify activities reported in another GAAP fund type (perspective differences):		
Enterprise funds (except for the University of Wisconsin System)	14,369	--
University of Wisconsin System	(320,310)	--
Internal service funds	(2,277)	--
Fiduciary funds	(18,821)	--
Transportation Revenue Bonds debt service fund	--	2,875
Fund balance June 30, 2006 (GAAP fund structure – budgetary basis, excluding encumbrances treated as expenditures at year end)	271,436	308,001
Adjustments (basis differences):		
To accrue receivables and establish payables for individual income taxes (net)	(795,180)	--
To defer revenues for gross receipts public utility taxes	(193,932)	--
To adjust revenues and expenditures for tax-related items and other tax credit/aid programs (net)	(307,859)	9,745
To adjust expenditures for the municipal and county shared revenue program	(456,951)	--
To adjust expenditures for State property tax credit program	(353,412)	--
To accrue unpaid Medicaid payments to providers (net of receivable from federal government)	(162,908)	--
To adjust revenues and expenditures for certain major Health and Family Services and Workforce Development human services payments to local governments	(81,073)	
To accrue State educational aids payments deferred until the subsequent year	(75,000)	--
To adjust revenues and expenditures for other items (net)	4,406	69,481
Fund balance June 30, 2006 (GAAP fund structure – GAAP basis) as reported on the governmental fund statements	$(2,150,474)	$ 387,227

B. Budgetary Basis of Accounting

The State's biennial budget is prepared using a modified cash basis of accounting. The final budget is primarily a general purpose revenue and expenditure budget. General purpose revenues consist of general taxes and miscellaneous receipts which are paid into the General Fund, lose their identity, and are then available for appropriation by the Legislature. The remaining revenues consist of program revenues, which are credited by law to an appropriation to finance a specified program or State agency, and segregated revenues which are paid into separate identifiable funds.

While State departments and agencies are required to submit estimates of expected revenues for program revenue and segregated revenue categories, these estimates are not formally incorporated into the adopted budget except for revenue estimates of the Lottery Fund. As a result, legally budgeted revenues for these categories are not available and, consequently, actual amounts are reported in the budget column of the Budgetary Comparison Schedules.

Expenditure budgeting differs for the various types of appropriations. For most appropriations, budgeted expenditures equal the amount from the adopted budget plus any subsequent legislative or administrative revisions. Various supplemental appropriations were approved during the year and have been incorporated into the budget figures.

While State statutes prohibit spending beyond budgetary authority, a provision is made to include the value of accounts receivable, inventories and work in process in identifying available revenues. The State also utilizes nonbudget accounts for which no budget is established but expenditures may be incurred. As a result, actual expenditures may exceed budgeted amounts in certain categories.

The budgetary basis of accounting required by State law differs materially from the basis used to report revenues and expenditures in accordance with GAAP. Other variances arise because the State's biennial budget is developed according to the statutory required fund structure which differs extensively from the fund structure used in the GAAP basis financial statements. This difference is primarily caused by the elimination of the University of Wisconsin System, and various fiduciary, proprietary and other governmental fund activity from the statutory General and Transportation funds. Consequently, a reconciliation between budgetary basis and GAAP basis is provided in Note 1-A of the notes to the required supplementary information.

The Budgetary Comparison Schedules for the General and the Transportation Fund present both the original and final appropriated budgets, as well as the actual inflows, outflows, and fund balance on the budgetary basis. The supplementary budget comparison schedule provides this same information (with the exception of the original budget data) for the nonmajor governmental funds with annual budgets. The capital project and debt service funds are excluded from this schedule because no comprehensive budget is approved for these funds. A special revenue fund, the Wisconsin Public Broadcasting Foundation, has also been excluded from reporting because it is a blended component unit that is neither budgeted nor included under statutory reporting. Of the permanent funds, only the Historical Society Fund and a portion of the Common School Fund are budgeted.

The State's biennial budget was passed in July 2005. This legislation is recognized by State officials as the original budget and is treated as such on the Budgetary Comparison Schedules.

While the legal level of budgetary control for the reported funds is maintained at the appropriation line as specified by the Legislature in Chapter 20 of the Wisconsin Statutes, this level of detail is impractical for inclusion in the Comprehensive Annual Financial Report. Accordingly, a supplementary report is available upon request which provides budgetary comparisons at the legal level of control.

Appropriation unexpended balances lapse at year-end or forward to the subsequent fiscal year depending on the type of appropriation involved:

- *Continuing* - unexpended balances automatically forward to ensuing years until fully depleted or repealed by subsequent action of the Legislature.
- *Annual*:
  - *General Purpose Revenue* - unencumbered balances lapse at year end.
  - *Program Revenue* - unexpended cash balances may be forwarded to the next fiscal year.
- *Biennial* - unexpended balances or deficits automatically forward to the second year. At the end of the second year all unencumbered general purpose revenue balances lapse.
- *Sum sufficient* - moneys are appropriated and expended in the amounts necessary to accomplish the purpose specified.

Encumbrances may be carried over to the next fiscal year as a revision to the budgetary appropriation with Department of Administration approval. Under budgetary reporting, encumbrances are treated like expenditures and are shown as a reduction of fund balance. Under GAAP reporting, encumbrances outstanding at year end for purchase orders and contracts expected to be honored in the following year are reported as reservations of fund balance since they do not constitute expenditures or liabilities.

C. Excess of Expenditures over Appropriations

In the Agricultural Producer Security Fund, expenditures exceeded appropriations for the following program (in thousands):

Dairy, Grain and Vegetable Security	$ 112.2

FORWARD

PART III

GENERAL OBLIGATIONS

This part provides information about general obligations issued by the State of Wisconsin **(State)**.

Total Outstanding Balance (12/1/2006)	$5,697,308,689
Amount Outstanding—Fixed Rate Obligations	$4,969,769,689
Amount Outstanding—Variable Rate Obligations	$ 727,539,000
Percentage of Outstanding Obligations in form of Variable Rate Obligations	12.77%
Bond Ratings (Fitch/Moody's/Standard & Poor's)[(1)]	AA–/Aa3/AA–
Variable Rate Obligation Ratings	F1+/P-1/A-1+

[(1)] While some general obligation bonds have been insured, the ratings presented are the underlying, or unenhanced, ratings assigned to the State's general obligations.

The State of Wisconsin Building Commission (**Commission**) has supervision over the issuance of the State's general obligations. The Capital Finance Office, which is part of the Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs.

The law firm of Foley & Lardner LLP provides bond counsel services to the State for the issuance of general obligations. The State has issued general obligations in the form of bonds, notes, commercial paper notes, and extendible municipal commercial paper. The Secretary of Administration is the registrar and paying agent for general obligations issued in book-entry-only form. There is a different registrar and paying agent for the following two series of general obligations issued in fully-registered form:

Name of Obligation	Name of Registrar/Paying Agent
G.O. Bonds of 1990, Series D (Higher Education Bonds)	U.S. Bank National Association
G.O. Bonds of 1991, Series B (Higher Education Bonds)	U.S. Bank National Association

Requests for additional information about general obligations of the State may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part III of the Annual Report may differ from that of terms used in another part. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included.

SECURITY PROVISIONS FOR GENERAL OBLIGATIONS

Security

The Wisconsin Constitution pledges the full faith, credit, and taxing power of the State to its general obligations and requires the Legislature to provide for their payment by appropriation.

The Wisconsin Statutes establish additional protections and provide for the repayment of all general obligations. The Wisconsin Statutes establish, as security for the payment of all debt service on general obligations, a first claim on all revenues of the State. Further, a sufficient amount of those revenues is irrevocably appropriated, so that no subsequent legislative action is required to release them, and those amounts are held in segregated funds or accounts.

The Wisconsin Statutes also provide that the validity of general obligations shall not be affected by any defect in their contracting, that all instruments evidencing general obligations are valid and incontestable, and that any legislative, judicial, or administrative determination that proceeds of general obligations may not be spent shall not affect their validity.

The State has never defaulted in the punctual payment of principal or interest on any general obligation and has never attempted to prevent or delay a required payment. The State has reserved no right to reduce or modify any terms affecting the security or source of payment of its general obligations.

In the event of default, the Wisconsin Constitution guarantees recourse by allowing suit to be brought against the State to compel payment. Statutory provisions expedite the bringing of suit. Further, in the event of a final judgment against the State, payment will be made as specifically provided, together with interest at a rate of 10% per annum until the date of payment.

The Wisconsin Statutes also provide that, if payment has been made or duly provided for by the date that a general obligation becomes due for payment, interest ceases to accrue, and the general obligation is no longer outstanding. If any general obligation is not presented for payment, the money held for its payment shall be administered under the unclaimed property statutory provisions.

Flow of Funds to Pay Debt Service on General Obligations

The General Fund stands behind the payment of debt service on all general obligations regardless of the internal fund flows established for budgetary control purposes. Should the General Fund have insufficient resources to pay debt service, there is a single irrevocable and unlimited appropriation from all revenues of the State for timely payment on all general obligations. It is this appropriation, which pledges all revenues of the State for payment of debt service due from any program using general obligation proceeds on a parity with any other such program, that enables the State to issue a general obligation that is undifferentiated by the purpose for which proceeds are used.

Different internal funds flows apply to general obligations, depending on whether they are issued as bonds or notes, and in some cases depending on the purpose for which they were issued.

With respect to general obligation bonds, all funds necessary for timely payment of principal and interest are deposited in the Bond Security and Redemption Fund at least 15 days in advance of the due date. If an impoundment payment required in connection with operating notes is payable within 45 days before the due date, then the payments are deposited in the Bond Security and Redemption Fund at least 45 days in advance of the due date.

With respect to general obligation notes, funds for the payment of principal and interest are deposited in a separate and distinct account created in the Capital Improvement Fund for the repayment of notes. Proceeds of general obligations may also be used to retire notes. The Wisconsin Statutes specifically provide that if, at any time, there is not on hand in the Capital Improvement Fund sufficient money for the payment of principal and interest on general obligation notes, then the Department of Administration shall transfer to the Capital Improvement Fund, from an irrevocable and unlimited appropriation as a first charge upon all revenues of the State, the amount necessary to make the payment of principal and interest on general obligation notes when due.

Interest on variable rate obligations is paid when due. It is collected in the same manner as other general obligation notes and is deposited in advance with the issuing and paying agent quarterly on the first business day of February, May, August, and November.

Purposes of General Obligations

The Wisconsin Constitution provides that the State may issue general obligations for three categories of borrowing. The first is to acquire, construct, develop, extend, enlarge, or improve land, waters, property, highways, railways, buildings, equipment, or facilities for public purposes. The second is to make funds available for veterans housing loans. The third is to fund or refund any outstanding State general obligations. Subject to constitutional limitations about purposes and amounts, procedures governing the use of the borrowing authority are to be established by the Legislature. There is no constitutional requirement that the issuance of general obligations receive the direct approval of the electorate.

Limitations on Issuance of General Obligations

All general obligations issued by the State fall within a debt limit set forth in the Wisconsin Constitution and the Wisconsin Statutes. Each calendar year, the State's issuance of general obligations is limited to the lesser of two amounts, each based on a percentage of the aggregate value of all taxable property in the State: (1) three-quarters of one percent and (2) five percent less outstanding debt. For the current calendar year, the lesser is the first amount, which is $3,517,373,999. A refunding bond issue does not count for purposes of the annual debt limit, and a refunded bond issue does not count for purposes of the cumulative debt limit. Accrued interest on any general obligation that is not paid during the fiscal year in which it accrues is treated as debt and taken into account for purposes of the debt limitations. See Table III-4 in "DEBT INFORMATION".

Authorization of General Obligations

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

To date, the Legislature has authorized the issuance of general obligations for 83 distinct borrowing purposes and has limited the amount of general obligations that may be issued for each purpose. In practice, as a part of the budget, these amounts are adjusted to accommodate newly budgeted activity. As of the date of this Annual Report, 23 of the distinct borrowing purposes have no remaining borrowing authority. The Legislature has delegated to the Commission responsibility to establish the form and terms of the issuance and sale of these general obligations. Table III-1 describes the amounts authorized and issued for each borrowing purpose.

TABLE III-1
State of Wisconsin
General Obligation Issuance Status Report
December 1, 2006

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings[(a)]	Total Authorized Unissued Debt
University of Wisconsin; academic facilities..........................	$ 1,358,615,800	$ 1,069,499,024	$ 12,244,365	$ 276,872,411
University of Wisconsin; self-amortizing facilities................	1,279,517,100	877,204,471	1,720,367	400,592,262
Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program..............................	572,000,000	320,116,795	69,761	251,813,444
Natural resources; municipal clean drinking water grants...................................	9,800,000	9,518,744	141,818	139,438
Clean water fund program.................	637,743,200	451,547,035		186,196,165
Safe drinking water loan program………………………	32,310,000	31,971,520		338,480
Natural resources; nonpoint source grants..................	89,310,400	76,683,243	132,570	12,494,587
Natural resources; nonpoint source ……………………	4,000,000	2,348,194		1,651,806
Natural resources; environmental repair......................	51,000,000	39,977,681	170,906	10,851,413
Natural resources; urban nonpoint source cost-sharing…………………………	23,900,000	15,727,897		8,172,103
Natural resources; environmental segregated fund supported administrative facilities…………….	7,490,000	5,479,906		2,010,094
Natural resources; segregated revenue supported dam safety projects…………………	6,600,000	5,882,779	51	717,170
Natural resources; pollution abatement and sewage collection facilities, ORAP funding................	145,060,325	145,010,325	50,000	
Natural resources; pollution abatement and sewage collection facilities.............	893,493,400	874,927,239	18,513,076	53,085
Natural resources; pollution abatement and sewage collection facilities; combined sewer overflow..............	200,600,000	194,312,599	6,287,401	
Natural resources; recreation projects.........................	56,055,000	56,053,994	1,006	
Natural resources: local parks land acquisition and development...........................	2,490,000	2,447,741	42,259	
Natural resources; recreation development.................	23,061,500	22,871,110	141,227	49,163
Natural resources; land acquisition.............................	45,608,600	45,116,930	491,671	

TABLE III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
December 1, 2006

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings[(a)]	Total Authorized Unissued Debt
Natural resources; Wisconsin natural areas heritage program	2,500,000	2,445,793	17,174	37,032
Natural resources; segregated revenue supported facilities	55,078,100	29,375,119	46,904	25,656,077
Natural resources; general fund supported administrative facilities	11,410,200	10,829,210	21,432	559,558
Natural resources; ice age trail	750,000	750,000		
Natural resources; dam safety projects	5,500,000	5,400,148	49,701	50,151
Natural resources; segregated revenue supported land acquisition	2,500,000	2,500,000		
Natural resources; Warren Knowles - Gaylord Nelson stewardship program	231,000,000	225,962,443	1,293,404	3,744,153
Transportation; administrative facilities	8,890,400	8,759,479	33,943	96,978
Transportation; accelerated bridge improvements	46,849,800	46,849,800		
Transportation; rail passenger route development	50,000,000	1,840,212		48,159,788
Transportation; accelerated highway improvements	185,000,000	185,000,000		
Transportation; connecting highway improvements	15,000,000	15,000,000		
Transportation; federally aided highway facilities	10,000,000	10,000,000		
Transportation; highway projects	41,000,000	41,000,000		
Transportation; major highway and rehabilitation projects	565,480,400	565,480,400		
Transportation; Marquette interchange rehabilitation project	213,100,000	209,300,000	2,332,363	1,467,637
Transportation; state highway rehabilitation projects	250,000,000	248,611,615	1,182,896	205,489
Transportation; harbor improvements	40,700,000	25,780,305	232,605	14,687,090
Transportation; rail acquisitions and improvements	44,500,000	33,874,500	5,187	10,620,313
Transportation; local roads for job preservation, state funds	2,000,000	2,000,000		
Corrections; correctional facilities	801,979,400	777,563,081	11,467,003	12,949,316

TABLE III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
December 1, 2006

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings[a]	Total Authorized Unissued Debt
Corrections; self-amortizing facilities and equipment	7,337,000	2,115,438	99	5,221,463
Corrections; juvenile correctional facilities	28,984,500	26,678,189	105,717	2,200,594
Health and family services; mental health and secure treatment facilities	127,761,700	121,842,268	895,124	5,024,308
Agriculture; soil and water	26,075,000	18,013,623	1,248	8,060,129
Agriculture; conservation reserve enhancement	40,000,000	10,086,882		29,913,118
Administration; Black Point Estate	1,600,000	944,403	387	655,210
Building commission; previous lease rental authority	143,071,600	143,068,654		2,946
Building commission; refunding tax-supported general obligation debt	2,102,086,430	2,102,086,530		
Building commission; refunding self-amortizing general obligation debt	272,863,033	272,863,033		
Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before June 30, 2005	250,000,000	250,000,000		
Building commission; refunding tax-supported and self-amortizing general obligation debt	1,400,000,000	967,020,000		432,980,000
Building commission; housing state departments and agencies	485,015,400	408,667,741	2,329,712	74,017,947
Building commission; 1 West Wilson street parking ramp	15,100,000	14,805,521	294,479	
Building commission; project contingencies	47,961,200	42,850,617	62,251	5,048,332
Building commission; capital equipment acquisition	126,335,000	110,787,510	729,556	14,817,934
Building commission; discount sale of debt	90,000,000	67,493,598		22,506,402
Building commission; discount sale of debt (higher education bonds)	100,000,000	99,988,833 [b]		11,167
Building commission; other public purposes	1,727,901,000	1,383,262,752	6,770,550	337,867,698
Medical College of Wisconsin, Inc.; basic science education and health information technology facilities	10,000,000	10,000,000		
HR Academy, Inc.	1,500,000	1,500,000		
Medical College of Wisconsin, Inc.; biomedical research and technology incubator	25,000,000	19,288,805		5,711,195
Marquette University; dental clinic and education facility	15,000,000	14,999,182	818	

Table III-1 — CONTINUED
General Obligation Issuance Status Report
December 1, 2006

Program Purpose	Legislative Authorization	General Obligations Issued to Date	Interest Earnings[a]	Total Authorized Unissued Debt
Swiss cultural center……………….	1,000,000			1,000,000
Racine County; Discovery Place museum………….	1,000,000			1,000,000
Milwaukee Police Athletic League; youth activities center………………	1,000,000	1,000,000		
Children's research institute	10,000,000	5,522,013		4,477,987
Administration; school educational technology infrastructure financial assistance…………………	90,200,000	71,480,216	431,066	18,288,718
Administration; public library educational technology infrastructure financial assistance………..………	300,000	268,918	42	31,040
Educational communications board; educational communications facilities……………………………..	22,858,100	20,417,691	38,168	2,402,241
Historical society; self-amortizing facilities..............…	1,157,000	1,029,156	3,896	123,947
Historical society; historic records............................…	15,400,000			15,400,000
Historical society; historic sites................................…	3,107,800	1,848,860		1,258,940
Historical society; museum facility...........................…	4,384,400	4,362,469		21,931
Historical society; Wisconsin history center……………	30,000,000			30,000,000
Public instruction; state school, state center and library facilities………………..	7,367,700	7,330,612	32,509	4,579
Military affairs; armories and military facilities...…	27,463,900	21,386,882	192,632	5,884,386
Veterans affairs; veterans facilities..........………….	10,090,100	9,405,485	50,593	634,022
Veterans affairs; self-amortizing mortgage loans...…	2,120,840,000	2,118,097,395	2,133,000	609,605
Veterans affairs; refunding bonds...........................…	1,015,000,000	721,169,245		293,830,755
Veterans affairs; self-amortizing facilities……………	34,912,600	12,624,016	501	22,288,083
State fair park board; board facilities.........................……	14,787,100	14,541,771		245,329
State fair park board; housing facilities..........................…	11,000,000	10,999,985	15	
State fair park board; self-amortizing facilities..........…..	56,787,100	51,129,300	22,328	5,635,472
Total...…	$18,544,141,288	$15,855,996,926	$70,783,782	$2,617,360,681

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

[b] Accrued interest on any obligation that is not paid during the fiscal year in which it accrues is treated as debt and taken into account for purposes of the statutory authority to issued debt.

Source: Wisconsin Department of Administration.

DEBT INFORMATION

The following tables provide data about the State's outstanding general obligations.

Table III-2
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Fixed Rate General Obligations				
1990- Bonds Series A	1/1/90	1991-2010	$ 134,495,000	-0-
Bonds Series B	3/1/90			
Serial Bonds		1991-2004	3,575,000	-0-
Accelerated Term Bonds		2010	3,975,000	-0-
Term Bonds		2020	12,450,000	-0-
Bonds Series C	5/1/90	1991-2010	38,170,000	-0-
Bonds Series D (Higher Education)	5/24/90	1996-2010	65,859,000	$ 17,564,000
Bonds Series E	8/1/90	1991-2010	76,810,000	-0-
Bonds Series F	10/1/90			
Serial Bonds		1991-2005	3,775,000	-0-
Accelerated Term Bonds		2010	3,800,000	-0-
Term Bonds		2020	12,425,000	-0-
Bonds Series G	12/1/90	1992-2011	128,765,000	-0-
1991- Bonds Series A	4/1/91			
Serial Bonds		1992-2006	5,775,000	-0-
Accelerated Term Bonds		2011	5,825,000	-0-
Term Bonds		2021	18,400,000	-0-
Bonds Series B (Higher Education	5/15/91	1996-2011	117,136,000	36,605,000
Bonds Series C	6/1/191	1992-2011	60,580,000	-0-
Bonds Series D	9/1/91	1993-2012	97,000,000	-0-
1992- Bonds Series A	3/1/92	1993-2012	219,040,000	-0-
Refunding Bonds	3/1/92	1994-2015	448,935,000	85,160,000
Bonds Series B	6/1/92			
Serial Bonds		1993-2008	7,780,000	-0-
Accelerated Term Bonds		2012	4,000,000	-0-
Term Bonds		2022	18,220,000	-0-
Loan Series B	10/2/92	1995	5,330,000	-0-
Refunding Bonds Series 2	10/15/92	1994-2015	5,975,000	3,370,000
Bonds Series C	11/1/92	1994-2013	173,285,000	-0-
1993- Refunding Bonds Series 1	1/1/93	1994-2009	280,060,000	56,000,000
Refunding Bonds Series 2	3/1/93	1993-2011	137,530,000	88,075,000
Bonds Series A	5/1/93	1994-2013	124,325,000	-0-
Refunding Bonds Series 3	8/1/93	1995-2012	302,050,000	121,415,000
Refunding Bonds Series 6	10/15/93			
Serial Bonds		1994-2006	5,510,000	-0-
Term Bonds		2010	2,125,000	1,815,000
Term Bonds		2013	2,150,000	1,830,000
Term Bonds		2016	10,215,000	8,710,000
Refunding Bonds Series 4	12/1/93	1994-2006	77,575,000	-0-
Refunding Bonds Series 5	12/1/93			
Serial Bonds		1994-2006	113,550,000	-0-
Term Bonds		2010	14,770,000	14,770,000
Term Bonds		2013	1,190,000	1,190,000
Term Bonds		2016	1,405,000	1,405,000
Term Bonds		2023	4,340,000	4,340,000

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1994- Bonds Series A..	1/1/94	1995-2014	$ 119,810,000	-0-
Refunding Bonds Series 1.......................	3/1/94	1995-2002	106,610,000	-0-
Refunding Bonds Series 2.......................	3/1/94			
Serial Bonds		1999-2009	52,050,000	$ 4,230,000
Term Bonds		2014	1,700,000	1,700,000
Term Bonds		2024	4,775,000	4,775,000
Bonds Series B..	6/1/94	1995-2014	110,000,000	-0-
Refunding Bonds Series 3.......................	9/15/94	1995-2008	10,400,000	630,000
Bonds Series C..	9/15/94			
Serial Bonds		1998-2013	17,135,000	615,000
Term Bonds		2016	5,135,000	-0-
Term Bonds		2020	8,535,000	1,900,000
Term Bonds		2025	14,195,000	900,000
1995- Bonds Series A.......................................	1/15/95	1996-2015	231,315,000	-0-
Refunding Bonds, Series 1.....................	2/15/95			
Serial Bonds		1999-2000	4,350,000	-0-
Serial Bonds		2004	860,000	-0-
Serial Bonds		2007-15	10,525,000	895,000
Bonds Series B.......................................	2/15/95			
Term Bonds		2016	4,215,000	-0-
Term Bonds		2020	7,920,000	-0-
Term Bonds		2025	17,130,000	670,000
Note, Series B	7/6/95	2005	361,623	-0-
Bonds Series C.......................................	9/15/95	1997-2016	97,480,000	-0-
Refunding Bonds Series 2......................	10/15/95			
Serial Bonds		1997-2000	5,780,000	-0-
Serial Bonds		2004-05	2,715,000	-0-
Serial Bonds		2007-15	34,355,000	5,995,000
1996- Bonds Series A.......................................	1/15/96	1997-2016	158,080,000	-0-
Refunding Bonds Series 1......................	2/15/96	1996-2015	104,765,000	-0-
Bonds Series B.......................................	5/15/96			
Serial Bonds		1998-99	4,215,000	-0-
Serial Bonds		2007-14	16,550,000	-0-
Term Bonds		2021	10,305,000	-0-
Term Bonds		2026	13,930,000	2,725,000
Bonds Series C.......................................	9/1/96	1998-2017	115,230,000	5,465,000 [(a)]
Bonds Series D.......................................	10/15/96			
Serial Bonds		2007-09	8,550,000	-0-
Term Bonds		2014	3,700,000	-0-
Term Bonds		2020	6,405,000	-0-
Term Bonds		2027	11,345,000	2,715,000
1997- Bonds Series 1	3/15/97			
Serial Bonds		2006-15	17,880,000	-0-
Serial Bonds		2017	5,760,000	2,030,000

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

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding	
1997- Bonds Series A	3/15/97				
Term Bonds		2021	$ 8,065,000	-0-	
Term Bonds		2028	13,295,000	$ 1,745,000	
Bonds Series B	7/15/97	1999-2018	101,010,000	9,755,000	[a]
Bonds Series C	9/15/97				
Serial Bonds		2000-01	520,000	-0-	
Serial Bonds		2003-13	22,755,000	-0-	
Term Bonds		2017	7,850,000	195,000	
Term Bonds		2023	10,580,000	4,560,000	
Term Bonds		2026	3,295,000	3,100,000	
Bonds Series D (Taxable)	9/15/97				
Serial Bonds		1999-2012	13,385,000	2,500,000	
Term Bonds		2017	6,760,000	1,770,000	
Term Bonds		2028	24,855,000	5,995,000	
1998- Bonds Series A	3/1/98	1999-2018	156,185,000	23,735,000	[a]
Bonds Series B	5/15/98				
Serial Bonds		2007-08	2,865,000	-0-	
Term Bonds		2010	4,775,000	-0-	
Term Bonds		2018	2,865,000	-0-	
Term Bonds		2023	8,670,000	2,290,000	
Term Bonds		2028	11,390,000	9,840,000	
Bonds Series C (Taxable)	5/15/98				
Serial Bonds		1999-2008	6,245,000	-0-	
Term Bonds		2028	27,760,000	7,105,000	
Refunding Bonds Series 1	8/15/98				
Serial Bonds		1999	2,820,000	-0-	
Serial Bonds		2004-16	154,760,000	131,235,000	
Refunding Bonds Series 2	9/15/98				
Serial Bonds		1999-2001	17,095,000	-0-	
Serial Bonds		2004-09	77,155,000	36,640,000	
Bonds Series D	9/1/98	2000-19	74,840,000	15,735,000	[a]
Bonds Series E	10/15/98	2012-17	6,155,000	5,270,000	
Bonds Series F (Taxable)	10/15/98				
Serial Bonds		1999-2009	9,410,000	-0-	
Term Bonds		2029	45,590,000	11,730,000	
1999- Bonds Series A	2/1/99	2000-19	147,060,000	40,385,000	[a]
Refunding Bonds Series 1	5/1/99				
Serial Bonds		2008-12	4,905,000	2,785,000	
Term Bonds		2015	3,880,000	2,200,000	
Term Bonds		2020	7,005,000	3,960,000	
Bonds Series B (Taxable)	5/1/99				
Serial Bonds		2000-10	6,370,000	485,000	
Term Bonds		2013	2,620,000	455,000	
Term Bonds		2016	3,180,000	545,000	
Term Bonds		2030	27,830,000	4,745,000	

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

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1999- Bonds Series C	10/15/99	2001-20	$ 100,000,000	$ 19,805,000 [(a)]
Bonds Series D (Taxable)	11/1/99			
Term Bonds		2010	9,465,000	610,000
Term Bonds		2030	55,535,000	6,925,000
2000- Bonds Series A	3/15/2000			
Serial Bonds		2001-18	128,875,000	29,145,000 [(a)]
Term Bonds		2020	21,125,000	-0- [(a)]
Bonds Series B (Taxable)	7/1/2000			
Term Bonds		2010	4,625,000	240,000
Term Bonds		2030	30,375,000	3,310,000
Bonds Series C	7/15/2000	2012-21	87,715,000	-0- [(a)]
Bonds Series D	11/1/2000	2012-21	199,965,000	-0- [(a)]
Bonds Series E (Taxable)	11/7/2000			
Term Bonds		2016	5,000,000	1,150,000
2001- Bonds Series A (Taxable)	2/21/01			
Term Bonds		2031	15,000,000	3,135,000
Bonds Series B	4/1/01	2012-21	91,620,000	18,105,000 [(a)]
Bonds Series C	6/1/01	2002-11	92,410,000	44,830,000
Bonds Series D (Taxable)	6/15/01			
Serial Bonds		2002-08	2,060,000	115,000
Term Bonds		2011	1,110,000	195,000
Term Bonds		2016	2,390,000	410,000
Term Bonds		2021	3,305,000	560,000
Term Bonds		2031	11,135,000	1,895,000
Loan Series A	8/24/01		50,000,000	-0-
Bonds Series F	10/1/01	2003-22	186,615,000	57,010,000 [(a)]
Refunding Bonds Series 1	10/1/01			
Serial Bonds		2005	4,230,000	-0-
Serial Bonds		2007-15	242,875,000	242,875,000
Bonds Series E (Taxable)	10/1/01			
Term Bonds		2017	6,210,000	1,370,000
Term Bonds		2021	2,730,000	770,000
Term Bonds		2031	11,060,000	3,110,000
2002- Bonds Series A	3/1/02	2003-22	112,280,000	51,755,000 [(a)]
Refunding Bonds Series 1	3/1/02	2004-20	75,000,000	59,330,000
Bonds Series B (Taxable)	3/26/02			
Term Bonds		2032	15,000,000	5,545,000
Bonds Series C	6/1/02	2003-22	143,545,000	84,800,000 [(a)]
Bonds Series D (Taxable)	6/12/02			
Term Bonds		2033	20,000,000	7,085,000
Bonds Series E (Taxable)	9/26/02			
Term Bonds		2018	2,000,000	1,200,000

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

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
2002- Bonds Series F (Taxable)	9/26/02			
Term Bonds		2033	$ 13,000,000	$ 10,425,000
Bonds Series G	10/15/02	2004-23	190,550,000	162,170,000 [(a)]
Bonds Series H	12/30/02			
Term Bonds		2033	15,000,000	11,125,000
2003- Refunding Bonds Series 1 (Taxable)	4/3/03	2019	7,000,000	3,640,000
Refunding Bonds Series 2	4/1/03			
Serial Bonds		2007-21	10,650,000	10,650,000
Term Bonds		2024	3,090,000	3,090,000
Bonds Series A	5/1/03	2004-23	173,900,000	153,730,000
Bonds Series B (Taxable)	7/24/03	2033	30,000,000	26,600,000
Bonds Series C	10/15/03		285,130,000	
Serial Bonds		2005-24	251,865,000	229,840,000
Term Bonds		2026	5,420,000	5,420,000
Term Bonds		2029	9,190,000	9,190,000
Term Bonds		2034	18,655,000	18,655,000
Refunding Bonds Series 3	10/30/03			
Serial Bonds		2004-07	9,495,000	2,520,000
Term Bonds		2013	16,210,000	16,120,000
Term Bonds		2025	13,000,000	13,000,000
Term Bonds		2026	29,185,000	29,185,000
2004- Refunding Bonds Series 1	1/28/04	2006-19	146,970,000	145,380,000
Refunding Bonds Series 2	1/28/04	2006-20	175,830,000	175,555,000
Refunding Notes Series 1	3/16/04	2004	175,000,000	-0-
Bonds Series A	4/14/04	2005-24	307,4350,000	263,970,000
Bonds CWF Global Certificate	5/1/04	2009-24	116,840,688	116,840,688
Refunding Bonds Series 3	6/15/04	2006-22	175,000,000	159,915,000
Refunding Bonds Series 4	7/29/04	2006-20	117,200,000	116,845,000
Bonds Series B (Taxable)	8/12/04			
Term Bonds		2014	1,000,000	850,000
Bonds Series C (Taxable)	8/12/04			
Term Bonds		2019	1,000,000	915,000
Bonds Series D (Taxable)	8/26/04			
Term Bonds		2034	20,000,000	6,310,000
Bonds Series E	10/21/04	2006-25	225,000,000	214,500,000
2005- Bonds Series A	2/10/05	2016-25	131,485,000	131,485,000
Refunding Bonds Series 1	2/10/05	2006-21	430,240,000	424,820,000
Bonds Series B	4/20/05	2006-15	148,515,000	136,660,000
Bonds Series C (Taxable)	4/7/05			
Term Bonds		2035	5,000,000	4,930,000
Bonds Series D	8/11/05	2007-25	186,640,000	186,640,000
Bonds Series E	12/8/05	2007-11	48,275,000	48,275,000

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

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
2006- Refunding Bonds Series 1	1/31/06	2007-15	$ 96,780,000	$ 96,780,000
Bonds Series A.......................................	3/28/06	2015-26	331,215,000	331,215,000
Bonds Series B (Taxable)	7/7/06			
Term Bonds		2037	2,000,000	2,000,000
Bonds Series C.......................................	8/2/06	2008-37	61,685,000	61,385,000
Bonds Series D.......................................	9/13/06	2018-26	176,490,000	176,490,000
Total Fixed Rate General Obligations				$4,969,769,689
Variable Rate General Obligations				
1997- Commercial Paper Series A	4/3/97		$ 99,270,000	-0-
Commercial Paper Series B	7/15/97		31,335,000	-0-
1998- Commercial Paper Series A	12/1/98		35,925,000	-0-
Commercial Paper Series B	12/1/98		29,120,000	-0-
1999- Extendible Commercial Notes Series A .	9/9/99		50,000,000	-0-
Extendible Commercial Notes Series B .	10/6/99		75,000,000	-0-
2000- Ext. Muni. Comm. Paper Series A	8/8/00		125,000,000	$ 34,945,000
Ext. Muni. Comm. Paper Series B	8/8/00		93,430,000	46,455,000
Ext. Muni. Comm. Paper Series C	11/16/00		80,390,000	48,843,000
2002- Ext. Muni. Comm. Paper Series A	2/5/02		41,670,000	28,535,000
2004- Ext. Muni. Comm. Paper Series A	3/9/04		100,000,000	87,035,000
2005- Commercial Paper Series A...................	12/14/05		100,350,000	100,146,000
Ext. Muni. Comm. Paper Series A (AMT).	12/29/05		61,000,000	-0-
2006- Ext. Muni. Comm. Paper Series A	2/9/06		161,905,000	161,905,000
Commercial Paper Series A	8/2/06		123,510,000	123,510,000
Ext. Muni. Comm. Paper Series B	12/1/06		91,720,000	91,720,000
Ext. Muni. Comm. Paper Series C (AMT).	12/1/06		4,445,000	4,4450,000
Total Variable Rate General Obligations				$ 727,539,000
TOTAL GENERAL OBLIGATIONS				$5,697,308,689

Table III-3
PER CAPITA STATE GENERAL OBLIGATION DEBT
1996 TO 2005

Year Ending December 31	Outstanding Indebtedness[(a)] (Amounts in Thousands)	Debt Per Capita	Debt Per Capita as % of Per Capita Income
1996....................	$3,468,447	$670.36	2.85%
1997....................	3,604,798	693.23	2.80
1998....................	3,751,542	718.41	2.72
1999....................	3,942,659	750.92	2.75
2000....................	4,270,718	796.18	2.78
2001....................	4,452,626	823.65	2.80
2002....................	4,682,045	860.67	2.87
2003....................	4,794,398	875.85	2.86
2004....................	5,116,439	929.59	2.90
2005....................	5,445,615	983.67	2.93

(a) Includes obligations of nonstock, nonprofit building corporations

Sources: Legislative Audit Bureau; Tables II-27 and II-30 in Part II of the Annual Report.

Table III-4
LIMITATION ON AGGREGATE PUBLIC DEBT THAT MAY BE CONTRACTED
2006

The aggregate debt contracted in 2006 shall not exceed the lesser of (a) or (b):

(a)	3/4 of 1% x $468,983,199,800		$ 3,517,373,999
(b)	5% x $468,983,199,800	$23,449,159,990	
	Deduct: Net Indebtedness 1/1/2006	(5,445,615,308)	
			$18,003,544,682

The amount of $468,983,199,800 shown above is the aggregate full market value of all taxable property in the State for the year 2006 as certified by the Department of Revenue.

The amount of $5,445,615,308 shown above is the net indebtedness as of January 1, 2006 as certified by the Legislative Audit Bureau.

The lesser of (a) or (b) is $3,517,373,999. Aggregate debt contracted in the calendar year shall not exceed this amount.

Source: Department of Administration.

Table III-5
ANNUAL DEBT LIMIT COMPARED
TO ACTUAL BORROWING
1997 TO 2006

Calendar Year	Annual Debt Limitation	Actual Borrowing	Borrowing as Percentage of Limitation
1997	$1,748,056,751	$404,310,000	23.1%
1998	1,867,461,864	475,485,000	25.5
1999	1,999,256,351	482,360,000	24.1
2000	2,147,411,186	538,795,000	25.1
2001	2,343,627,800	485,645,000	20.7
2002	2,514,948,590	481,000,000	19.1
2003	2,705,326,585	499,030,000	18.4
2004	2,933,908,610	664,435,000	22.6
2005	3,209,501,715	571,990,000	17.8
2006	3,517,373,999	891,285,000	25.3

Source: Department of Administration.

Table III-6
DEBT STATEMENT
December 1, 2006

	Tax-Supported Debt		Revenue-Supported Debt[a]		
	General Fund	Segregated Funds[b]	Veterans Housing	Other[c]	Total
General Obligations	$4,080,518,842	$319,795,433	$380,220,000	$916,774,413	$5,697,308,689
Total Outstanding Indebtedness	$4,080,518,842	$319,795,433	$380,220,000	$916,774,413	$5,697,308,689

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

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

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

Source: Department of Administration.

Table III-7
COMPARISON OF OUTSTANDING INDEBTEDNESS TO EQUALIZED VALUATION OF PROPERTY
1996 TO 2005

Calendar Year	Value of Taxable Property (Amounts in Thousands)	Outstanding Indebtedness[a] (Amounts in Thousands)	Debt as Percentage of Equalized Value
1996	$216,943,758	$3,468,447	1.60%
1997	233,074,233	3,604,798	1.55
1998	248,994,915	3,751,542	1.51
1999	266,567,513	3,942,659	1.48
2000	286,321,492	4,270,718	1.49
2001	312,483,707	4,452,626	1.42
2002	335,326,479	4,682,045	1.40
2003	360,710,815	4,794,398	1.33
2004	391,187,815	5,116,439	1.31
2005	427,933,562	5,445,615	1.27

(a) As of December 31.

Sources: Department of Revenue.
Wisconsin Legislative Audit Bureau.

Table III-8
DEBT SERVICE PAYMENT HISTORY:
AMOUNT PAID ON GENERAL
OBLIGATIONS

Fiscal Year	Principal	Interest	Total Debt Service
To June 30, 1986	$1,149,785,000	$1,104,960,605	$ 2,254,745,605
1986-87	159,920,000	161,142,905	321,062,905
1987-88	170,105,000	157,666,783	327,771,783
1988-89	168,560,000	140,461,544	309,021,544
1989-90	169,615,000	147,115,426	316,730,426
1990-91	185,050,000	161,025,824	346,075,824
1991-92	157,985,000	100,545,026	258,530,026
1992-93	131,634,000	138,331,828	269,965,828
1993-94	151,416,138	153,491,249	304,907,387
1994-95	188,718,292	159,985,783	348,704,075
1995-96	199,622,231	159,090,781	358,713,012
1996-97	205,112,886	167,659,261	372,772,147
1997-98	217,184,565	171,783,741	388,968,306
1998-99	236,344,072	173,743,794	410,087,867
1999-2000	244,211,911	183,158,974	427,370,884
2000-01	285,088,311	209,230,800	494,319,110
2001-02	273,060,055	202,386,510	475,446,565
2002-03	270,544,076	216,328,685	486,872,762
2003-04	310,843,832	183,991,355	494,835,186
2004-05	361,327,888	185,242,899	546,570,787
2005-06	349,172,670	216,358,460	565,531,131
7/1/2006-12/1/2006	79,125,000	115,815,702	194,940,702
Totals	$5,664,425,928	$4,609,517,935	$10,273,943,862

Source: Department of Administration.

Table III-9
DEBT SERVICE MATURITY SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION BONDS
ISSUED TO DECEMBER 1, 2006 [(a)]

Fiscal Year (Ending June 30)	Principal	Interest	Total Debt Service
2007 [(b)]	$ 238,152,000	$ 131,417,548	$ 369,569,548
2008	322,427,000	245,285,769	567,712,769
2009	325,897,000	230,515,374	556,412,374
2010	328,450,075	200,703,983	529,154,058
2011	321,498,266	181,399,824	502,898,090
2012	310,103,976	166,549,787	476,653,763
2013	303,882,253	152,041,948	455,924,201
2014	289,215,874	137,213,107	426,428,980
2015	297,903,164	122,952,481	420,855,645
2016	263,942,189	107,975,359	371,917,548
2017	242,247,487	95,007,631	337,255,118
2018	239,546,832	83,953,843	323,500,675
2019	229,319,993	72,468,582	301,788,574
2020	228,379,510	61,218,477	289,597,986
2021	205,914,984	50,215,356	256,130,340
2022	177,289,243	40,181,162	217,470,405
2023	155,501,952	31,491,487	186,993,439
2024	135,882,890	24,148,669	160,031,559
2025	114,430,000	17,408,974	131,838,974
2026	70,480,000	11,775,451	82,255,451
2027	68,035,000	8,383,797	76,418,797
2028	15,390,000	5,245,306	20,635,306
2029	13,360,000	4,368,397	17,728,397
2030	13,310,000	3,635,078	16,945,078
2031	13,060,000	2,921,364	15,981,364
2032	12,025,000	2,256,797	14,281,797
2033	11,955,000	1,654,905	13,609,905
2034	10,150,000	1,059,100	11,209,100
2035	4,700,000	592,948	5,292,948
2036	4,190,000	366,000	4,556,000
2037	3,130,000	156,500	3,286,500
TOTALS	$ 4,969,769,689	$ 2,194,564,998	$ 7,164,334,686

[(a)] This maturity schedule does not include interest and principal payments on outstanding variable rate obligations such as commercial paper notes and extendible municipal commercial paper.

[(b)] For the fiscal year ending June 30, 2007, the table includes debt service amounts for the period December 1, 2006 through June 30, 2007.

Source: Department of Administration.

Table III-10

AMORTIZATION SCHEDULE:
PRINCIPAL AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION VARIABLE RATE OBLIGATIONS ISSUED TO DECEMBER 1, 2006 [(a)]

(Ending June 30)	Principal
2007	$ 62,192,663
2008	84,743,374
2009	88,987,961
2010	93,438,790
2011	98,097,158
2012	72,882,724
2013	70,861,412
2014	74,414,919
2015	28,935,000
2016	16,200,000
2017	17,020,000
2018	1,880,000
2019	1,975,000
2020	2,075,000
2021	2,180,000
2022	2,290,000
2023	2,400,000
2024	2,520,000
	$ 723,094,000

[(a)] The State intends to treat each general obligation variable rate issue as if it were a long-term bond issue by making annual principal payments on May 1. The Program Resolutions do not permit the State to have any variable rate obligations outstanding for more than 10 years after a specific initial issue date. This table does not include the State's $4,445,000 General Obligation Extendible Municipal Commercial Paper of 2006, Series C (Subject to Alternative Minimum Tax), since no amortization schedule has been established for that series of obligations.

Source: Department of Administration.

Table III-11

SOURCE OF DEBT SERVICE PAYMENTS ON GENERAL OBLIGATIONS ISSUED AS OF JUNE 30, 2006

	2005-06	%	2004-05	%	2003-04	%
Tax-Supported Debt						
General Fund	$438,867,406	77.6	$375,480,375	68.7	$182,462,138[(a)]	36.9
Segregated Funds	10,234,527	1.8	7,600,728	1.4	10,412,908	2.1
Subtotal	449,101,933	79.4	383,081,103	70.1	192,875,046	39.0
Self-Amortizing Debt						
Veterans	41,455,908	7.3	104,850,410	19.2	247,402,733[(b)]	50.0
University of Wisconsin	45,773,760	8.1	33,960,831	6.2	29,266,627	5.9
State Fair Park	3,417,570	0.6	3,218,829	0.6	2,667,089	0.5
Historical	98,088	0.0	98,008	0.0	97,149	0.0
Housing State Depts./Other	25,683,872	4.6	21,361,606	3.9	22,526,541	3.7
Subtotal	116,429,197	20.6	163,489,683	29.9	301,960,140	61.0
Total Debt Service	$565,531,130	100.0	$546,570,787	100.0	$494,835,186	100.0

[(a)] Reflects $175 million of general obligations issued to make tax-supported debt service payments in the 2003-04 fiscal year.

[(b)] Reflects the large amount of special redemptions on general obligations that were completed using prepayments from veterans housing loans and were the result of low market interest rates during this time period.

VARIABLE RATE OBLIGATIONS

The State has issued, and there currently remain outstanding, both general obligation commercial paper notes **(CP Notes)** and extendible municipal commercial paper **(EMCP)**.

Commercial Paper Notes

The State has appointed, for the CP Notes, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as **Dealers,** and Deutsche Bank Trust Company Americas to serve as **Issuing and Paying Agent**. The Depository Trust Company (**DTC**) serves as **Depository** for the CP Notes.

The State has obtained a **Liquidity Facility** in the form of a line of credit, which is provided through a **Credit Agreement**, as amended, between the State, State Street Bank and Trust Company, and California State Teachers' Retirement System (collectively, **Liquidity Facility Providers).** The amount of the Commitment provided through this Credit Agreement is currently $233 million.

The following summarizes, for each authorized and outstanding series of CP Notes, the principal amount initially issued, the date of initial issuance, and the principal amount outstanding as of December 1, 2006.

Series of CP Notes	Amount Issued	Date of Initial Issuance	Amount Outstanding
2005 Series A	$100,350,000	December 14, 2005	$ 100,146,000
2006 Series A	123,510,000	August 2, 2006	123,510,000
		Total Outstanding:	$ 223,656,000

Additional CP Notes may be issued so long as the Commission adopts a supplemental resolution.

Description of CP Notes

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

The CP Notes are not callable prior to maturity.

Each CP Note matures from 1 to 270 days from its issue date. Also, no CP Note may be issued with a maturity date later than the expiration date of the Liquidity Facility or any substitute Liquidity Facility.

Each CP Note bears 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. Payment of each CP Note is 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 CP 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 CP Notes on the maturity date thereof to the extent that proceeds of other CP Notes or other moneys on deposit in the Note Fund for the CP Notes are not available. The respective percentages are currently 51.72% for State Street Bank and Trust Company and 48.28% for California State Teachers' Retirement System. The aggregate principal amount of all Advances made on any date may not exceed the outstanding commitment amount under the Credit Agreement (currently $233 million), as such amount may be increased or decreased from time to time. Furthermore, the commitment amount cannot be less than the sum of the issued CP Notes plus the aggregate principal amount of all outstanding Advances provided by the Liquidity Facility Providers.

The Credit Agreement currently terminates on March 23, 2013. The Credit Agreement provides that the termination date may be extended, if the parties agree.

The State has delivered one or more promissory notes **(Promissory Notes)** to each Liquidity Facility Provider, evidencing its obligation to repay all Advances. Each Promissory Note is a general obligation of the State.

Description of the Liquidity Facility Providers

The following information concerning State Street Bank and Trust Company **(State Street)** and California State Teachers' Retirement System **(CalSTRS)** has been provided by respective representatives of State Street and CalSTRS 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.

STATE STREET BANK AND TRUST COMPANY

State Street is a wholly-owned subsidiary of State Street Corporation **(Corporation)**. The Corporation (NYSE: STT) is a leading specialist in providing institutional investors with investment servicing, investment management and investment research and trading. With $10.1 trillion in assets under custody and $1.4 trillion in assets under management, the Corporation operates in 26 countries and more than 100 markets worldwide. The assets of State Street at December 31, 2005 accounted for approximately 90% of the consolidated assets of the Corporation. At December 31, 2005, the Corporation had total assets of $98 billion, total deposits (including deposits in foreign offices) of $59.6 billion, total loans and lease finance assets net of unearned income, allowance and reserve for possible credit losses of approximately $6.5 billion and total equity capital of $6.4 billion.

State Street's Consolidated Reports of Condition for Insured Commercial and State Chartered Savings Banks FFIEC 031 for December 31, 2005, as submitted to the Federal Reserve Bank of Boston, are incorporated by reference in this part of the Annual Report and shall be deemed to be a part hereof.

In addition, all reports filed by the Bank pursuant to 12 U.S.C. §324 after the date of this 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 State Street is set forth in the Corporation's Annual Report or Form 10-K for the year ended December 31, 2005. The annual report can be found on the Corporation's web site, www.statestreet.com. 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 Annual Report are incorporated herein by reference and shall be deemed a part hereof from the date of filing of any such report. The Corporation's web site is not incorporated by reference into this part of the Annual Report. The Credit Agreement is an obligation of State Street and not of the Corporation.

With respect to this information concerning State Street, 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 this 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 this Annual Report.

State Street hereby undertakes to provide, without charge to each person to whom a copy of this 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 in this 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 this Annual Report (except as to this section to the extent it relates to State Street), the suitability of the CP 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

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 **(Board)**, which has the sole and exclusive fiduciary responsibility over the administration and investment of funds held in the Teachers' Retirement Fund **(Fund)**, in which the bulk of the assets of CalSTRS are held. School districts and other agencies employing members of CalSTRS are required to make monthly contributions to the Fund in an amount equal to 8.25% of the total of the salaries upon which members' contributions are based. All full-time certificated employees in the public school system from kindergarten through the community college level are required by law to be members of CalSTRS. CalSTRS provides defined retirement, survivor and disability benefits to all members based on the final compensation attained by the member, the age of retirement and the term of service, and other factors.

Financial data for June 30, 2005 are taken from the audited financial statements presented in CalSTRS' Comprehensive Annual Financial Report for the fiscal year ended June 30, 2005. Financial data for fiscal years ended after 2005 presented in CalSTRS' Comprehensive Annual Financial Report for such fiscal years are incorporated by reference in this part of the Annual Report and shall be deemed to be a part hereof.

As of June 30, 2005, the Fund had net assets held in trust for pension benefits with a market value of approximately $129.6 billion, compared to approximately $116.1 billion as of June 30, 2004. As of October 31, 2006, net assets had a total market value of approximately $153 billion (unaudited).

CalSTRS is independently rated "AA+/A-1+" by Standard and Poor's, a Division of the McGraw-Hill Companies, Inc., "Aaa/VMIG1" by Moody's Investors Service, and "AAA/F-1+" by Fitch Ratings.

CalSTRS will provide without charge, upon request, a copy of its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2005, which contains its financial statements for the years ended June 30, 2005 and 2004. Requests to CalSTRS for the most recent Comprehensive Annual Financial Report should be directed by mail to State Teachers' Retirement System, P.O. Box 163740, Sacramento, California 95816-3710, Attention: Credit Enhancement Program, or by email to cepinquiries@calstrs.com. The most recent Comprehensive Annual Financial Report and other information regarding CalSTRS can be viewed at www.calstrs.com, however this website is not incorporated by reference into this part of the Annual Report.

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

Extendible Municipal Commercial Paper

General obligation extendible municipal commercial paper **(EMCP)** is similar to CP Notes; however, liquidity for the EMCP is provided by the investors rather than a bank or credit facility. The State has appointed, for the EMCP, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as **Dealers** and U.S. Bank Trust National Association to serve as **Issuing and Paying Agent.** The Depository Trust Company (**DTC**) serves as **Depository** for the EMCP.

The following summarizes, for each authorized and outstanding series of EMCP, the principal amount initially issued, the date of initial issuance, and the principal amount outstanding as of December 1, 2006.

Series of EMCP	Amount Issued	Date of Initial Issuance	Amount Outstanding
2000 Series A	$125,000,000	August 8, 2000 to November 6, 2000	$ 34,945,000
2000 Series B	93,430,000	August 8, 2000	46,455,000
2000 Series C	80,390,000	November 16, 2000	48,843,000
2002 Series A	41,670,000	February 5, 2002	28,535,000
2004 Series A	100,000,000	March 9, 2004	87,035,000
2006 Series A	161,905,000	February 9, 2006	161,905,000
2006 Series B	91,720,000	December 1, 2006	91,720,000
2006 Series C[a]	4,445,000	December 1, 2006	4,445,000
		Total Outstanding:	$ 503,883,000

[a] This series of EMCP is subject to alternative minimum tax (AMT). All other series of EMCP are not subject to AMT.

Additional EMCP may be issued so long as the Commission adopts a supplemental resolution.

Description of EMCP

Each EMCP note is dated the date it is issued. It is issued as an interest-bearing obligation in a denomination of $100,000 or increments of $1,000 above $100,000. Interest is computed on the basis of a year having 365 or 366 days and the actual number of days elapsed. Payment of principal of and interest on each EMCP note is made to the Depository and then distributed by the Depository.

Each EMCP note matures on its **Original Maturity Date,** which may range from 1 to 180 days from its original issue date, unless the State exercises its option to extend the maturity date. In that case the EMCP note will mature on the **Extended Maturity Date,** which will be the date that is 270 days after its original issue date.

Each EMCP note bears interest from its original issue date until the Original Maturity Date at the rate determined on the original issue date, payable on the Original Maturity Date, unless the maturity date is extended, in which case interest will be paid on the date described below. If the State exercises its option to extend the maturity date, the EMCP note will bear interest after the Original Maturity Date at the Reset Rate and be payable on the dates described below.

If the maturity date of an EMCP note is extended, accrued but unpaid interest to the Original Maturity Date will not be paid on the Original Maturity Date but will be payable on the following date (or any earlier redemption date):

(1) if the Original Maturity Date is before the 15th day of the month, interest will next be payable on the first **Business Day** (which is a day on which banks located in Madison, Wisconsin and in each of the cities that the Principal Office of the Issuing and Paying Agent and Dealers are located are not required or authorized by law or executive order to close for business and a day the New York Stock Exchange is not closed) of the next month, or

(2) if the Original Maturity Date is on or after the 15th day of the month, interest will next be payable on the first Business Day of the second succeeding month after the Original Maturity Date.

For example, if the Original Maturity Date is November 14, interest will be first payable on the first Business Day of December, and if the Original Maturity Date is November 15, interest will be first payable on the first Business Day of January.

Each EMCP note bears interest from the Original Maturity Date at the **Reset Rate** and is payable first on the date described above and thereafter, on the first Business Day of each month and on any redemption date or the Extended Maturity Date.

The Reset Rate will be a rate of interest per annum determined by the following formula:

$$(1.35 \times BMA) + E$$

As used in the formula, the *BMA* variable will be The Bond Market Association Municipal Swap Index, which is calculated weekly and released each Wednesday afternoon, effective Thursday. The *E* variable will be a fixed percentage rate expressed in basis points that is determined based on the ratings assigned to the EMCP **(Prevailing Ratings)**, as follows:

Prevailing Ratings			
Fitch	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services	*E* Variable (basis points)
F1+	P-1	A-1+	100
F1	–	A-1	150
F2	P-2	A-2	200
F3	P-3	A-3	300
Lower than F3 (or rating discontinued)	Lower than P-3 (or rating discontinued)	Lower than A-3 (or rating discontinued)	400

If at any time any rating agency announces that a lower rating is under consideration for the EMCP, then the Prevailing Rating from such rating agency will not be the rating then assigned to the EMCP; rather, it will be the next lower rating of such rating agency. If the Prevailing Ratings would indicate different *E* variables as a result of split ratings assigned to the EMCP, the *E* variable will be the arithmetic average of those indicated by the Prevailing Ratings.

The Reset Rate applicable to any EMCP note will be determined weekly by the Issuing and Paying Agent based on the *BMA* variable and the Prevailing Ratings as of 11:00 a.m. (New York time) on its Original Maturity Date and each Thursday thereafter and will apply through the following Wednesday.

REVENUE-SUPPORTED GENERAL OBLIGATION DEBT

General

Although all general obligations issued by the State are supported by its full faith, credit, and taxing power, a portion of these general obligations are issued with the expectation that debt service payments will not impose a direct burden on the State's taxpayers and its general revenue sources. Beneficiaries and users of revenue-supported programs and facilities pay fees and other amounts that are estimated to be at least sufficient to pay or reimburse the General Fund for the amount paid for debt service related to these revenue-supported programs and facilities.

Table III-6 identifies the amount of outstanding general obligations designated as revenue-supported. The programs and facilities funded with these general obligations support debt service payments on approximately $1.297 billion of State general obligations outstanding on December 1, 2006. Furthermore, Table III-11 shows that revenue-supported debt service payments were approximately 20.6% of the total debt service cost for the fiscal year ending June 30, 2006.

Veterans Housing Loan Program

The veterans housing loan program, operated by the State of Wisconsin Department of Veterans Affairs **(DVA** or **Department of Veterans Affairs)**, is one of the largest revenue-supported general obligation bonding program of the State. Lending activities under the veterans housing loan program began in 1974. The program is currently funded by either **Tax-Exempt Veterans Mortgage Bonds** or **Taxable Veterans Mortgage Bonds**, collectively referred to as **Veterans Mortgage Bonds.** The repayment of veterans housing loans funded with proceeds of the Veterans Mortgage Bonds are estimated to be at least sufficient to pay or reimburse the General Fund for the amount paid for debt service related to the Veterans Mortgage Bonds.

Approximately $380 million in aggregate principal amount of Veterans Mortgage Bonds remain outstanding on December 1, 2006. As outlined later in this section, there are different special redemption provisions for the Tax-Exempt Veterans Mortgage Bonds and each series of Taxable Veterans Mortgage Bonds. Tables III-16 through III-22 in this part of the Annual Report include unaudited financial and statistical information and related notes that may be helpful in describing the operation of the veterans housing loan program.

Veterans Housing Loan Program Requirements

A veteran who wishes to purchase, build, or purchase and rehabilitate a home that satisfies certain cost or value limitations in relation to the veteran's income may apply for a veterans housing loan, which is also considered to be a primary mortgage housing loan. This loan may be for the purchase of an existing home, for a construction loan, for refinancing the balance due on a construction period loan, bridge loan, or other financing with a term of 24 months or less, or for a combined purchase and rehabilitation loan of up to 95% of the home's value for a term not exceeding 30 years. A loan application is reviewed first by a local lending institution and then by DVA. If the application is approved, the local lending institution originates the loan as agent for DVA and acts as loan servicer thereafter. There are numerous other standards required to be satisfied as part of underwriting. The loan must be secured by a first, or primary, mortgage on the home, and the shelter-cost ratio must generally be less than 25% of income. This ratio may go up to as much as 33% under certain favorable credit circumstances or must be reduced if certain credit risks are present. The originator of the home loan may charge the veteran an origination fee of one point (approximately two points in the case of construction loans and three points on the rehabilitation portion of purchase-and-rehabilitation loans).

*Home Improvement Loan Program (**HILP**)*

In addition to veterans housing loans that are considered primary mortgage housing loans, as described above, DVA also makes HILP loans that are funded solely with proceeds of Taxable Veterans Mortgage Bonds. This program has a maximum loan amount of 90% of the equity in the home and is processed through county veterans service officers rather than lending institutions. HILP loans have terms of 5, 7, 10, or 15 years and have different loan interest rates for differing terms and differing loan-to-value ratios. HILP loans in excess of $3,000 are secured by either a first or second mortgage on the improved property and require a minimum equity position of 10% after considering the HILP loan. HILP loans under $3,000 may be guaranteed by a guarantor or secured by a first or second mortgage. HILP loans use the same basic underwriting standards as the primary mortgage housing loans but do not include loan-servicing charges.

Mortgage Interest Rates

It has been the policy of DVA to set the interest rate charged to a borrower at a level sufficient to pay the debt service on the Veterans Mortgage Bonds funding the loan, the cost of program administration, and if deemed necessary, a loan loss reserve (which since 1985 has been charged to fund the Insurance Reserve Account described below).

In setting the interest rate, DVA has previously chosen to provide a subsidy for primary mortgage housing loans, and some HILP loans, funded with some, but not all, of the Taxable Veterans Mortgage Bonds. The result is that the lending rate may be lower than the true interest cost rate on the Taxable Veterans Mortgage Bonds issued to fund those loans.

With respect to primary mortgage housing loans, DVA has not determined whether any subsidy or similar arrangement will be available to such loans funded with future issues of Taxable Veterans Mortgage Bonds. With respect to HILP loans, DVA has a policy that requires interest rates established for HILP loans include a minimum mark-up over the cost of money to make such loan, which would include a mark-up over the true interest cost rate on any future Taxable Veterans Mortgage Bonds issued to fund HILP loans. This policy includes provisions that DVA must complete in advance if it desires to deviate from this policy.

Default Risks and Other Information

Veterans Mortgage Bonds issued prior to 1985 assumed a certain level of prepayments in estimating program cash flow. No prepayments have been assumed in scheduling principal payments for Veterans Mortgage Bonds issued since 1985. Based on asset and liability balances as of July 1, 2005 and existing DVA assumptions, the cash flow of the mortgages on July 28, 2006 was sufficient to meet future debt service payments. A loan under the veterans housing loan program may be assumed only by another qualifying veteran.

After deducting a servicing charge (.375% per annum), the participating lender deposits the veteran's monthly loan repayments and any prepayments into the Veterans Mortgage Loan Repayment Fund, a segregated statutory fund. An irrevocable appropriation is provided by law as a first charge on assets of the Repayment Fund in a sum sufficient to provide for the repayment of principal of, premium, if any, and interest on State general obligations issued to fund the program.

Program loans financed with Veterans Mortgage Bonds are not required to be insured or guaranteed (casualty insurance coverage is, however, required). Instead, the default risk with respect to such loans is borne by the program. The ability of DVA to dispose of defaulted properties and realize the amount of the outstanding principal balances of the related loans has varied in recent years depending upon the location of such properties within the State and their physical condition upon foreclosure. Although DVA expects that it will continue to experience liquidation losses, it expects that such losses will not require recourse to the State's General Fund but rather will be covered by the Insurance Reserve Account within the Fund. As of October 30, 2006, of the 3,721 outstanding primary mortgage housing loans financed by the veterans housing loan program, there were 28 loans in an aggregate principal amount of approximately $1.6 million for which payments were 60 days or longer past due. The insurance reserve requirement (4% of outstanding loans) is currently satisfied. See Table III-20 for more complete details concerning delinquencies.

Special Redemption–Tax Exempt Veterans Mortgage Bonds

The State had outstanding, as of December 1, 2006, approximately $240 million of Tax-Exempt Veterans Mortgage Bonds. All of the outstanding fixed-rate Tax-Exempt Veterans Mortgage Bonds are subject to special redemption before maturity, at the option of the Commission, on any date, in whole or in part, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption, from:

- Prepayments of veterans housing loans funded from or attributed to *any* series of Tax-Exempt Veterans Mortgage Bonds (commonly referred to as a "cross-call").
- Payments on veterans housing loans, or interest or income on investments in certain accounts, including money available from the Insurance Reserve Account, in excess of amounts required to

meet scheduled debt service on all Tax-Exempt Veterans Mortgage Bonds and other costs associated with the veterans primary mortgage housing loan program.

In the event of a partial redemption, the Commission shall direct the maturities of the Bonds and the amounts thereof so to be redeemed. The State's $4,445,000 General Obligation Extendible Municipal Commercial Paper of 2006, Series C (Subject to Alternative Minimum Tax), however, is not subject to redemption before maturity, but the Original Maturity Date of each EMCP note may not exceed 180 days

Prepayments of mortgages originated with or attributed to any series of Taxable Veterans Mortgage Bonds may not be used for special redemption of Tax-Exempt Veterans Mortgage Bonds, and prepayments of mortgages originated with or attributed to any series of Tax-Exempt Veterans Mortgage Bonds may not be used for special redemption of Taxable Veterans Mortgage Bonds.

Table III-12 presents a summary, as of December 1, 2006, of the outstanding fixed-rate Tax-Exempt Veterans Mortgage Bonds that are subject to special redemption. Table III-23 presents further detailed information on these outstanding fixed-rate Tax-Exempt Veterans Mortgage Bonds that are subject to special redemption.

Table III-12
Summary of Outstanding Tax-Exempt Veterans Mortgage Bonds
Subject to Special Redemption
December 1, 2006

Series	Dated Date	Original Principal Amount Subject to Special Redemption	Outstanding Principal Amount Subject to Special Redemption	Range of Interest Rates on Outstanding Bonds
1993 Series 6	10/15/93	$ 20,000,000	$ 12,355,000	5.15–5.30%
1993 Series 5	12/01/93	135,255,000	21,705,000	5.20–5.40
1994 Series 2	03/01/94	58,525,000	10,705,000	5.70–6.20
1994 Series 3	09/15/94	10,400,000	630,000	5.70–5.80
1994 Series C	09/15/94	45,000,000	3,415,000	6.40–6.65
1995 Series 1	02/15/95	15,735,000	895,000	6.00
1995 Series B	02/15/95	29,265,000	670,000	6.50
1995 Series 2	10/15/95	42,850,000	5,995,000	5.75
1996 Series B	05/15/96	45,000,000	2,725,000	6.20
1996 Series D	10/15/96	30,000,000	2,715,000	6.00
1997 Series A	03/15/97	21,360,000	1,745,000	6.00
1997 Series 1	03/15/97	23,640,000	2,030,000	5.75
1997 Series C	09/15/97	45,000,000	7,855,000	5.30-5.50
1998 Series B	05/15/98	30,565,000	12,130,000	5.30-5.35
1998 Series E	10/15/98	6,155,000	5,270,000	4.60-4.80
1999 Series 1	05/01/99	15,790,000	8,945,000	4.70-5.30
2003 Series 2	04/01/03	13,740,000	13,740,000	2.45-5.00
2003 Series 3	10/30/03	67,890,000	60,825,000	2.25-5.00
2006 Series C	08/02/06	61,685,000	61,685,000	4.00-5.00
			$ 236,035,000	

The State has historically received, and expects to continue to receive, prepayments of veterans housing loans funded with Tax-Exempt Veterans Mortgage Bonds. See Table III-24 for a summary of the prepayments received over the past three years. The State may use, and has from time to time used, veterans housing loan prepayments to make new veterans housing loans. If the State determines that it is not feasible to make new veterans housing loans, the State intends to use these prepayments to purchase or redeem Tax-Exempt Veterans Mortgage Bonds as determined by the Commission.

Prior to calendar year 2002, it had been the working policy of the Department of Administration, on behalf of the Commission, to call Tax-Exempt Veterans Mortgage Bonds for special redemption based on the highest estimated market price, while taking into consideration the Legislature's mandate that the veterans primary mortgage housing loan program be self-amortizing. Since that time and as of the date of this Annual Report, this working policy has been under review by the Department of Administration to determine the impact special redemption cross-calls have on both the cash flow that supports all Veterans Mortgage Bonds and the applicable federal tax law restrictions. This working policy continues to be modified from time to time and is subject to change at any time.

The most recent special redemption of fixed-rate Tax-Exempt Veterans Mortgage Bonds occurred on March 1, 2006. This special redemption is summarized in Table III-13. No other special redemption of fixed-rate Tax-Exempt Veterans Mortgage Bonds occurred in calendar year 2006.

Table III-13
March 1, 2006 Special Redemption
Tax-Exempt Veterans Mortgage Bonds

Bond Issue	Maturity Date	Coupon	Redemption Amount
1995 Series 1	2013	6.00%	$ 340,000
1995 Series 2	2015	5.75	1,465,000
1995 Series B	2025	6.50	405,000
1996 Series B	2026	6.20	1,055,000
1996 Series D	2027	6.00	920,000
1997 Series 1	2017	5.75	775,000
1997 Series A	2028	6.00	525,000
1997 Series C	2023	5.50	2,035,000

Special Redemption–Taxable Veterans Mortgage Bonds

The State had outstanding, as of December 1, 2006, approximately $140 million of Taxable Veterans Mortgage Bonds.

Taxable Veterans Mortgage Bonds are subject to special redemption prior to maturity, at the option of the Commission, on any date, in whole or in part at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued interest to the date of redemption, from:

- Unexpended proceeds from only that series of Taxable Veterans Mortgage Bonds, as provided for in the respective authorizing resolution.
- Prepayments of veterans primary mortgage home loans or HILP loans, or interest or income on investments in certain accounts, funded from or attributed to only that series of Taxable Veterans Mortgage Bonds, as provided for in the respective authorizing resolution.

In the event of a partial redemption, the Commission shall direct the maturities of the Taxable Veterans Mortgage Bonds and the amounts thereof so to be redeemed; however, the Commission has stated in the respective Official Statements that it intends to apply amounts from these sources as a pro rata redemption on all applicable outstanding maturities of the Taxable Veterans Mortgage Bonds, subject to rounding, to reflect approximately the unexpended proceeds or prepayment from either HILP loans or primary mortgage home loans.

Prepayments of veterans primary mortgage housing loans or HILP loans originated with or attributed to a series of Taxable Veterans Mortgage Bonds may not be used for special redemption of any other series of Taxable Veterans Mortgage Bonds. Prepayments of mortgage loans or loans originated with or attributed to any series of Tax-Exempt Veterans Mortgage Bonds may not be used for special redemption of Taxable Veterans Mortgage Bonds.

The State has historically received, and expects to continue to receive, prepayments of veterans primary mortgage housing loans and HILP loans funded with Taxable Veterans Mortgage Bonds. See Table III-24 for a summary of these prepayments received over the past three years.

The Commission has made several special redemptions of Taxable Veterans Mortgage Bonds from these prepayments. The Commission most recently made a special redemption of Taxable Veterans Mortgage Bonds on March 1, 2006, as summarized in Table III-14. No other special redemption of Taxable Veterans Mortgage Bonds occurred in calendar year 2006. See Table III-15 for an aggregate summary of all special redemptions (from prepayments and unexpended proceeds) that have occurred on Taxable Veterans Mortgage Bonds.

Table III-14
March 1, 2006 Special Redemption
Taxable Veterans Mortgage Bonds

Bond Issue	Maturity Date	Coupon	Redemption Amount
1997-D	2006	6.60%	$ 15,000
	2007	6.65	25,000
	2008	6.70	20,000
	2009	6.80	25,000
	2010	6.85	30,000
	2011	6.90	25,000
	2012	6.90	30,000
	2017	7.15	185,000
	2028	7.25	705,000
1998-C	2007	6.25	5,000
	2008	6.30	10,000
	2028	6.95	185,000
1998-F	2006	5.55	5,000
	2007	5.60	10,000
	2008	5.65	15,000
	2009	5.75	10,000
	2029	6.40	460,000
1999-B	2007	6.30	5,000
	2009	6.40	5,000
	2010	6.40	5,000
	2013	6.50	10,000
	2016	7.00	15,000
	2030	7.25	140,000

Table III-14—Continued
March 1, 2006 Special Redemption
Taxable Veterans Mortgage Bonds

Bond Issue	Maturity Date	Coupon	Redemption Amount
2000-B	2010	7.50	5,000
	2030	8.05	75,000
2000-E	2016	7.00	40,000
2001-A	2031	7.00	340,000
2001-D	2016	6.60	5,000
	2021	6.90	10,000
	2031	7.05	25,000
2001-E	2017	6.12	265,000
	2021	6.71	145,000
	2031	6.96	580,000
2002-B	2032	6.25	1,040,000
2002-D	2033	6.25	830,000
2002-E	2018	4.80	470,000
2003-1	2019	4.85	230,000

III-15
Summary of All Special Redemptions
Taxable Veterans Mortgage Bonds

Bond Issue	Dated Date	Maturity Date	Original Issue Amount	Special Redemption; Calendar Year 1999	Special Redemption; Calendar Year 2000	Special Redemption; Calendar Year 2001	Special Redemption; Calendar Year 2002	Special Redemption; Calendar Year 2003	Special Redemption; Calendar Year 2004	Special Redemption; Calendar Year 2005	Special Redemption; Calendar Year 2006	Sinking Fund Payments Made	Outstanding Par Amount	Coupon
1997 Series D	9/15/1997	11/1/1999	$ 620,000	$ 15,000									N/A	6.15%
		11/1/2000	655,000	15,000	$ 10,000								N/A	6.15%
		11/1/2001	695,000	15,000	30,000	$ 5,000							N/A	6.25%
		11/1/2002	740,000	15,000	40,000	5,000	$ 35,000						N/A	6.30%
		11/1/2003	785,000	20,000	45,000	10,000	75,000	$ 165,000					N/A	6.40%
		11/1/2004	840,000	20,000	45,000	15,000	70,000	280,000	$ 25,000				N/A	6.50%
		11/1/2005	895,000	20,000	45,000	5,000	90,000	305,000	65,000	20,000			N/A	6.55%
		11/1/2006	950,000	20,000	45,000	15,000	85,000	330,000	85,000	25,000	15,000		N/A	6.60%
		11/1/2007	1,010,000	25,000	55,000	10,000	100,000	340,000	75,000	25,000	25,000		$ 355,000	6.65%
		11/1/2008	1,080,000	25,000	50,000	15,000	100,000	385,000	95,000	30,000	20,000		360,000	6.70%
		11/1/2009	1,155,000	25,000	55,000	15,000	115,000	385,000	85,000	30,000	25,000		420,000	6.80%
		11/1/2010	1,230,000	25,000	75,000	15,000	120,000	420,000	100,000	25,000	30,000		420,000	6.85%
		11/1/2011	1,320,000	30,000	65,000	15,000	120,000	450,000	110,000	40,000	25,000		465,000	6.90%
		11/1/2012	1,410,000	35,000	75,000	20,000	130,000	490,000	115,000	35,000	30,000		480,000	6.90%
		11/1/2017	6,760,000	125,000	345,000	90,000	710,000	2,650,000	670,000	215,000	185,000		1,770,000	7.15%
		11/1/2028	24,855,000	430,000	1,220,000	340,000	2,650,000	10,095,000	2,590,000	830,000	705,000		5,995,000	7.25%
		Subtotal	45,000,000	860,000	2,200,000	575,000	4,400,000	16,295,000	4,015,000	1,275,000	1,060,000		10,265,000	
1998 Series C	5/15/1998	5/1/1999	495,000										N/A	
		5/1/2000	495,000	5,000									N/A	5.85%
		5/1/2001	525,000	5,000	20,000								N/A	5.90%
		5/1/2002	550,000	5,000	35,000	5,000	25,000						N/A	6.05%
		5/1/2003	595,000	10,000	25,000	10,000	70,000	55,000					N/A	6.05%
		5/1/2004	625,000	5,000	30,000	10,000	80,000	265,000					N/A	6.10%
		5/1/2005	675,000	5,000	30,000	10,000	95,000	305,000	40,000				N/A	6.15%
		5/1/2006	710,000	15,000	45,000	10,000	85,000	310,000	50,000	20,000			N/A	6.20%
		5/1/2007	760,000	5,000	35,000	15,000	105,000	340,000	50,000	20,000	5,000		$ 185,000	6.25%
		5/1/2008	815,000	15,000	50,000	10,000	95,000	365,000	50,000	30,000	10,000		190,000	6.30%
		5/1/2028	27,760,000	365,000	1,200,000	380,000	2,910,000	12,935,000	2,185,000	870,000	185,000		6,730,000	6.95%
		Subtotal	34,005,000	435,000	1,470,000	450,000	3,465,000	14,575,000	2,375,000	940,000	200,000		7,105,000	

III-15—Continued
Summary of All Special Redemptions
Taxable Veterans Mortgage Bonds

Bond Issue	Dated Date	Maturity Date	Original Issue Amount	Special Redemption; Calendar Year 1999	Special Redemption; Calendar Year 2000	Special Redemption; Calendar Year 2001	Special Redemption; Calendar Year 2002	Special Redemption; Calendar Year 2003	Special Redemption; Calendar Year 2004	Special Redemption; Calendar Year 2005	Special Redemption; Calendar Year 2006	Sinking Fund Payments Made	Outstanding Par Amount	Coupon
1998 Series F	10/15/1998	11/1/1999	355,000										N/A	
		11/1/2000	725,000		5,000								N/A	5.00%
		11/1/2001	760,000		10,000	5,000							N/A	5.10%
		11/1/2002	790,000		20,000	5,000	40,000						N/A	5.20%
		11/1/2003	830,000		20,000	10,000	85,000	290,000					N/A	5.35%
		11/1/2004	870,000		15,000	5,000	80,000	440,000					N/A	5.45%
		11/1/2005	915,000		20,000	10,000	90,000	460,000	75,000	30,000			N/A	5.55%
		11/1/2006	960,000		20,000	10,000	100,000	475,000	80,000	35,000	5,000		N/A	5.55%
		11/1/2007	1,015,000		20,000	10,000	100,000	510,000	85,000	35,000	10,000		$ 245,000	5.60%
		11/1/2008	1,065,000		25,000	10,000	105,000	535,000	85,000	40,000	15,000		250,000	5.65%
		11/1/2009	1,125,000		20,000	10,000	105,000	570,000	95,000	40,000	10,000		275,000	5.75%
		11/1/2029	45,590,000		955,000	415,000	4,495,000	22,890,000	3,750,000	1,665,000	460,000		10,960,000	6.40%
		Subtotal	55,000,000		1,130,000	490,000	5,200,000	26,170,000	4,170,000	1,845,000	500,000		11,730,000	
1999 Series B	5/1/1999	11/1/2000	420,000										N/A	5.35%
		11/1/2001	450,000		5,000								N/A	5.60%
		11/1/2002	480,000		5,000	10,000	50,000						N/A	5.80%
		11/1/2003	500,000		5,000	5,000	95,000	200,000					N/A	6.00%
		11/1/2004	535,000		5,000	5,000	100,000	280,000					N/A	6.20%
		11/1/2005	570,000		10,000	5,000	105,000	295,000	40,000	10,000			N/A	6.25%
		11/1/2006	600,000		5,000	5,000	115,000	310,000	45,000	10,000			N/A	6.25%
		11/1/2007	640,000		10,000	10,000	115,000	340,000	45,000	10,000	5,000		$ 105,000	6.30%
		11/1/2008	680,000		10,000	5,000	130,000	355,000	50,000	10,000			120,000	6.35%
		11/1/2009	725,000		10,000	10,000	135,000	375,000	55,000	15,000	5,000		120,000	6.40%
		11/1/2010	770,000		10,000	5,000	145,000	400,000	55,000	10,000	5,000		140,000	6.40%
		11/1/2013	2,620,000		30,000	30,000	490,000	1,370,000	200,000	45,000	10,000		445,000	6.50%
		11/1/2016	3,180,000		40,000	35,000	600,000	1,655,000	235,000	55,000	15,000		545,000	7.00%
		11/1/2030	27,830,000		355,000	305,000	5,225,000	14,520,000	2,060,000	480,000	140,000		4,745,000	7.25%
		Subtotal	40,000,000	N/A	490,000	420,000	7,305,000	20,100,000	2,785,000	645,000	180,000		6,220,000	

III-15—Continued
Summary of All Special Redemptions
Taxable Veterans Mortgage Bonds

Bond Issue	Dated Date	Maturity Date	Original Issue Amount	Special Redemption; Calendar Year 1999	Special Redemption; Calendar Year 2000	Special Redemption; Calendar Year 2001	Special Redemption; Calendar Year 2002	Special Redemption; Calendar Year 2003	Special Redemption; Calendar Year 2004	Special Redemption; Calendar Year 2005	Special Redemption; Calendar Year 2006	Sinking Fund Payments Made	Outstanding Par Amount	Coupon
1999 Series D	11/1/1999	11/1/2010	9,465,000			550,000	3,290,000	2,970,000	240,000	75,000		1,730,000	$ 610,000	7.70%
		11/1/2030	55,535,000			2,315,000	22,430,000	21,150,000	1,960,000	755,000			6,925,000	7.70%
		Subtotal	65,000,000	N/A	N/A	2,865,000	25,720,000	24,120,000	2,200,000	830,000		1,730,000	7,535,000	
2000 Series B	7/1/2000	11/1/2010	4,625,000			1,000,000	870,000	1,520,000	85,000	10,000	5,000	895,000	$ 240,000	7.50%
		11/1/2030	30,375,000			7,215,000	6,655,000	12,170,000	850,000	100,000	75,000		3,310,000	8.05%
		Subtotal	35,000,000	N/A	N/A	8,215,000	7,525,000	13,690,000	935,000	110,000	80,000	895,000	3,550,000	
2000 Series E	11/7/2000	11/1/2016	5,000,000	N/A	N/A		1,600,000	1,160,000	435,000	165,000	40,000	450,000	1,150,000	7.00%
2001 Series A	2/21/2001	5/1/2031	15,000,000	N/A	N/A			9,625,000	1,145,000	255,000	340,000	500,000	3,135,000	7.00%
2001 Series D	6/15/2001	11/1/2002	320,000										N/A	4.50%
2001 Series D	6/15/2001	11/1/2003	255,000				10,000	125,000					N/A	5.00%
2001 Series D	6/15/2001	11/1/2004	265,000				10,000	185,000					N/A	5.30%
2001 Series D	6/15/2001	11/1/2005	280,000				10,000	200,000	20,000				N/A	5.50%
2001 Series D	6/15/2001	11/1/2006	295,000				10,000	210,000	25,000				N/A	5.60%
2001 Series D	6/15/2001	11/1/2007	315,000				15,000	225,000	15,000				$ 60,000	5.75%
2001 Series D	6/15/2001	11/1/2008	330,000				10,000	240,000	25,000				55,000	5.90%
2001 Series D	6/15/2001	11/1/2011	1,110,000				45,000	785,000	85,000				195,000	6.20%
2001 Series D	6/15/2001	11/1/2016	2,390,000				95,000	1,700,000	175,000	5,000	5,000		410,000	6.60%
2001 Series D	6/15/2001	11/1/2021	3,305,000				130,000	2,350,000	250,000	5,000	10,000		560,000	6.90%
2001 Series D	6/15/2001	11/1/2031	11,135,000				440,000	7,925,000	830,000	20,000	25,000		1,895,000	7.05%
			20,000,000	N/A	N/A		775,000	13,945,000	1,425,000	30,000	40,000		3,175,000	
2001 Series E	10/1/2001	11/1/2017	6,210,000					3,230,000	440,000	180,000	265,000	725,000	$ 1,370,000	6.12%
2001 Series E	10/1/2001	11/1/2021	2,730,000					1,505,000	220,000	90,000	145,000		770,000	6.71%
2001 Series E	10/1/2001	11/1/2031	11,060,000					6,095,000	900,000	375,000	580,000		3,110,000	6.96%
			20,000,000	N/A	N/A			10,830,000	1,560,000	645,000	990,000	725,000	5,250,000	

III-15—Continued
Summary of All Special Redemptions
Taxable Veterans Mortgage Bonds

Bond Issue	Dated Date	Maturity Date	Original Issue Amount	Special Redemption; Calendar Year 1999	Special Redemption; Calendar Year 2000	Special Redemption; Calendar Year 2001	Special Redemption; Calendar Year 2002	Special Redemption; Calendar Year 2003	Special Redemption; Calendar Year 2004	Special Redemption; Calendar Year 2005	Special Redemption; Calendar Year 2006	Sinking Fund Payments Made	Outstanding Par Amount	Coupon
2002 Series B	3/26/2002	11/1/2032	15,000,000	N/A	N/A	N/A	N/A	5,825,000	1,285,000	860,000	1,040,000	445,000	5,545,000	6.25%
2002 Series D	6/12/2002	5/1/2033	20,000,000	N/A	N/A	N/A	2,000,000	5,025,000	4,345,000	330,000	830,000	385,000	7,085,000	6.25%
2002 Series E	9/26/2002	5/1/2018	2,000,000	N/A	N/A	N/A	N/A		65,000		470,000	265,000	1,200,000	4.80%
2002 Series F	9/26/2002	5/1/2033	13,000,000	N/A	N/A	N/A	N/A	470,000	910,000	660,000		535,000	10,425,000	5.25%
2002 Series H	12/30/2002	5/1/2033	15,000,000	N/A	N/A	N/A	N/A		2,080,000	1,125,000		670,000	11,125,000	5.25%
2003 Series 1	4/3/2003	11/1/2019	7,000,000	N/A	N/A	N/A	N/A		1,915,000	370,000	230,000	845,000	3,640,000	4.85%
2003 Series B	7/24/2003	11/1/2033	30,000,000	N/A	N/A	N/A	N/A			1,760,000		1,640,000	26,600,000	4.35%
2004 Series B	8/12/2004	11/1/2014	1,000,000	N/A	N/A	N/A	N/A	N/A	N/A			150,000	850,000	4.50%
2004 Series C	8/12/2004	11/1/2019	1,000,000	N/A	N/A	N/A	N/A	N/A	N/A			85,000	915,000	5.15%
2004 Series D	8/26/2004	11/1/2034	20,000,000	N/A	N/A	N/A	N/A	N/A	N/A	13,500,000		190,000	6,310,000	5.65%
2005 Series C	4/7/2005	5/1/2023	5,000,000	N/A	N/A	N/A	N/A	N/A	N/A			70,000	4,930,000	5.40%
2006 Series B	7/7/2006	11/1/2021	2,000,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A		-	2,000,000	5.65%
		Totals	$ 465,005,000	$ 1,295,000	$ 5,290,000	$ 13,015,000	$ 57,990,000	$ 161,830,000	$ 31,645,000	$ 25,345,000	$ 6,000,000	$ 9,580,000	$ 139,740,000	

Note: The total original issue amount less all the special redemptions and sinking fund payment amounts does not equal the total outstanding par amount since the table does not include serial bonds that matured prior to the date of this Annual Report.

Financial and Statistical Information

The following unaudited financial and statistical information and related notes may be helpful in describing the operation of the veterans housing loan program. Bonds issued to fund this program are general obligations; the bondholders have no special pledge or lien on revenues derived from this program.

Table III-16
VETERANS PRIMARY MORTGAGE HOUSING LOAN PROGRAM
BALANCE SHEET
AS OF JUNE 30
(Amounts in Thousands)

	2006	2005	2004	2003	2002
ASSETS					
Cash and Cash Equivalents	$ 166,816	$ 104,981	$ 140,573	$ 252,006	$ 145,974
Veterans Loans	250,748	276,822	305,104	392,275	634,654
Other Receivables	1,466	2,259	2,445	6,751	4,860
Due From Other Funds	1		11	32	8
Prepaid Items	248	64	68	69	47
Deferred Charges	3,344	3,777	4,768	4,574	4,860
Fixed Assets (net of accumulated depreciation)	41	63	91	135	134
Other Assets	318	82	434	287	563
Total Assets	$ 422,982	$ 388,048	$ 453,494	$ 656,129	$ 791,101
Liabilities and Fund Equity					
Liabilities:					
Accounts Payable and Other Accrued Liabilities	$ 631	$ 759	$ 1,792	$ 1,218	$ 7,951
Due to Other Funds	395	416	418	1,182	1,283
Due to Other Governments	13	4			
Tax and Other Deposits	1	1	1	2	2
Deferred Revenue	11	36	96	194	318
Interest Payable	2,793	2,992	3,617	5,888	6,823
Compensated Absences	376	346	295	275	243
Short Term Note Payable	61,000				
General Obligation Bonds Payable	314,424	335,712	391,270	580,375	697,869
Total Liabilities	$ 379,645	$ 340,266	$ 397,489	$ 589,134	$ 714,489
Fund Equity:					
Retained Earnings:					
Unreserved	$ 43,336	$ 47,781	$ 56,000	$ 66,996	$ 76,611
Total Fund Equity	$ 43,336	$ 47,781	$ 56,000	$ 66,996	$ 76,611
Total Liabilities and Fund Equity	$ 422,982	$ 388,049	$ 453,493	$ 656,129	$ 791,101

Source: Department of Veterans Affairs.

Table III-17
VETERANS PRIMARY MORTGAGE HOUSING LOAN PROGRAM

STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN RETAINED EARNINGS
AS OF JUNE 30
(Amounts in Thousands)

	2006	2005	2004	2003	2002
Operating Revenues:					
Investment and Interest Income	$ 16,141	$ 18,755	$ 21,392	$ 35,541	$ 46,296
Total Operating Revenues	$ 16,141	$ 18,755	$ 21,392	$ 35,541	$ 46,296
Operating Expenses:					
Personal Services	$ 3,796	$ 3,826	$ 3,819	$ 3,710	$ 3,446
Supplies and Services	747	1,010	823	984	820
Depreciation	23	34	45	43	40
Interest Expense	19,764	22,497	26,274	39,283	46,104
Other Expenses	1,059	1,278	1,349	2,858	3,086
Total Operating Expenses	25,388	$ 28,645	$ 32,310	$ 46,878	$ 53,497
Operating Income (Loss)	($ 9,247)	($ 9,890)	($ 10,918)	($ 11,337)	($ 7,201)
Nonoperating Revenues (Expenses):					
Investment and Interest Income	$ 5,401	$ 2,437	$ 1,713	$ 2,503	$ 3,633
Other Revenues		3	1		
Other Expenses:					
Grants Disbursed	(457)	(444)	(444)	(434)	(452)
Total Nonoperating Revenue (Expense)	4,944	1,996	1,269	2,069	3,181
Income (Loss) Before Operating Transfers	(4,303)	(7,895)	(9,650)	(9,269)	(4,021)
Operating Transfers In		67			
Operating Transfers Out	(142)	(391)	(81)	(286)	(224)
Net Income before Extraordinary Items and Cumulative	(4,444)	(8,219)	(9,731)	(9,555)	(4,244)
Extraordinary Items:					
Gain (Loss) from Extinguishment of Debt					
Net Income	($ 4,444)	($ 8,219)	($ 9,731)	($ 9,555)	($ 4,244)
Retained Earnings, Beginning of Year	$47,781	$56,000	$66,996	$76,611	$82,284
Prior Period Adjustments			(1,265)	(60)	(1,428)
Retained Earnings, End of Year	$43,336	$47,781	$56,000	$66,996	$76,611

Source: Department of Veterans Affairs.

Table III-18
VETERANS PRIMARY MORTGAGE HOUSING LOAN PROGRAM
STATEMENT OF CASH FLOWS
AS OF JUNE 30
(Amounts in Thousands)

	2006	2005	2004	2003	2002
Cash Flows from Operating Activities:					
Cash Payments to Suppliers for Goods and Services	($ 692)	($ 1,015)	($ 1,211)	($ 935)	($ 629)
Cash Payments to Employes for Services	(3,761)	(3,805)	(3,648)	(3,793)	(3,474)
Cash Payments for Loans Originated	(16,176)	(30,913)	(66,064)	(61,146)	(64,401)
Investment and Interest Income	16,403	19,468	22,270	37,390	46,527
Collection of Loans	42,240	57,899	156,568	293,296	143,835
Other Operating Revenues (Expenses)	(963)	(1,103)	(1,330)	(2,922)	(3,102)
Net Cash Provided (Used) by Operating Activities	$ 37,051	$ 40,532	$ 106,585	$ 261,890	$ 118,757
Cash Flows from Noncapital Financing Activities:					
Proceeds from Issuance of Debt	$ 61,000	$ 27,000	$ 30,000	$ 29,889	$ 54,789
Grants to Individuals or Governments	(448)	(444)	(440)	(544)	(380)
Retirement of Long-Term Debt	(21,650)	(83,470)	(219,390)	(147,272)	(139,298)
Interest Payments	(19,405)	(21,218)	(27,961)	(40,219)	(46,935)
Operating Transfers Out	(75)	(325)	(81)	(286)	(224)
Other Cash Inflows from Noncapital Financing Activities		3			
Net Cash Provided (Used) by Noncapital Financing Activities	$ 19,422	($ 78,454)	($218,334)	($158,432)	($132,047)
Cash Flows from Capital and Related Financing Activities:					
Payments for Purchase of Fixed Assets	$ 0	($ 7)	$ 0	($ 44)	($ 48)
Net Cash Provided (Used) by Capital and Related Financing Activities	$ 0	($ 7)	$ 0	($ 44)	($ 48)
Cash Flows from Investing Activities:					
Proceeds from Sale and Maturities of Investment Securities					
Interest and Dividends Receipts	5,362	2,335	1,582	2,503	3,633
Net Cash Provided (Used) by Investing Activities	$ 5,362	$ 2,335	$ 1,582	$ 2,503	$ 3,633
Net Increase (Decrease) in Cash and Cash Equivalents	$ 61,835	($ 35,593)	($ 110,167)	$ 105,917	($ 9,705)
Cash and Cash Equivalents, Beginning of Year	104,980	140,573	250,741	146,088	155,680
Cash and Cash Equivalents, End of Year	$ 166,815	$ 104,980	$ 140,574	$252,005	$145,975
Operating Income (Loss)	($ 9,247)	($ 9,891)	($ 10,919)	($ 11,338)	($ 7,201)
Adjustment to Reconcile Operating Income to Net Cash Provided by Operating Activities:					
Depreciation	$ 23	$ 34	$ 45	$ 43	$ 40
Provision for Uncollectible Accounts	(5)	75	(82)	(64)	(16)
Operating Expense (Interest Expense) Classified as Noncapital Financing Act.	19,764	22,497	26,274	39,283	46,104
Changes In Assets and Liabilities:					
Decrease (Increase) in Mortgage Loans Receivables	26,080	28,206	87,253	242,444	79,386
Decrease (Increase) in Other Accounts Receivables	793	186	4,306	(1,890)	870
Decrease (Increase) in Due From Other Funds	(1)	11	22	(24)	(3)
Decrease (Increase) in Prepaid Items	(8)	4		(21)	11
Decrease (Increase) in Deferred Charges	101	101	101		
Decrease (Increase) in Other Assets	(236)	352	(147)	276	(362)
Decrease (Increase) in Accounts Payable and Other Accrued Liabilities	(124)	(1,033)	571	(6,623)	488
Decrease (Increase) in Compensated Absences	30	52	20	32	(25)
Decrease (Increase) in Due to Other Funds	(88)	(2)	(764)	(102)	(381)
Decrease (Increase) in Due to Other Governments	(4)				
Decrease (Increase) in Deferred Revenues	(25)	(60)	(98)	(124)	(155)
Total Adjustments	$ 46,298	$ 50,423	$ 117,504	$ 273,228	$ 125,958
Net Cash Provided by Operating Activities	$ 37,051	$ 40,532	$ 106,585	$ 261,890	$ 118,757

Noncash Investing, Capital and Financing Activities
Other (Residual Equity Transfer)
Total Noncash Investing, Capital and Financing Activities

Source: Department of Veterans Affairs.

Table III-19
VETERANS PRIMARY MORTGAGE HOUSING LOAN PROGRAM
BONDS ISSUED AND RELATED RATES OF INTEREST [(a)]
(On Bonds Issued to December 1, 2006)

Bonds Dated	Amount of Issue	Interest Rate Paid by the State	Interest Rate Charged to Veterans[(b)]
4/01/85	$290,955,000	9.49%	10.60%
5/22/86	38,185,500	7.78	8.55
7/01/88	15,000,000	7.87	8.55
1/01/89	20,000,000	7.98	8.55
8/01/89	20,000,000	7.22	7.85
3/01/90	20,000,000	7.60	8.25
10/01/90	20,000,000	7.62	8.25
4/01/91	30,000,000	7.36	8.10
6/01/92	30,000,000	6.56	7.40
10/15/93	20,000,000	5.40	5.25[(c)]
9/15/94	45,000,000	6.62	7.25
2/15/95	29,625,000	6.46	7.45
10/15/95	42,850,000	5.58	6.55
5/15/96	45,000,000	6.07	7.00
10/15/96	30,000,000	5.93	6.90
3/15/1997	45,000,000	5.97	6.90
9/15/1997	45,000,000	5.41	6.40
9/15/1997	45,000,000	7.30	6.40[(d)]
5/15/1998	30,565,000	5.41	6.65
5/15/1998	34,005,000	6.93	6.65[(d)]
10/15/1998	6,155,000	4.87	6.50
10/15/1998	55,000,000	6.37	6.50[(d)]
5/01/1999	40,000,000	7.14	6.85[(d)]
11/01/1999	65,000,000	7.75	7.80[(d)]
7/01/2000	35,000,000	8.02	7.90[(d)]
2/21/2001	15,000,000	7.00	6.80[(d)]
6/15/2001	20,000,000	6.96	7.00[(d)]
10/1/2001	20,000,000	6.80	6.80[(d)]
3/26/2002	15,000,000	6.25	6.50[(d)]
6/12/2002	20,000,000	6.25	6.50[(d)]
9/26/2002	13,000,000	5.25	5.65
12/30/2002	15,000,000	5.25	5.75
7/24/2003	30,000,000	4.35	5.35/5.75/5.30
8/26/2004	20,000,000	5.65	6.15
4/7/2005	5,000,000	5.40	5.90
8/2/2006	61,685,000	5.06	6.00

(a) Does not include bonds issued solely to fund HILP loans.

(b) Includes an add-on to cover lender's fees, DVA administrative costs, and reserve for self-insurance.

(c) A subsidy resulting from refunding savings is being used to cover the difference between the debt service on the bonds and cash flow from the mortgages. In addition, the subsidy covers the lender's fees, DVA administrative costs, and a reserve for self-insurance.

(d) In setting the interest rate charged to the borrower for a loan made with the proceeds of certain Taxable Veterans Mortgage Bonds, DVA has chosen to apply a subsidy from the primary mortgage home loan program. The result is that the lending rate may be lower than the true interest cost rate on the respective Taxable Veterans Mortgage Bond issue.

Source: **Department of Administration.**

Table III-20
VETERANS PRIMARY MORTGAGE HOUSING LOAN PROGRAM
60+ DAY LOAN DELINQUENCIES

	Month Ending	Principal Amount Outstanding	Number of Loans Outstanding	60+ Day Delinquent Loans	Percent of Total
2003	January	$510,962,284	9,430	80	0.85%
	February	492,493,757	9,122	80	0.88
	March	471,039,507	8,800	66	0.75
	April	442,319,651	8,401	65	0.77
	May	419,485,217	8,067	67	0.83
	June	400,564,393	7,778	70	0.90
	July	369,282,611	7,362	74	1.01%
	August	340,063,465	6,933	79	1.14
	September	330,052,134	6,710	80	1.19
	October	328,579,956	6,602	66	1.00
	November	330,542,567	6,548	67	1.02
	December	325,396,776	6,432	63	0.98
2004	January	324,016,285	6,331	63	1.00
	February	319,820,990	6,231	59	0.95
	March	312,385,652	6,061	42	0.69
	April	303,092,899	5,899	56	0.95
	May	300,178,117	5,786	68	1.18
	June	303,479,277	5,730	59	1.03
	July	311,190,590	5,713	65	1.14
	August	314,673,047	5,667	45	0.79
	September	311,757,665	5,598	54	0.96
	October	308,684,601	5,517	54	0.98
	November	303,076,224	5,423	56	1.03
	December	299,478,849	5,327	42	0.79
2005	January	296,621,597	5,249	43	0.82
	February	294,577,811	5,186	39	0.75
	March	290,098,838	5,084	31	0.61
	April	286,371,247	4,989	31	0.62
	May	283,221,485	4,912	41	0.83
	June	279,618,344	4,819	34	0.71
	July	275,925,819	4,738	33	0.70
	August	270,796,763	4,645	38	0.82
	September	267,665,543	4,564	33	0.72
	October	264,887,598	4,487	37	0.82
	November	262,351,311	4,422	42	0.95
	December	260,508,031	4,347	44	1.01
2006	January	260,174,703	4,288	42	0.98
	February	259,332,115	4,231	42	0.99
	March	258,001,047	4,165	37	0.89
	April	255,625,309	4,093	30	0.73
	May	252,844,330	4,024	31	0.77
	June	251,428,981	3,950	28	0.71
	July	248,536,715	3,890	30	0.77
	August	246,721,899	3,825	27	0.71
	September	246,705,072	3,781	28	0.74
	October	246,430,501	3,721	28	0.75

Source: Department of Veterans Affairs.

Table III-21

DEBT SERVICE SCHEDULE ON STATE

TAXABLE AND TAX-EXEMPT GENERAL OBLIGATION BONDS[(a)]
ISSUED TO FUND VETERANS PRIMARY MORTGAGE HOUSING AND HILP LOANS
(December 1, 2006)

Fiscal Year (Ending June 30)	Principal	Interest	Total Debt Service
2007[(b)]	$ 5,485,000	$ 10,819,949	$ 16,304,949
2008	13,505,000	19,651,636	33,156,636
2009	12,835,000	19,001,929	31,836,929
2010	12,880,000	18,363,526	31,243,526
2011	11,910,000	17,723,916	29,633,916
2012	11,380,000	17,176,269	28,556,269
2013	12,495,000	16,610,823	29,105,823
2014	12,165,000	15,981,344	28,146,344
2015	12,215,000	15,359,643	27,574,643
2016	13,190,000	14,677,397	27,867,397
2017	18,740,000	13,879,756	32,619,756
2018	9,690,000	13,029,018	22,719,018
2019	10,605,000	12,470,219	23,075,219
2020	14,110,000	11,788,319	25,898,319
2021	13,645,000	11,015,249	24,660,249
2022	15,885,000	10,233,062	26,118,062
2023	18,750,000	9,318,987	28,068,987
2024	20,480,000	8,248,304	28,728,304
2025	18,805,000	7,107,049	25,912,049
2026	19,325,000	6,097,251	25,422,251
2027	21,340,000	5,021,447	26,361,447
2028	12,330,000	3,998,806	16,328,806
2029	10,145,000	3,274,897	13,419,897
2030	9,935,000	2,702,328	12,637,328
2031	9,515,000	2,157,364	11,672,364
2032	8,305,000	1,670,047	9,975,047
2033	8,045,000	1,254,155	9,299,155
2034	6,045,000	853,850	6,898,850
2035	4,700,000	592,948	5,292,948
2036	4,190,000	366,000	4,556,000
2037	3,130,000	156,500	3,286,500
TOTALS	$375,775,000	$290,601,983	$666,376,983

[(a)] This maturity schedule does not include interest and principal payments on the State's $4,445,000 General Obligation Extendible Municipal Commercial Paper of 2006, Series C (AMT).

[(b)] For the fiscal year ending June 30, 2007, the table includes debt service amounts for the period December 1, 2006 through June 30, 2007.

Source: Department of Administration.

Table III-22
TOTAL LOANS BY COUNTY
GENERAL OBLIGATION BOND FUNDS
THROUGH OCTOBER 2006

County	Number of Loans	% of Total Loans	County	Number of Loans	% of Total Loans
Adams	152	0.28%	Marinette	310	0.57%
Ashland	106	0.19	Marquette	76	0.14
Barron	436	0.80	Menominee	16	0.03
Bayfield	105	0.19	Milwaukee	9,457	17.33
Brown	3,018	5.53	Monroe	469	0.86
Buffalo	100	0.18	Oconto	321	0.59
Burnett	79	0.14	Oneida	377	0.69
Calumet	369	0.68	Outagamie	2,124	3.89
Chippewa	515	0.94	Ozaukee	563	1.03
Clark	209	0.38	Pepin	53	0.10
Columbia	505	0.93	Pierce	372	0.68
Crawford	122	0.22	Polk	243	0.45
Dane	4,365	8.00	Portage	771	1.41
Dodge	827	1.52	Price	146	0.27
Door	251	0.46	Racine	2,157	3.95
Douglas	551	1.01	Richland	119	0.22
Dunn	331	0.61	Rock	2,211	4.05
Eau Claire	1,233	2.26	Rusk	176	0.32
Florence	8	0.01	St. Croix	611	1.12
Fond du Lac	1,257	2.30	Sauk	520	0.95
Forest	31	0.06	Sawyer	71	0.13
Grant	399	0.73	Shawano	317	0.58
Green	330	0.60	Sheboygan	1,355	2.48
Green Lake	147	0.27	Taylor	107	0.20
Iowa	222	0.41	Trempeleau	218	0.40
Iron	37	0.07	Vernon	165	0.30
Jackson	220	0.40	Vilas	123	0.23
Jefferson	746	1.37	Walworth	659	1.21
Juneau	190	0.35	Washburn	140	0.26
Kenosha	1,422	2.61	Washington	1,069	1.96
Kewaunee	144	0.26	Waukesha	2,725	4.99
LaCrosse	1,313	2.41	Waupaca	465	0.85
Lafayette	132	0.24	Waushara	163	0.30
Langlade	126	0.23	Winnebago	2,089	3.83
Lincoln	225	0.41	Wood	1,111	2.04
Manitowoc	1,154	2.11	Total	54,582	100.00
Marathon	1,336	2.45			

Source: Department of Veterans Affairs.

Table III-23
OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS SUBJECT TO SPECIAL REDEMPTION

Series	Dated Date	Maturities	Original Par Amount May	Original Par Amount November	Par Amount Outstanding[a] May	Par Amount Outstanding[a] November	Coupon
1993 Series 6	10/15/93	1994	$ 210,000	$ 165,000			2.70/2.80%
		1995	170,000	170,000			3.30
		1996	175,000	175,000			3.65
		1997	180,000	185,000			3.85
		1998	185,000	195,000			4.00
		1999	195,000	195,000			4.10
		2000	205,000	210,000			4.20
		2001	210,000	220,000			4.30
		2002	220,000	230,000			4.45
		2003	230,000	240,000			4.55
		2004	240,000	250,000			4.65
		2005	255,000	260,000			4.75
		2006	270,000	270,000			4.85
		2010	2,125,000		$ 1,815,000		5.15
		2013	2,150,000		1,830,000		5.25
		2016	10,215,000		8,710,000		5.30
1993 Series 5	12/01/93	1994		$ 95,000			2.50
		1995	$ 90,000	85,000			3.20
		1996	90,000	95,000			3.60
		1997	95,000	95,000			3.80
		1998	95,000	100,000			4.00
		1999	105,000	105,000			4.10
		2000	105,000	6,805,000			4.20
		2001	3,605,000	9,135,000			4.35
		2002	5,650,000	10,885,000			4.45
		2003	8,425,000	9,555,000			4.55
		2004	7,160,000	11,000,000			4.65
		2005	8,875,000	10,275,000			4.75
		2006	9,000,000	12,025,000			4.85
		2010		14,770,000		$ 14,770,000	5.20
		2013		1,190,000		1,190,000	5.30
		2016		1,405,000		1,405,000	5.35
		2023		4,340,000		4,340,000	5.40
1994 Series 2	03/01/94	1999	$ 10,565,000				4.85
		2000	9,070,000				5.00
		2001	8,680,000				5.10
		2002	6,390,000				5.20
		2003	4,810,000				5.30
		2004	3,715,000				5.40
		2005	2,540,000				5.50
		2006	2,050,000				5.60
		2007	1,760,000		$ 1,760,000		5.70
		2008	1,580,000		1,580,000		5.80
		2009	890,000		890,000		5.85
		2014	1,700,000		1,700,000		6.10
		2024	4,775,000		4,775,000		6.20
1994 Series 3	09/15/94	1995	$ 800,000				3.90
		1996	800,000				4.30
		1997	800,000				4.55
		1998	800,000				4.75
		1999	800,000				4.90
		2000	800,000				5.00
		2001	800,000				5.10
		2002	800,000				5.20
		2003	800,000				5.30
		2004	800,000				5.40
		2005	800,000				5.50
		2006	600,000				5.60
		2007	600,000		$ 380,000		5.70
		2008	400,000		250,000		5.80

Table III-23 — Continued
OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS
SUBJECT TO SPECIAL REDEMPTION

Series	Dated Date	Maturities	Original Par Amount May	Original Par Amount November	Par Amount Outstanding[(a)] May	Par Amount Outstanding[(a)] November	Coupon
1994 Series C	09/15/94	1996	$ 575,000				5.50%
		1997	610,000				5.50
		1998	635,000				5.50
		1999	670,000				5.50
		2000	700,000				5.50
		2001	740,000				5.50
		2002	780,000				5.60
		2003	825,000				5.70
		2004	870,000				5.80
		2005	915,000				5.90
		2006	980,000				6.00
		2007	1,040,000				6.10
		2008	1,105,000				6.20
		2009	1,175,000				6.30
		2010	1,255,000				6.30
		2011	1,335,000		$ 300,000		6.40
		2012	1,415,000		315,000		6.40
		2013	1,510,000				6.50
		2016	5,135,000				6.60
		2020	8,535,000		1,900,000		6.60
		2025	14,195,000		900,000		6.65
1995 Series 1	02/15/95	1999	$ 1,110,000				5.25
		2000	3,240,000				5.30
		2004	860,000				5.55
		2008	1,300,000				5.80
		2009	1,380,000				5.80
		2010	1,465,000				6.00
		2011	1,560,000				6.00
		2012	1,660,000				6.00
		2013	1,765,000		$ 895,000		6.00
		2014	1,395,000				6.10
1995 Series B	02/15/95	2016	$ 4,215,000				6.40
		2020	7,920,000				6.50
		2025	17,130,000		$ 670,000		6.50
1995 Series 2	10/15/95	1997		$ 1,100,000			4.00
		1998		1,685,000			4.15
		1999		1,395,000			4.25
		2000		1,600,000			4.35
		2004		730,000			4.85
		2005		1,985,000			4.95
		2007		1,975,000			5.20
		2008		3,245,000			5.25
		2009		3,450,000			5.40
		2010		3,660,000			5.40
		2011		3,895,000			5.50
		2012		4,130,000			5.60
		2013		4,390,000			5.70
		2014		4,660,000		$ 2,695,000	5.75
		2015		4,950,000		3,300,000	5.75
1996 Series B	05/15/96	1998		$ 2,060,000			4.40
		1999		2,155,000			4.70
		2007		6,730,000			5.50
		2008		5,430,000			5.60
		2009		3,255,000			5.70
		2010		200,000			5.80
		2011		210,000			5.90
		2012		230,000			6.00
		2013		240,000			6.00
		2014		255,000			6.00
		2021		10,305,000			6.10
		2026		13,930,000		$ 2,725,000	6.20

Table III-23 — Continued
OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS SUBJECT TO SPECIAL REDEMPTION

Series	Dated Date	Maturities	Original Par Amount May	Original Par Amount November	Par Amount Outstanding[(a)] May	Par Amount Outstanding[(a)] November	Coupon
1996 Series D	10/15/96	2007	$ 4,500,000				5.25%
		2008	2,250,000				5.30
		2009	1,800,000				5.40
		2014	3,700,000				5.75
		2020	6,405,000				5.80
		2027	11,345,000		$ 2,715,000		6.00
1997 Series A	03/15/97	2021	$ 8,065,000				6.00
		2028	13,295,000		$ 1,745,000		6.00
1997 Series 1	03/15/97	2006	$ 1,000,000				5.20
		2007	2,385,000				5.25
		2008	1,015,000				5.25
		2009	725,000				5.35
		2010	1,290,000				5.50
		2011	3,165,000				5.50
		2012	2,330,000				5.50
		2013	1,910,000				5.55
		2014	1,990,000				5.60
		2015	2,070,000				5.65
		2017	5,760,000		$ 2,030,000		5.75
1997 Series C	09/15/97	2000		$ 250,000			4.25
		2001		270,000			4.30
		2003		1,445,000			4.50
		2004		1,645,000			4.50
		2005		1,390,000			4.50
		2006		1,480,000			4.60
		2007		1,935,000			4.75
		2008		2,035,000			4.80
		2009		2,445,000			5.00
		2010		2,765,000			5.00
		2011		2,655,000			5.00
		2012		2,600,000			5.10
		2013		2,360,000			5.20
		2017		7,850,000		$ 195,000	5.40
		2023		10,580,000		4,560,000	5.50
		2026		3,295,000		3,100,000	5.50
1998 Series B	05/15/98	2007	$ 955,000				4.75
		2008	1,910,000				4.80
		2010	4,775,000				5.00
		2018	2,865,000				5.30
		2023	8,670,000		$ 2,290,000		5.30
		2028	11,390,000		9,840,000		5.35
1998 Series E	10/15/98	2012	$ 905,000		$ 780,000		4.60
		2013	950,000		815,000		4.70
		2014	995,000		850,000		4.80
		2015	1,050,000		900,000		4.75
		2016	1,100,000		940,000		4.75
		2017	1,155,000		985,000		4.80
1999 Series 1	05/01/99	2008	$ 860,000		$ 490,000		5.00
		2009	935,000		530,000		4.70
		2010	980,000		555,000		4.80
		2011	1,030,000		585,000		5.00
		2012	1,100,000		625,000		5.00
		2015	3,880,000		2,200,000		5.10
		2020	7,005,000		3,960,000		5.30

Table III-23 — Continued
OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS
SUBJECT TO SPECIAL REDEMPTION

	Dated		Original Par Amount		Par Amount Outstanding[a]		
Series	**Date**	**Maturities**	**May**	**November**	**May**	**November**	**Coupon**
2003 Series 2	04/01/03	2007	$ 545,000		$ 545,000		2.45%
		2008	565,000		565,000		2.85
		2009	575,000		575,000		3.20
		2010	595,000		595,000		3.50
		2011	620,000		620,000		3.80
		2012	640,000		640,000		3.95
		2013	665,000		665,000		4.00
		2014	695,000		695,000		4.05
		2015	720,000		720,000		4.15
		2016	750,000		750,000		4.25
		2017	785,000		785,000		4.35
		2018	815,000		815,000		4.50
		2019	855,000		855,000		4.60
		2020	890,000		890,000		4.65
		2021	935,000		935,000		4.80
		2024	3,090,000		3,090,000		5.00
2003 Series 3	10/30/03	2004		$ 2,325,000			1.25
		2005		2,345,000			1.55
		2006		2,395,000			1.85
		2007		2,430,000		$ 2,430,000	2.25
		2013		16,210,000		16,210,000	3.50
		2025		13,000,000		13,000,000	5.00
		2026		29,185,000		29,185,000	5.00
2006 Series C	08/02/06	2008	$ 950,000		$ 950,000		4.00
		2009	790,000		790,000		4.50
		2010	790,000		845,000		4.50
		2011	790,000		890,000		4.50
		2012	790,000		960,000		4.50
		2013	790,000		1,010,000		4.50
		2014	790,000		1,075,000		4.50
		2015	790,000		1,145,000		4.50
		2016	790,000		1,220,000		4.50
		2017	790,000		1,300,000		4.60
		2018	790,000		1,375,000		4.60
		2019	790,000		1,470,000		4.60
		2020	790,000		1,555,000		5.00
		2021	790,000		1,660,000		5.00
		2022	790,000		1,770,000		5.00
		2023	790,000		1,880,000		5.00
		2024	790,000		2,000,000		5.00
		2025	790,000		2,120,000		5.00
		2027	790,000		4,670,000		4.80
		2031	790,000		11,260,000		5.00
		2037	790,000		21,740,000		5.00

[a] As of December 1, 2006. Does not include the State's $4,445,000 General Obligation Extendible Municipal Commercial Paper of 2006, Series C (AMT).

Source: Department of Administration

Table III-24
SUMMARY OF PREPAYMENTS ON VETERANS HOUSING AND HILP LOANS FUNDED WITH VETERANS MORTGAGE BONDS

		Prepayments October 2003-September 2006					
Mortgage Pool	**Interest Rate Charged to Veterans**	**October 2003 - March 2004**	**April 2004 - September 2004**	**October 2004 - March 2005**	**April 2005 - September 2005**	**October 2005 - March 2006**	**April 2006 - September 2006**
	Tax-Exempt Veterans Mortgage Bonds						
1976 Series C	6.35%	$ -	$ -	$ -	$ -	$ -	$ -
1977 Series A	6.23	-	-	-	-	-	-
1977 Series B	6.11	-	-	-	-	-	-
1977 Series C	6.03	-	-	-	-	-	-
1978 Series A	6.44	-	-	-	-	-	-
1978 Series B	6.58	-	-	-	-	-	-
1978 Series C	6.25	-	-	-	-	-	-
1979 Series A	6.88	-	-	-	-	-	-
1979 Series B	6.70	-	-	-	-	-	-
1979 Series C	6.91	-	-	-	-	-	-
1980 Series A	7.31	-	-	-	-	-	-
1982 Series B	10.20	-	-	-	-	-	-
1983 Series A	9.20	-	-	-	-	-	-
1994 Series 3	N/A	-	-	-	-	-	-
1983 Series C	9.90	-	-	-	-	-	-
1984 Series A	10.30	-	-	-	-	-	-
1985 Series B	10.60	-	-	-	-	-	-
1986 Series A	8.55	-	-	-	-	-	-
1988 Series A	8.55	-	-	-	-	-	-
1989 Series A	8.55	-	-	-	-	-	-
1989 Series D	7.85	-	-	-	-	-	-
1990 Series B	8.25	-	-	-	-	-	-
1990 Series F	8.25	-	-	-	-	-	-
1991 Series A	8.10	-	-	-	-	-	-
1992 Series B	7.40	-	-	-	-	-	-
1993 Series 6	5.25	519,189	479,125	384,762	537,257	464,324	262,880
1993 Series 5	5.25	1,107,912	11,238	373,643	242,966	181,300	179,793
1994 Series C	7.25	638,846	440,920	418,477	552,720	259,385	73,196
1994 Series 1	6.00	3,440,680	3,333,773	1,999,166	2,308,495	1,408,835	1,148,050
1994 Series 3		42,922	30,818	34,915	63,976	28,241	41,840
1995 Series B	7.45	659,796	657,223	91,816	248,337	119,510	4,454
1995 Series 1	7.45	303,937	127,888	261,336	291,704	27,465	89,357
1995 Series 2	6.55	1,524,369	2,024,650	1,144,535	1,096,199	425,666	526,243
1996 Series B	7.00	1,087,550	974,019	817,660	743,458	176,505	407,172
1996 Series D	6.90	1,106,960	804,235	639,233	329,913	448,835	82,556
1997 Series A	6.90	884,680	620,692	217,101	641,330	10,678	139,168
1997 Series 1	6.90	1,026,132	623,480	438,695	371,852	84,576	148,658
1997 Series C	6.40	1,902,240	1,687,741	1,045,556	1,793,704	490,987	395,267
1998 Series B	6.65	1,674,724	1,012,993	804,568	646,984	503,126	485,349
1998 Series E	6.50	307,964	285,938	200,346	63,557	48,618	26,333
1999 Series 1	N/A	489,893	265,076	350,705	174,544	16,809	110,349
2003 Series 2	5.75	875,071	680,973	473,404	616,063	507,513	396,876
2003 Series 3	5.30	2,565,210	3,575,381	1,954,019	2,664,210	1,308,597	1,981,915
2006 Series C	6.00	N/A	N/A	N/A	N/A	N/A	5,040
Equity Pool	N/A	1,499,872	1,339,159	899,632	1,124,789	1,152,664	925,494
	Subtotal:	$ 21,657,948	$ 18,975,321	$ 12,549,570	$ 14,512,057	$ 7,663,633	$ 7,429,991
	Taxable Veterans Mortgage Bonds						
1997 Series D	6.40%	$ 2,536,470	$ 2,130,181	$ 846,849	$ 1,382,172	617,627	781,466
1998 Series C	6.65	1,765,984	1,461,214	750,426	439,868	278,846	487,957
1998 Series F	6.50	2,895,537	2,745,392	1,329,703	1,089,286	611,343	443,445
1999 Series B	6.85	1,868,493	1,692,149	728,932	588,153	341,109	412,684
1999 Series D	7.80	1,886,821	1,706,151	1,071,153	443,863	63,124	83,400
2000 Series B	7.90	1,007,661	495,355	212,379	348,073	236,270	269,706
2000 Series E	6.80	256,457	216,149	105,971	46,802	50,057	52,624
2001 Series A	7.00	713,525	646,445	683,817	464,164	234,138	75,669
2001 Series D	7.00	1,512,987	544,272	2,812	466,239	227,779	183,996
2001 Series E	6.80	1,024,295	1,138,985	955,164	1,169,853	493,559	385,661
2002 Series B	6.50	852,179	1,029,286	910,021	1,269,444	193,396	486,949
2002 Series D	6.50	1,148,469	1,211,483	1,173,376	1,123,057	286,782	632,212
2002 Series E	5.65	106,854	80,818	122,204	140,306	37,992	97,001
2002 Series F	5.65	228,438	730,250	474,697	683,841	99,263	243,797
2002 Series H	5.75	484,564	696,207	1,040,647	540,907	178,924	584,168
2003 Series 1	N/A	501,059	569,071	229,467	267,043	204,167	142,427
2003 Series B	5.35/5.75/5.30	16,293	735,102	674,387	394,313	425,781	920,239
2004 Series B	5.35	N/A	N/A	-	-	-	334
2004 Series C	5.65	N/A	N/A	-	23,249	-	-
2004 Series D	6.15	N/A	N/A	492,284	5,614	6,109	246,371
2005 Series C	5.99	N/A	N/A	N/A	189	651	9,002
2006 Series B	6.75/7.25	N/A	N/A	N/A	N/A	N/A	-
	Subtotal:	$ 18,806,087	$ 17,828,512	$ 11,804,288	$ 10,886,434	$ 4,586,918	$ 6,539,107
	Total:	$ 40,464,036	$ 36,803,832	$ 24,353,858	$ 25,398,491	$ 12,250,551	$ 13,969,098

PART IV

MASTER LEASE CERTIFICATES OF PARTICIPATION

This part of the Annual Report provides information about master lease certificates of participation (**Certificates**) issued under the State of Wisconsin Master Lease Program (**Program**).

Total Outstanding Balance (12/1/2006)	$84,216,773
Certificate Ratings (Fitch/Moody's/Standard & Poor's)[(1)]	A+/A1/A+

[(1)] While some Certificates have been insured, the ratings presented reflect the underlying, or unenhanced, ratings assigned to this credit.

The Certificates are issued and secured by a Master Indenture, dated as of July 1, 1996 (**Master Indenture**), among the State of Wisconsin, acting by and through the Department of Administration (**State**), Firstar Bank Milwaukee, N.A., now known as U.S. Bank National Association (**Lessor**), and Firstar Trust Company, also now known as U.S. Bank National Association (**Trustee** and **Paying Agent**).

The Certificates evidence a proportionate interest in certain lease payments to be made by the State for the rental of certain equipment items and service contracts. These equipment items and service contracts are purchased under the Third Amended and Restated Master Lease, dated as of April 28, 2000 (**Master Lease**), between the Lessor and the State.

The full faith and credit of the State are not pledged to the payment of the Certificates. The State is not obligated to levy or pledge any tax to make the payments required under the Lease. The Certificates do not constitute debt of the State or any of its subdivisions.

The Capital Finance Office, which is part of the Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing and finance programs. The law firm of Foley & Lardner LLP provides bond counsel services to the State for the Program and for the issuance of the Certificates. The firm of Public Financial Management, Inc. provides financial advisory services to the State for the Program.

Requests for additional information about the Program or Certificates may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part IV of the Annual Report may differ from that of terms used in another part. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included by reference.

OUTSTANDING CERTIFICATES

The Trustee, with the consent of the State and pursuant to the Master Indenture, has issued the Certificates shown in Table IV-1. The table includes the outstanding principal balances as of December 1, 2006.

Table IV-1

OUTSTANDING MASTER LEASE CERTIFICATES OF PARTICIPATION BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Fixed Rate Master Lease COPs				
1996- Master Lease COPs Series B	11/8/96	1997-2003	$ 38,260,000	-0-
1999- Master Lease COPs Series A	2/18/99	1999-2005	28,855,000	-0-
Master Lease COPs Series B (Taxable)......	2/18/99	1999-2005	14,120,000	-0-
2000- Master Lease COPs Series A	9/27/00	2001-07	27,255,000	$ 454,322 [a][b]
Master Lease COPs Series B (Taxable)......	9/27/00	2001-05	11,265,000	-0-
2002- Master Lease COPs Series A	1/23/02	2002-07	40,275,000	1,745,357 [a][b]
Master Lease COPs Series D	12/19/02	2003-07	29,425,000	2,533,108 [a][b]
2006- Master Lease COPs Series A………………	8/31/06	2007-16	71,400,000	71,400,000
Subtotal; Fixed Rate Master Lease COPs				$ 76,132,787
Variable Rate Master Lease COPs[c]				
2003- Master Lease COPs Series A	5/29/03	2022	75,000,000	8,083,986
Subtotal; Variable Rate Master Lease COPs				$ 8,083,986
Total Master Lease COPs...........................				$84,216,773

[a] The Master Lease provides that certain Lease Schedules may be terminated if the State deposits with the Trustee an amount that is equal to the outstanding amount of the Lease Schedule or that is sufficient to purchase investments that mature on dates and in amounts to make the Lease Payments when due. The principal amount of Certificates for which payment has been provided is treated as not outstanding for purposes of this table.

[b] Pursuant to an escrow trust agreement, the principal of and interest on a portion of the Certificates maturing September 1, 2007 have been provided for, and the principal amount is treated as not outstanding for purposes of this table.

[c] These series of Master Lease Certificates of Participation evidence the State's repayment of a revolving line of credit that the State utilizes for acquisition funding for the Program. See "SECURITY FOR CERTIFICATES; Two-Phase Financing Structure". The amount outstanding for these Certificates may not include interest that may accrue on this revolving line of credit since the last interest payment on the Certificates.

THE MASTER LEASE PROGRAM

General

The Program, which was created in 1992, permits the State to acquire tangible property, and in certain situations, intangible property or prepaid service items (**Leased Items**), for State agencies through installment purchase contracts. Particular Leased Items are described in schedules that are prepared under the Master Lease (**Lease Schedules)**. The Program is available for all State agencies. Through the period ending December 1, 2006, 15 of the 17 State departments, the Legislature, the Supreme Court, and various other State bodies have used the Program to acquire approximately $465 million of Leased Items.

Program Structure

The Master Lease and the Master Indenture establish the structure of the Program. The Master Lease contains general terms and conditions applicable to both the Program and Lease Schedules entered into by the Lessor and the State. A supplemental indenture creates a particular series of Certificates. See "SUMMARY OF THE MASTER LEASE".

The Master Indenture establishes a trust (**Trust**) comprising certain Lease Schedules, rents, and other payments the State is required to make under the Master Lease (**Lease Payments**), Leased Items, and other property and rights related to those Lease Schedules, including the security interest granted in the Master Lease. The Trust serves as a common pool of collateral, ratably securing all present and future Certificates. See "SUMMARY OF THE MASTER INDENTURE".

Program Operations

The Program structure places within the State of Wisconsin Department of Administration **(DOA** or **Department of Administration)** centralized control of day-to-day operations:

- Functions related to Program administration, review of requests to use the Program, and day-to-day Program operations occur in the Capital Finance Office.
- Functions related to reviewing requests to use the Program and biennial budget preparation occur in the State Budget Office.
- Functions related to collecting Lease Payments due under the Master Lease occur in the State Controller's Office.

Each of these offices is part of the Department of Administration's Division of Executive Budget and Finance.

To use the Program to acquire a Leased Item, a state agency submits a written request to the Capital Finance Office. This request is reviewed and approved by the Capital Finance Office, State Budget Office, and the Secretary of the Department of Administration. Requests that include information technology items are also reviewed by the Department of Administration's Division of Enterprise Technology. Requests that include energy performance contracts in State-owned buildings must be for a project that has been approved by the Department of Administration's Division of State Facilities. The review process includes a determination by the Capital Finance Office that lease financing is the best alternative for the particular circumstance and a determination by the State Budget Office that current resources are available to make the Lease Payments due in the current fiscal year. Upon receiving approval to use the Program, the agency completes procurement of the Leased Item in compliance with State procurement requirements.

Upon acceptance of the Leased Item, the agency forwards all related outstanding invoices to the Department of Administration for coordination of payment through the Program. Parallel to payment being made to the vendor, a Lease Schedule is prepared by the Department of Administration and executed by the State, the Lessor, and the State agency. This Lease Schedule is then added to the Master

Lease. The Lease Schedule also identifies the budgetary appropriation from which the related Lease Payments will be made.

The State currently uses a two-phase financing structure for the Program. See "SECURITY FOR CERTIFICATES; Two-Phase Financing Structure". Payments to the vendors for the Leased Items are made with proceeds from the revolving credit facility.

Lease Payments due under the Master Lease are collected by the State Controller's Office. Scheduled Lease Payments are automatically withdrawn from the appropriations identified by the agency and electronically wired to the Trustee.

State Appropriation Process

Lease Payments due under the Master Lease are not included in the State budget as a separate budget line item; rather, Lease Payments are included with other expenditures in one or more of an agency's existing budget lines. State law establishes procedures for the budget's enactment. See "BUDGETING PROCESS AND FISCAL CONTROLS" in Part II of this Annual Report for a summary of the budget enactment process and other financial procedures of the State. The State Budget Office review and approval of requests to use the Program helps assist in preparation of a biennial budget so that Lease Payments will not be mistakenly omitted from a biennial budget.

State law provides that in the event that a budget is not in effect at the start of a fiscal year, the prior year's budget serves as the budget until such time as a new one is enacted.

The Department of Administration maintains separate accounts for all appropriations, showing the amounts appropriated, the amounts allotted, the amounts encumbered, the amounts expended, and certain other data necessary to the financial management and control of all State accounts. The Department of Administration also maintains the general ledgers of the General Fund and all other funds of the State.

SECURITY FOR CERTIFICATES

General

The Certificates represent a proportionate interest in Lease Payments required to be made by the State under the Master Lease. The Master Lease requires the State to make Lease Payments from any source of legally available funds, subject to annual appropriation. The scheduled Lease Payments are sufficient to pay when due the semiannual principal and interest payments on all outstanding Certificates. *The obligation of the State to make Lease Payments does not constitute an obligation for which the State is obligated to levy or pledge any form of taxation or for which the State has levied or pledged any form of taxation. The obligation of the State to make Lease Payments does not constitute debt of the State.* See "RISK FACTORS".

Common Pool of Collateral

Under the Master Indenture, the Lessor has assigned to the Trustee, for the benefit of all holders of Certificates, all its rights in the following:

- The funds and accounts created by the Master Indenture.
- The Lease Schedules specified in supplemental indentures.
- All Lease Payments, Leased Items, and other property and rights related to those Lease Schedules, including the security interest granted in the Master Lease.

All Leased Items serve as a common pool of collateral, ratably securing all present and future Certificates. All Certificates are secured by all Leased Items, regardless of their funding source or the time at which the Program finances them. If the Legislature fails to appropriate necessary funds for the continued performance of the State's obligations under any Lease Schedule or if an event of default occurs under the Master Lease, then an event of default exists with respect to all outstanding Certificates. Once a Lease Schedule is fully paid, the Leased Item covered by the Lease Schedule no longer serves as collateral.

In the opinion of Bond Counsel, the transfer of Lease Schedules by the Lessor to the Trustee constitutes a true sale and not a secured transaction. The State's obligation to make Lease Payments does not depend upon any service provided by the Lessor, and thus the transfer of Lease Schedules would be unaffected by any insolvency of the Lessor.

Reserve Fund

The Master Indenture allows a reserve fund to be established for any specific series of Certificates. As of December 1, 2006, no reserve fund has been established for any series of outstanding Certificates. In the event that the Department of Administration were to establish a reserve fund under the Master Indenture, the amounts in the reserve fund would only be available to the series of Certificates for which the reserve fund were established.

Governmental Use

The State will certify that each Leased Item will be used to perform a governmental function. Many of the Leased Items will perform critical governmental functions, but the State will not certify that the Leased Items perform any "essential" functions. Examples of Leased Items currently existing in the Trust include components to the State's integrated tax collection system, expansion of the State's central mainframe computer, various information technology items that provide various automated services and information technology upgrades for the State, and energy conservation projects for state-owned buildings. See "TABLE IV-2; Outstanding Master Lease Schedules."

Centralized Control and Review

The Program structure allows one division within the Department of Administration to centrally administer many Program activities. Program functions related to administration, review, and day-to-day operations occur in the Capital Finance Office. Program functions related to review and biennial budget preparation occur in the State Budget Office. Program functions related to collection of Lease Payments occur in the State Controller's Office. Each of these offices is part of the Division of Executive Budget and Finance.

Two-Phase Financing Structure

The State ordinarily uses a two-phase financing structure for the Program. In the first (or acquisition) phase, all Leased Items are initially financed with proceeds from a revolving credit facility. The revolving credit facility is a line of credit, and the State, acting on behalf of the Trustee, requests draws from the revolving credit facility to pay for the acquisition of Leased Items. Certificates have been issued to the current provider of this revolving credit facility to evidence the State's repayment of balances under the facility. The provider of the facility is currently Banc of America Public Capital Corp., as successor to Banc of America Public and Institutional Financial Funding LLC. The State pays interest on funds drawn from the facility based on a variable basis that can be either a taxable or tax-exempt interest rate.

In the second phase, the State, acting on behalf of the Trustee, may sell additional Certificates to fund all, or a portion, of the Lease Schedules previously funded with proceeds from the revolving credit facility. Since all Lease Schedules have already been accepted by the State, the Certificates issued as part of the second phase are not subject to nonorigination risk. The State last issued fixed-rate Certificates for this purpose in August 2006.

All sources of financing for the Program are issued under the Master Indenture. See "SECURITY FOR CERTIFICATES; Common Pool of Collateral".

Appropriation Process

The central control of the Program provides the State Budget Office with knowledge of all past, current, and pending scheduled Lease Payments due under the Master Lease. Lease Payments due under the Master Lease are not included in the State budget as a separate budget line item. Rather, Lease Payments due under the Master Lease are included with other expenditures in one or more of the existing budget line items for the participating agencies. The Secretary of the Department of Administration, under the direction of the Governor and with assistance from the State Budget Office, compiles all budget information and prepares an executive budget consisting of the planned operating expenditures and revenues of all State agencies.

State law establishes procedures for establishing and enacting a State budget. State law also provides that in the event a budget is not in effect at the start of a fiscal year, the prior year's budget serves as the budget until such time a new budget is enacted.

The Secretary of the Department of Administration has statutory power to order reductions in the appropriations of state agencies (which represent less than one-third of the General Fund budget). See "BUDGETING PROCESS AND FISCAL CONTROLS" in Part II of this Annual Report for additional information on the State's budget process.

Priority of Claims

The Master Lease includes representations that, if an emergency arises that requires the Department of Administration to draw vouchers for payment that will be in excess of available moneys, then the Secretary of the Department of Administration will establish a priority schedule for payments that gives a high priority to Lease Payments due under the Master Lease, but not higher than the priority given to payments on outstanding general obligations. See "GENERAL FUND INFORMATION; General Fund Cash Flow" in Part II of this Annual Report.

RISK FACTORS

Nonappropriation

The State's obligation to make Lease Payments is subject to appropriation of the necessary funds by the Legislature. No assurance is given that sufficient funds will be appropriated or otherwise available to make the Lease Payments. A failure by the State to make a Lease Payment with respect to any Leased Item would cause the Master Lease to terminate with respect to all Leased Items. The State's obligation to make Lease Payments is not a general obligation of the State, and moreover, the obligation does not involve the State of Wisconsin Building Commission. Rather, the Master Lease is a contract entered into by the Department of Administration under separate statutory authority.

The Master Lease does not include a nonsubstitution clause. If the Legislature fails to appropriate necessary funds for the continued performance of the State's obligations under the Master Lease, the State is allowed to acquire and use similar items for the same function as the Leased Item for which no appropriation was made.

While it is possible that failure to make the Lease Payments might hinder the State's subsequent access to the capital markets, it should not be assumed that the Legislature would regard that possible consequence to be a compelling reason to appropriate the money needed for Lease Payments. See "SUMMARY OF THE MASTER LEASE" and "SUMMARY OF THE MASTER INDENTURE" for additional information about remedies available under the Master Lease and Master Indenture if no appropriation is made.

Essentiality of Leased Items

Although the State has made certain representations that each Leased Item serves a governmental function, it should be assumed that the State could function without any Leased Item.

Collateral Value of Leased Items

Although the State has provided a security interest in the Leased Items to the Trustee (for the benefit of the owners of Certificates), the Certificates are not offered on the basis of the collateral value of the Leased Items or the value of any other pledged asset (other than the Lease Payments). The term of the Lease Schedule is not permitted to exceed the useful life of the Leased Item; however, it should not be assumed that the value of the Leased Item at any particular time will exceed the portion of the remaining Lease Payments that will be applied to principal or that the existence of any excess would motivate the State to continue making Lease Payments. Typically it is difficult to realize the full value of collateral through sale of the collateral, and some of the Leased Items, such as service contracts, intangible property, or tangible property that is incorporated into real estate, may be impossible or difficult to sell. Records that evidence the security interest are kept by the Department of Administration, separate and apart from the central record system of security interests kept by the State of Wisconsin Department of Financial Institutions under the Uniform Commercial Code.

Tax Exemption

Should the Master Lease be terminated, no assurance can be given that subsequent payments made by the Trustee with respect to the outstanding Certificates and designated as interest will be excluded from gross income for federal income tax purposes.

Applicability of Securities Law

Should the Master Lease be terminated, the transfer of a Certificate may be subject to compliance with the registration provisions of applicable federal and state securities laws, which could impair the liquidity of the Certificates.

Table IV-2
OUTSTANDING MASTER LEASE SCHEDULES
(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
00-031	4/28/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	$ 569,400.00	$ 386,515.50
00-032	4/28/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	1,450,000.00	984,277.28
00-045	5/18/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	74,600.00	50,632.99
00-050	5/26/2000	3/1/2007	Digital Microware Communications Infrastructure Equipment	1,343,109.85	114,762.44
00-068	6/30/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Marathon County	32,594.00	21,408.11
00-073	7/19/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	624,000.00	422,938.63
00-074	7/19/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	1,800,000.00	1,220,015.32
00-081	8/7/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	501,520.00	349,298.47
00-086	8/25/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Marathon County	102,562.00	67,845.00
00-095	9/29/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	312,000.00	205,950.21
00-096	9/29/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	750,000.00	493,967.36
00-097	9/29/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	364,820.00	242,499.90
00-107	10/16/2000	9/1/2007	Mass Spectrometer	298,450.00	40,227.03
00-108	10/16/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	413,798.00	275,466.93
00-120	11/2/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	276,714.00	184,447.12
00-121	11/2/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	292,169.21	194,751.97
00-128	11/22/2000	9/1/2015	WEI 3-Energy Perf Contract; Winnebago MHI	364,307.50	243,299.65
00-129	11/22/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	131,710.25	86,828.92
00-130	11/22/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	450,000.00	296,658.91
00-131	11/22/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	1,200,000.00	791,090.49
00-132	11/22/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Waukesha County	78,880.00	52,679.35
00-135	12/18/2000	9/1/2015	WEI 3-Energy Perf Contract; Winnebago MHI	182,598.00	122,198.34
00-142	12/18/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	516,614.64	345,729.16
00-144	12/18/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	391,860.00	262,240.77
00-146	12/29/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	351,434.00	235,403.83
00-147	12/29/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	216,443.15	144,981.83
00-148	12/29/2000	9/1/2015	WEI 3-Energy Perf Contract; Winnebago MHI	79,455.00	53,221.99
00-149	12/29/2000	9/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Waukesha County	85,000.00	56,936.21
00-151	12/29/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	452,800.00	298,118.73
00-152	12/29/2000	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	350,000.00	230,436.31
01-001	2/1/2001	9/1/2015	WEI 3-Energy Perf Contract; Winnebago MHI	33,274.50	22,350.68
01-007	2/1/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	794,500.00	545,951.58
01-008	2/1/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Marathon County	27,812.00	18,224.10
01-009	2/1/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	140,829.20	94,595.77
01-010	2/1/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	256,062.00	171,998.33
01-011	2/1/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Waukesha County	85,000.00	57,095.00
01-012	2/1/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	200,000.00	131,052.08
01-013	2/1/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	350,000.00	229,341.08
01-020	2/22/2001	3/1/2010	WEI 3-Energy Perf Contract; Jackson Correctional	17,046.00	7,197.20
01-025	3/27/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	160,584.00	111,032.07
01-029	3/27/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	256,912.00	173,793.06
01-030	3/27/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	129,036.87	87,289.50
01-031	3/27/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	93,375.00	64,597.48
01-033	3/27/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	998,500.00	659,152.76
01-034	3/27/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	73,838.75	48,744.12
01-035	3/27/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	151,040.00	99,707.98
01-036	3/27/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Waukesha County	92,000.00	62,235.18
01-037	4/17/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	286,000.00	179,025.05
01-039	4/17/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Colleges Waukesha County	53,534.00	36,314.87
01-042	4/17/2001	3/1/2008	Ice Cream Processing Equipment	99,390.00	23,650.20
01-043	5/9/2001	9/1/2013	WEI 3-Energy Perf Contract; Green Bay Correctional	14,040.00	8,533.24
01-048	5/9/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	25,000.00	16,596.19
01-049	5/9/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	250,000.00	165,962.09
01-050	5/9/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	50,477.20	34,328.49
01-051	5/9/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	24,025.89	16,339.49
01-052	5/9/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	484,510.00	336,890.06
01-053	5/9/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	277,000.00	173,914.48
01-057	5/30/2001	9/1/2013	WEI 3-Energy Perf Contract; Green Bay Correctional	20,500.00	12,518.42
01-058	5/30/2001	3/1/2010	WEI 3-Energy Perf Contract; Jackson Correctional	55,707.00	24,109.64

Table IV-2—Continued

OUTSTANDING MASTER LEASE SCHEDULES

(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
01-059	5/30/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	153,466.00	107,129.14
01-065	5/30/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	88,700.00	59,131.93
01-066	5/30/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	63,011.00	42,006.34
01-067	5/30/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	235,800.00	148,719.80
01-069	5/30/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	319,552.00	223,067.87
01-071	6/28/2001	9/1/2013	WEI 3-Energy Perf Contract; Green Bay Correctional	20,500.00	12,583.06
01-073	6/28/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	13,500.00	9,462.71
01-077	6/28/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	45,208.00	30,273.31
01-078	6/28/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	40,300.00	26,986.69
01-079	6/28/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	240,550.00	152,611.92
01-080	6/28/2001	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	36,145.20	24,787.97
01-081	6/28/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	442,300.00	310,026.65
01-092	8/2/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	138,000.00	97,457.84
01-093	8/2/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	165,450.00	105,760.49
01-094	8/2/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 1	307,262.00	216,993.44
01-095	8/2/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	22,150.00	14,951.30
01-104	8/31/2001	9/1/2013	WEI 3-Energy Perf Contract; Green Bay Correctional	7,490.00	4,658.09
01-105	8/31/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	107,950.00	69,284.08
01-106	8/31/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	28,700.00	20,334.36
01-107	8/31/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	278,000.00	196,966.83
01-108	8/31/2001	9/1/2008	Office/Systems Furniture - State Justice Center	130,885.20	40,591.49
01-110	9/28/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	435,980.00	309,915.59
01-117	9/28/2001	9/1/2015	WEI 3-Energy Perf Contract; Winnebago MHI	20,965.00	14,589.23
01-119	9/28/2001	9/1/2008	Development of ICS	262,533.25	82,141.28
01-120	9/28/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	45,000.00	31,988.16
01-121	9/28/2001	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	67,000.00	43,178.09
01-122	9/28/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	62,800.00	44,641.27
01-123	9/28/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	26,650.00	18,120.09
01-125	9/28/2001	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	666,242.00	481,293.74
01-127	10/24/2001	9/1/2008	Systems and Office Furniture - State Justice Center	395,554.99	124,797.61
01-128	10/24/2001	3/1/2008	Ice Cream Processing Equipment	198,780.00	50,826.78
01-129	10/24/2001	9/1/2008	Development of ICS	317,181.00	100,070.61
01-133	11/21/2001	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	487,245.20	354,112.41
01-134	11/21/2001	9/1/2008	Development of ICS	184,092.00	58,595.28
01-138	11/21/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	334,050.00	238,969.80
01-140	11/21/2001	9/1/2008	Systems and Office Furniture - State Justice Center	1,034,582.09	329,300.76
01-147	12/28/2001	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	51,210.00	36,800.17
01-148	12/28/2001	9/1/2013	WEI 3-Energy Perf Contract; Green Bay Correctional	7,670.00	4,860.06
01-149	12/28/2001	9/1/2008	Systems and Office Furniture - State Justice Center	313,696.34	101,087.54
01-150	12/28/2001	9/1/2008	Development of ICS	285,495.00	91,999.77
01-151	12/28/2001	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	23,675.00	16,293.23
01-152	12/28/2001	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	587,298.00	422,039.91
02-003	1/31/2002	9/1/2008	Systems and Office Furniture - State Justice Center	1,015,155.28	255,619.17
02-004	1/31/2002	9/1/2008	Development of ICS	102,466.00	4,340.44
02-005	1/31/2002	9/1/2016	WEI 3-Energy Perf Contract; Southern Wisconsin Center	1,022,343.35	661,117.61
02-010	1/31/2002	9/1/2008	Digital Microwave Infrastructure Equipment Phase 2	48,611.45	12,240.51
02-013	1/31/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	1,081,226.20	699,195.32
02-014	1/31/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	81,075.00	51,635.46
02-015	1/31/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	227,500.00	144,891.33
02-017	2/21/2002	9/1/2008	Development of ICS	79,444.26	20,203.85
02-019	2/21/2002	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 1	17,552.00	10,836.83
02-020	2/21/2002	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 2	21,655.60	13,625.88
02-023	2/21/2002	9/1/2008	Systems Furniture	42,675.87	10,853.11
02-025	2/21/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	100,000.00	64,017.88
02-027	2/21/2002	3/1/2014	WEI 3-Energy Perf Contract; UW-Oshkosh	50,250.00	29,687.45
02-028	2/21/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	196,496.80	127,707.87
02-029	2/21/2002	9/1/2015	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 3	10,083.54	6,344.64
02-031	3/14/2002	9/1/2008	Development of ICS	83,557.50	18,910.54
02-032	3/14/2002	9/1/2008	Digital Microwave Infrastructure Equipment	604,442.34	155,432.34

Table IV-2—Continued
OUTSTANDING MASTER LEASE SCHEDULES
(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
02-037	4/26/2002	9/1/2008	Systems Furniture/Equip. - 17 E Main	15,590.77	4,090.11
02-038	4/26/2002	3/1/2010	WEI 3-Energy Perf Contract; Jackson Correctional	12,479.00	5,549.38
02-042	4/26/2002	9/1/2008	Digital Microwave Infrastructure Equipment Phase 2	498,075.51	97,824.37
02-043	4/26/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Sections 1 & 2	225,000.00	146,360.92
02-044	4/26/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	429,034.20	283,209.41
02-048	4/26/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Platteville	85,858.00	55,850.02
02-049	4/26/2002	9/1/2008	Develop Integrated Corrections System	207,102.74	54,331.74
02-050	4/26/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	1,307,850.00	877,204.15
02-051	4/26/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	825,640.24	553,775.30
02-052	5/24/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	250,000.00	168,736.46
02-055	5/24/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	142,872.90	94,947.88
02-056	5/24/2002	3/1/2016	WEI 3-Energy Perf Contract; Mendota MHI	32,340.00	21,182.86
02-057	5/24/2002	9/1/2008	Development of ICS	32,025.50	8,516.51
02-058	5/24/2002	9/1/2008	Digital Microwave Infrastructure Equipment	58,101.76	15,450.95
02-059	5/31/2002	3/1/2017	WEI 3-Energy Perf Contract; Oshkosh Correctional	696,128.00	470,456.35
02-060	6/18/2002	9/1/2008	Development of ICS	263,980.00	71,024.96
02-061	6/18/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	127,832.05	85,439.65
02-062	6/18/2002	3/1/2017	WEI 3-Energy Perf Contract; Oshkosh Correctional	250,000.00	169,639.93
02-063	6/18/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	206,800.00	140,326.13
02-064	6/18/2002	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 2	31,000.00	20,424.97
02-066	6/18/2002	9/1/2008	Digital Microwave Infrastructure Equipment	173,195.51	46,599.02
02-070	6/18/2002	3/1/2007	Golf Course Maintenance Equipment	103,831.00	4,558.80
02-071	6/18/2002	3/1/2016	WEI 3-Energy Perf Contract; Kings Veterans' Home	185,490.00	122,295.70
02-075	7/16/2002	3/1/2008	Ice Cream Processing Equipment	33,520.97	7,082.58
02-081	7/16/2002	9/1/2008	Development of ICS	130,647.00	35,674.03
02-082	7/16/2002	9/1/2012	WEI 3-Energy Perf Contract; UW-Colleges Washington County	103,301.00	59,182.69
02-083	7/16/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-LaCrosse	79,754.00	54,493.39
02-084	7/16/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	1,006,392.00	677,890.52
02-085	8/22/2002	9/1/2016	WEI 3-Energy Perf Contract; Southern Wisconsin Center	49,230.00	33,405.44
02-086	8/22/2002	3/1/2017	WEI 3-Energy Perf Contract; Oshkosh Correctional	124,032.00	85,347.55
02-087	8/22/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	175,328.20	118,970.38
02-088	8/22/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	382,687.28	263,330.59
02-089	8/22/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	120,000.00	82,573.11
02-090	8/22/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	229,500.00	155,729.10
02-091	8/22/2002	9/1/2007	Development of E-WiSACWIS (Internet Bas)	456,801.60	94,904.25
02-092	8/22/2002	3/1/2009	Dbase Redesign	294,232.65	114,829.12
02-093	8/22/2002	9/1/2007	WiSACWIS Phase 2 - State Roll-Out	644,028.00	133,802.06
02-096	8/22/2002	3/1/2007	Tractor for University Ridge Golf Course	24,500.00	2,847.23
02-100	9/13/2002	9/1/2007	Grand Piano	17,000.00	3,527.85
02-104	9/13/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	682,701.48	469,236.99
02-105	9/13/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	222,320.50	150,685.24
02-106	9/13/2002	9/1/2016	WEI 3-Energy Perf Contract; Southern Wisconsin Center	105,963.42	71,820.31
02-107	9/13/2002	3/1/2017	WEI 3-Energy Perf Contract; Oshkosh Correctional	553,036.00	380,114.83
02-108	9/13/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	575,550.00	395,589.25
02-109	9/13/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	419,000.00	283,991.45
02-110	9/13/2002	9/1/2012	WEI 3-Energy Perf Contract; UW-Colleges Washington County	34,200.00	19,784.49
02-111	9/13/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-LaCrosse	96,300.00	66,189.30
02-112	9/13/2002	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	597,251.20	415,518.05
02-113	9/13/2002	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	75,777.00	45,930.73
02-115	9/13/2002	3/1/2009	Dbase Redesign	281,173.53	109,607.39
02-116	10/4/2002	9/1/2007	E-WiSACWIS - Internet Based	292,485.20	60,619.00
02-117	10/4/2002	9/1/2007	WiSACWIS Phase 2 - State Roll-Out	684,481.00	141,862.09
02-120	10/4/2002	9/1/2009	Record Center Shelving	314,453.00	135,401.93
02-123	10/24/2002	3/1/2009	Dbase Redesign	359,712.77	139,896.64
02-126	10/24/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	30,641.00	21,011.18
02-127	10/24/2002	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	361,201.60	250,708.28
02-128	10/24/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	100,000.00	67,620.33
02-129	10/24/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	75,000.00	51,429.10
02-130	10/24/2002	9/1/2014	WEI 3-Energy Perf Contract; Kettle Moraine Correctional	127,113.00	80,434.11

Table IV-2—Continued
OUTSTANDING MASTER LEASE SCHEDULES
(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
02-131	10/24/2002	9/1/2013	WEI 3-Energy Perf Contract; UW-Colleges Fox Valley	143,756.00	86,931.67
02-132	10/24/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	1,077,876.00	739,122.29
02-142	11/19/2002	9/1/2007	Development of E-WiSACWIS	258,494.80	53,429.17
02-143	11/19/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-LaCrosse	63,250.00	43,299.86
02-144	11/19/2002	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	65,090.00	39,295.68
02-145	11/19/2002	9/1/2009	Dbase Redesign	788,372.82	338,549.72
02-146	11/19/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	90,000.00	60,757.25
02-147	11/19/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	59,634.00	40,824.39
02-148	11/19/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	171,500.00	117,405.94
02-149	12/19/2002	9/1/2009	Integrated Tax System Phase 2	6,056,718.00	2,597,339.45
02-150	12/30/2002	9/1/2008	Development of ICS	232,282.51	74,302.95
02-151	12/30/2002	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	121,100.00	74,108.29
02-152	12/30/2002	3/1/2016	WEI 3-Energy Perf Contract; Kings Veterans' Home	13,010.00	8,898.83
02-153	12/30/2002	9/1/2013	WEI 3-Energy Perf Contract; UW-Colleges Fox Valley	36,500.00	22,336.53
02-154	12/30/2002	9/1/2014	WEI 3-Energy Perf Contract; Kettle Moraine Correctional	69,200.00	44,587.40
02-155	12/30/2002	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Health	39,220.00	24,992.02
02-156	12/30/2002	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	189,187.30	135,415.72
02-157	12/30/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	120,000.00	84,714.85
02-158	12/30/2002	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	130,075.00	90,453.25
02-159	12/30/2002	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	103,000.00	72,713.57
02-160	12/30/2002	9/1/2009	Dbase Redesign	347,464.91	144,935.18
02-163	12/30/2002	9/1/2016	WEI 3-Energy Perf Contract; Southern Wisconsin Center	42,633.43	29,646.97
02-164	12/30/2002	9/1/2008	Systems and Office Furniture - State Justice Center	29,446.94	9,419.54
03-001	1/24/2003	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	41,851.50	30,133.83
03-002	1/24/2003	9/1/2014	WEI 3-Energy Perf Contract; Kettle Moraine Correctional	45,000.00	29,200.98
03-003	1/24/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	51,670.00	36,698.87
03-004	1/24/2003	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	222,760.00	155,875.73
03-005	1/24/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	82,800.00	58,809.12
03-006	1/24/2003	9/1/2008	Development of ICS	833,478.00	270,107.20
03-007	1/24/2003	9/1/2009	DMV DataBase Redesign	318,371.14	134,290.85
03-011	2/14/2003	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	77,200.00	47,901.72
03-012	2/14/2003	9/1/2009	DMV DataBase Redesign	430,084.33	183,080.02
03-014	2/14/2003	3/1/2008	Shelving	32,027.49	8,436.93
03-015	2/14/2003	9/1/2008	Development of ICS	668,781.87	219,065.87
03-016	2/28/2003	3/1/2016	WEI 3-Energy Perf Contract; UW-Milwaukee Phase 4	55,150.00	38,325.12
03-017	2/28/2003	3/1/2017	WEI 3-Energy Perf Contract; Oshkosh Correctional	16,880.00	12,096.07
03-018	2/28/2003	9/1/2008	Development of ICS	107,814.74	35,623.34
03-020	2/28/2003	3/1/2018	WEI 3-Energy Perf Contract; UW-Colleges Marathon County	69,900.00	51,404.99
03-025	3/14/2003	9/1/2008	Development of ICS	257,231.01	85,637.04
03-026	3/14/2003	3/1/2010	Development of E-WiSACWIS	324,211.90	145,627.55
03-029	3/14/2003	3/1/2010	Coach Bus	340,822.00	160,006.60
03-030	3/14/2003	3/1/2010	Database Redesign	383,004.41	179,810.08
03-031	4/14/2003	9/1/2008	Development of ICS	274,939.88	93,076.09
03-032	4/14/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	85,000.00	61,589.94
03-033	4/14/2003	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	38,911.40	28,566.99
03-034	4/14/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	157,664.00	114,241.36
03-035	4/14/2003	9/1/2016	WEI 3-Energy Perf Contract; UW-Whitewater	35,496.15	25,354.19
03-038	4/14/2003	9/1/2008	Excise Tax and Reporting System	100,000.00	33,853.25
03-039	4/14/2003	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	27,980.00	17,694.78
03-040	4/14/2003	3/1/2010	DMV DataBase Redesign	468,532.04	222,915.13
03-042	5/6/2003	9/1/2008	Development of ICS	143,987.54	49,347.39
03-045	5/6/2003	9/1/2009	Integrated Tax System Phase 2	1,246,527.00	551,546.94
03-046	7/31/2003	3/1/2018	WEI 3-Energy Perf Contract; UW-Eau Claire Phase 3	52,680.00	40,130.46
03-049	5/6/2003	3/1/2010	Coach Bus	340,822.00	163,753.94
03-050	5/6/2003	3/1/2010	Manure Handling Equipment - Waupun Farms	163,000.00	78,316.22
03-052	5/27/2003	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	306,308.00	221,265.95
03-053	5/27/2003	9/1/2012	WEI 3-Energy Perf Contract; UW-Colleges Washington County	8,025.00	4,893.80
03-054	5/27/2003	3/1/2010	Database Redesgin	481,094.79	233,331.43
03-055	5/27/2003	3/1/2010	Development of E-WISACWIS	265,726.00	128,877.36

Table IV-2—Continued
OUTSTANDING MASTER LEASE SCHEDULES
(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
03-057	6/19/2003	9/1/2013	WEI 3-Energy Perf Contract; Oakhill Correctional	172,414.90	111,283.86
03-059	6/19/2003	3/1/2008	Golf Course Maintenance Equipment	10,275.00	2,920.25
03-060	6/19/2003	3/1/2010	Database Redesign	350,079.93	171,390.42
03-061	6/19/2003	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	189,775.00	137,806.99
03-062	7/10/2003	9/1/2016	WEI 3-Energy Perf Contract; Southern Wisconsin Center	27,851.81	20,333.45
03-063	7/10/2003	3/1/2010	Development of E-WiSACWIS	291,680.70	144,144.71
03-066	7/10/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-LaCrosse	19,432.00	14,382.05
03-067	7/10/2003	3/1/2010	Manure Handling System	37,000.00	18,284.91
03-072	7/31/2003	3/1/2010	DMV DataBase Redesign	295,253.01	150,602.11
03-073	7/31/2003	3/1/2008	Golf Course Maintenance Equipment	22,310.00	6,904.98
03-074	7/31/2003	3/1/2010	Development of E-WISACWIS	187,592.80	88,720.77
03-076	7/31/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	250,000.00	186,059.49
03-077	7/31/2003	9/1/2013	WEI 3-Energy Perf Contract; UW-Stevens Point	11,740.00	7,709.75
03-079	8/20/2003	3/1/2010	WiSACWIS Phase 2	1,055,797.00	271,807.56
03-080	8/20/2003	3/1/2010	DMV DataBase Redesign	281,408.93	144,893.52
03-082	8/20/2003	3/1/2008	Golf Course Maintenance Equipment	94,312.78	29,581.98
03-083	8/20/2003	3/1/2010	Addition of Lavatories to Coach Buses	32,821.80	16,899.49
03-085	9/19/2003	9/1/2008	Development of ICS Phase 2.0	108,257.75	41,914.04
03-087	9/22/2003	9/1/2008	Integrated Tax System	358,682.00	55,629.20
03-088	9/22/2003	9/1/2010	Development of WiSACWIS Phase 2	654,520.00	181,439.75
03-089	9/19/2003	3/1/2010	DMV DataBase Redesign	326,148.03	170,632.37
03-091	10/27/2003	9/1/2013	WEI 3-Energy Perf Contract; Oregon Correctional	52,068.10	35,248.26
03-092	10/27/2003	3/1/2010	DMV DataBase Redesign	302,529.60	161,043.54
03-093	10/27/2003	3/1/2018	WEI 3-Energy Perf Contract; UW-Eau Claire	163,040.00	127,044.64
03-094	10/27/2003	9/1/2008	Development of ICS Phase 2.0	54,543.00	21,592.60
03-096	11/13/2003	3/1/2010	DMV DataBase Redesign	351,103.03	188,406.84
03-099	11/13/2003	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	130,000.00	100,168.65
03-100	12/11/2003	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	758,482.00	577,949.33
03-101	12/11/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	254,050.00	195,938.85
03-102	12/11/2003	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	75,617.00	58,320.45
03-103	12/11/2003	9/1/2010	Development of WiSACWIS Phase 2	1,653,820.00	444,016.78
03-105	12/11/2003	3/1/2015	WEI 3-Energy Perf Contract; UW-Madison Charter Street Phase 2	22,500.00	16,409.97
03-106	12/11/2003	9/1/2008	Development of ICS	54,540.50	22,204.24
03-107	12/11/2003	3/1/2010	Database Redesign	232,218.56	126,860.06
04-001	1/16/2004	9/1/2010	Development of E-WiSACWIS-Internet Child	43,183.20	12,616.83
04-002	1/16/2004	3/1/2010	Dbase Redesign	201,270.61	111,411.73
04-003	1/16/2004	9/1/2008	Development of ICS	50,462.63	21,016.13
04-006	2/24/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Health	31,633.00	24,886.76
04-007	2/24/2004	9/1/2010	Development of WiSACWIS Phase 2	229,658.00	68,317.42
04-008	2/24/2004	9/1/2010	Development of E-WiSACWIS	38,105.40	11,335.39
04-009	2/24/2004	3/1/2010	Dbase Development - DMV	133,559.64	75,375.79
04-012	2/24/2004	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	277,000.00	215,435.17
04-013	2/24/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	278,200.00	218,869.45
04-014	2/24/2004	3/1/2010	Manure Handling System - Waupun Correctional	9,454.00	5,335.47
04-015	3/23/2004	3/1/2010	Dbase Development - DMV	205,290.14	117,594.82
04-016	3/23/2004	9/1/2010	Development of Statewide Child Welfare System	1,586,770.00	478,592.87
04-017	4/22/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Colleges Baraboo/Sauk	163,226.00	130,474.34
04-018	4/22/2004	3/1/2012	WEI 3-Energy Perf Contract; Dodge Correctional	144,800.00	101,819.04
04-019	4/22/2004	3/1/2010	Dbase Development - DMV	85,048.88	49,454.92
04-020	4/22/2004	3/1/2009	Golf Course Maintenance Equipment	17,398.00	8,704.30
04-021	4/22/2004	9/1/2015	WEI 3-Energy Perf Contract; UW-Madison Biotron Facility	6,165.00	4,752.19
04-023	5/12/2004	3/1/2007	IBM pSeries Server Systems	600,212.40	97,038.09
04-024	5/12/2004	9/1/2008	Excise Tax and Reporting System	350,000.00	112,603.12
04-026	5/12/2004	3/1/2009	Golf Course Maintenance Equipment	84,465.00	42,788.58
04-027	5/12/2004	3/1/2010	Dbase Redesign	190,133.00	111,723.27
04-028	6/10/2004	3/1/2007	PCs for General Access Computer Lab	68,400.00	11,391.85
04-029	6/10/2004	3/1/2007	PCs for General Access Computer Lab	43,428.37	7,232.88
04-030	6/10/2004	3/1/2010	Dbase Redesign - FINAL	5,269.75	3,142.74
04-031	6/10/2004	9/1/2010	WiSACWIS Phase 2 - Develop Statewide Sys	119,434.00	37,393.95

Table IV-2—Continued
OUTSTANDING MASTER LEASE SCHEDULES
(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
04-032	6/10/2004	3/1/2018	WEI 3-Energy Perf Contract; UW-Eau Claire Phase 3	4,915.00	4,056.45
04-033	6/10/2004	3/1/2007	PCs for Student Labs	83,300.00	13,873.43
04-034	6/30/2004	3/1/2010	Integrated Tax System Phase 2	413,838.00	249,472.73
04-037	6/30/2004	9/1/2010	WiSACWIS Phase 2 - Develop Statewide Sys	43,174.00	13,652.93
04-038	6/30/2004	3/1/2007	Microscope System	44,737.37	7,614.87
04-039	6/30/2004	3/1/2007	IBM pSeries Server Systems	105,272.32	17,918.70
04-041	7/20/2004	9/1/2009	CARES - Web Graphical User Interface	879,325.00	503,983.41
04-042	7/20/2004	9/1/2014	WEI 3-Energy Perf Contract; Ethan Allen School	210,757.00	164,688.76
04-043	8/20/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	190,000.00	156,635.14
04-044	8/20/2004	9/1/2010	Development of WiSACWIS Phase 2 - FINAL	2,430,141.00	794,322.97
04-045	9/20/2004	9/1/2011	LED Sign	559,063.07	395,465.45
04-046	9/20/2004	9/1/2009	Vehicle Scale Test Truck	74,591.48	44,815.26
04-047	9/20/2004	9/1/2007	Servers and Storage Area Network System	261,095.00	88,243.80
04-049	10/29/2004	9/1/2014	WEI 3-Energy Perf Contract; Ethan Allen School	122,991.00	95,662.14
04-050	10/29/2004	3/1/2012	WEI 3-Energy Perf Contract; Dodge Correctional	418,453.00	306,620.62
04-051	10/29/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Colleges Baraboo/Sauk	30,663.00	25,763.40
04-052	10/29/2004	3/1/2009	Upgrade to CARES System	1,237,709.03	726,975.00
04-053	10/29/2004	9/1/2007	Server Replacement/SANS	6,984.00	2,456.60
04-054	10/29/2004	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	175,000.00	147,037.01
04-055	10/29/2004	9/1/2017	WEI 3-Energy Perf Contract; Racine Correctional	28,051.00	23,766.67
04-056	10/29/2004	9/1/2009	Street & Directional Signage - SFP	37,442.58	23,036.63
04-058	11/30/2004	9/1/2009	Street & Directional Signage - SFP	25,853.31	16,212.20
04-059	11/30/2004	9/1/2008	Excise Tax and Reporting System	356,000.00	168,340.89
04-060	11/30/2004	3/1/2009	Upgrade to CARES System	1,117,580.00	669,042.79
04-061	11/30/2004	3/1/2018	WEI 3-Energy Perf Contract; UW-Eau Claire	42,765.00	36,803.52
05-001	1/6/2005	3/1/2009	Development of Data Center	285,000.00	170,961.88
05-002	1/6/2005	9/1/2009	Van Body, Trolley System, and Scale Test	102,500.00	65,709.67
05-003	1/31/2005	3/1/2008	Laptops	56,190.00	27,373.69
05-004	1/31/2005	3/1/2012	WEI 3-Energy Perf Contract; Dodge Correctional	90,617.00	68,963.72
05-005	1/31/2005	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	175,000.00	141,160.13
05-006	2/24/2005	3/1/2008	Laptop Computers	334,644.00	166,693.50
05-007	3/17/2005	3/1/2008	Computer Printers-IT Hardware	213,325.20	108,605.50
05-008	3/17/2005	3/1/2009	Development of Data Center	133,000.00	83,830.71
05-009	3/17/2005	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	501,490.00	439,666.36
05-010	3/17/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	320,550.00	279,037.58
05-011	3/17/2005	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	290,000.00	250,477.29
05-012	3/17/2005	3/1/2007	Snow Removal Equipment/Wheel Loader	126,772.00	15,313.32
05-013	3/17/2005	3/1/2008	Develop E-Filing Estate Transfer Return	100,000.00	50,910.76
05-014	4/13/2005	9/1/2009	Upgrade to CARES System	744,430.00	506,766.81
05-015	4/13/2005	9/1/2008	Excise Tax and Reporting System	310,791.35	183,392.59
05-016	4/13/2005	3/1/2008	Data Warehouse Project	102,443.24	53,445.53
05-019	4/13/2005	3/1/2009	Development of Data Center	199,500.00	128,042.48
05-020	4/13/2005	3/1/2008	PCs, Workstation and Related Software	534,159.45	278,675.60
05-021	5/5/2005	3/1/2008	PCs, Hardware and Software	416,458.02	221,881.45
05-022	5/5/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	547,825.00	482,238.23
05-023	5/5/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	387,180.00	341,203.55
05-024	5/5/2005	3/1/2008	Data Warehouse Project	188,510.77	100,435.19
05-025	5/5/2005	3/1/2008	Various IT Hardware/Software Upgrades	89,501.92	47,685.03
05-026	5/5/2005	3/1/2008	Apple Mac PCs; General Access Lab	99,712.00	53,124.78
05-027	5/5/2005	3/1/2008	PCs	46,665.00	24,862.29
05-028	5/26/2005	3/1/2008	PCs, Hardware and Software	172,660.80	93,897.31
05-029	5/26/2005	3/1/2008	Data Warehouse Project	97,861.03	53,219.31
05-031	5/26/2005	3/1/2008	Server Replacement and Audit Laptops	30,921.44	16,815.87
05-032	5/26/2005	3/1/2010	Integrated Tax System Phase 3	441,815.00	322,021.09
05-033	6/9/2005	3/1/2010	Golf Course Maintenance Equipment	118,620.00	87,097.05
05-034	6/9/2005	3/1/2008	PCs, Hardware and Software	56,669.74	31,219.87
05-035	6/9/2005	3/1/2012	ITS Phase 3-WINPAS Project	1,400,000.00	134,444.56
05-036	6/30/2005	3/1/2010	Integrated Tax System Phase 3	211,410.00	141,430.57
05-038	7/26/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	220,000.00	203,506.63

Table IV-2—Continued

OUTSTANDING MASTER LEASE SCHEDULES

(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
05-039	7/26/2005	3/1/2008	Develop E-Filing Estate Transfer Return	140,000.00	42,172.25
05-040	11/9/2005	9/1/2008	Mobile Communications Upgrade	229,957.00	164,945.19
05-041	7/26/2005	9/1/2008	WINPAS Blade Server	357,432.77	238,849.16
05-042	7/26/2005	3/1/2008	PCs, Hardware and Software	15,844.39	9,545.62
05-043	8/17/2005	9/1/2011	LED Sign	35,000.00	28,760.88
05-044	8/17/2005	3/1/2009	CAD V, CAD V Redundancy, Digitized Mapping	283,850.00	201,729.38
05-045	8/17/2005	3/1/2008	PCs, Hardware and Software	16,626.68	9,934.64
05-046	9/7/2005	3/1/2012	ITS Phase 3-WINPAS Project	600,000.00	503,385.02
05-047	9/7/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	165,000.00	149,798.17
05-048	9/7/2005	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	319,286.00	276,654.11
05-049	9/7/2005	3/1/2008	PC Software	46,764.12	28,537.74
05-050	9/7/2005	3/1/2007	WEI 3-Energy Perf Contract; UW-Oshkosh	152,509.00	141,109.79
05-051	10/5/2005	9/1/2008	WINPAS Blade Server	185,350.81	128,706.21
05-052	10/19/2005	3/1/2008	PCs, Hardware and Software	272,373.01	174,642.97
05-053	10/19/2005	3/1/2008	E-Filing of Real Estate Transfer Return	99,807.50	63,995.63
05-054	11/23/2005	3/1/2012	ITS Phase 3-WINPAS Project	900,000.00	779,905.09
05-055	11/23/2005	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	170,643.00	157,884.81
05-056	11/23/2005	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	350,000.00	311,130.06
05-057	11/23/2005	9/1/2008	DL Navigator Equipment Package Upgrade for BadgerNet	1,116,000.00	819,900.55
05-058	12/21/2005	3/1/2012	WEI 3-Energy Perf Contract; Dodge Correctional	70,175.00	61,287.99
05-059	12/21/2005	9/1/2008	Mobile Communications Upgrade	161,903.00	120,972.20
06-001	1/11/2006	3/1/2012	ITS Phase 3-WINPAS Project	450,000.00	396,644.37
06-002	1/11/2006	3/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 2	24,000.00	22,240.23
06-003	1/11/2006	3/1/2008	PCs, Hardware and Software	2,466.80	1,740.00
06-004	1/11/2006	9/1/2010	Portable Radios & Inband Repeaters	777,787.00	664,971.58
06-005	1/31/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	88,770.00	84,592.60
06-006	1/31/2006	3/1/2008	E-Filing of Real Estate Transfer Return	172,000.00	124,372.22
06-007	1/31/2006	9/1/2010	Portable Radios & Inband Repeaters	250,600.00	137,468.83
06-008	2/17/2006	3/1/2012	ITS Phase 3-WINPAS Project	2,050,000.00	1,833,646.12
06-009	2/17/2006	3/1/2009	Development of Data Center	63,503.87	52,165.82
06-010	3/3/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	110,600.00	104,625.26
06-011	3/3/2006	3/1/2009	Server Consolidation Initiative Phase 1	1,979,772.66	1,635,307.92
06-012	3/31/2006	3/1/2009	Development of Data Center	76,500.00	65,259.16
06-013	3/31/2006	3/1/2009	Server Consolidation Initiative Phase 1	2,633,879.00	2,246,859.49
06-014	3/31/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	33,231.00	31,604.35
06-015	3/31/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 3	42,500.00	40,419.64
06-016	3/31/2006	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	70,442.00	66,744.89
06-017	3/31/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	170,000.00	161,678.55
06-018	3/31/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	25,544.00	24,375.90
06-019	3/31/2006	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	160,000.00	147,908.54
06-020	4/17/2006	3/1/2009	PCs, Hardware and Software	5,533.20	4,792.36
06-022	5/19/2006	3/1/2009	Plan & Design of Network Storage	27,424.00	24,448.21
06-024	5/19/2006	3/1/2009	Development of Data Center	332,500.00	286,363.29
06-025	5/19/2006	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	367,500.00	351,681.64
06-026	5/19/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	240,000.00	230,391.33
06-027	5/19/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	25,000.00	24,067.52
06-028	5/19/2006	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	120,000.00	112,495.01
06-029	5/19/2006	3/1/2013	Development of IPAS	144,187.00	134,316.88
06-030	5/31/2006	3/1/2009	Servers, Hardware, and Software	602,516.96	499,927.42
06-032	6/16/2006	3/1/2009	PCs, Memory, Laptops, and Software	685,505.98	491,292.38
06-033	6/16/2006	3/1/2009	Mobile & Portable Radio Equip Upgrade	404,686.60	311,958.91
06-034	6/16/2006	3/1/2009	7 Passenger Minivan	15,117.00	13,826.07
06-035	6/16/2006	3/1/2011	Golf Course Maintenance Equipment	65,660.50	61,495.00
06-036	6/30/2006	3/1/2010	Communications Equipment Upgrade	290,264.00	125,897.29
06-037	6/30/2006	9/1/2016	WEI 3-Energy Perf Contract; UW-Madison Section 4	574,730.00	554,880.26
06-038	6/30/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	530,000.00	513,043.26
06-039	6/30/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	70,000.00	67,922.38
06-040	6/30/2006	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	100,000.00	94,914.44
06-041	6/30/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	50,000.00	48,400.31

Table IV-2—Continued

OUTSTANDING MASTER LEASE SCHEDULES

(As of December 1, 2006)

Schedule Number	Origination Date	Maturity Date	Leased Item	Financed Amount	Principal Balance
06-042	6/30/2006	3/1/2009	Server Consolidation Initiative Phase 1	687,753.86	631,800.20
06-044	6/30/2006	3/1/2012	ITS Phase 3-WINPAS Project	300,000.00	283,554.79
06-045	6/30/2006	3/1/2013	Integrated Business Information System	3,825,007.91	3,728,701.62
06-046	6/30/2006	3/1/2009	Communications Equipment Upgrade	131,998.90	86,602.88
06-047	7/19/2006	3/1/2009	15 Passenger Van	21,015.00	19,849.83
06-048	7/19/2006	3/1/2009	Server Consolidation Initiative Phase 2	370,254.19	338,932.75
06-049	7/19/2006	3/1/2009	Server Consolidation Initiative Phase 1	42,370.35	40,021.15
06-050	7/19/2006	3/1/2012	ITS Phase 3-WINPAS Project	600,000.00	571,600.22
06-051	8/2/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	170,000.00	167,208.04
06-052	8/2/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	40,000.00	39,343.07
06-053	8/2/2006	3/1/2009	Server Consolidation Initiative Phase 2	706,959.60	699,951.99
06-054	8/2/2006	3/1/2011	Golf Course Maintenance Equipment	40,223.00	39,380.73
06-055	8/2/2006	3/1/2012	ITS Phase 3-WINPAS Project	1,000,000.00	976,540.15
06-056	8/31/2006	9/1/2014	WEI 3-Energy Perf Contract; Ethan Allen School	25,848.00	25,848.00
06-057	8/31/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	160,000.00	160,000.00
06-058	8/31/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	70,000.00	70,000.00
06-059	8/31/2006	3/1/2014	WEI 3-Energy Perf Contract; UW-Madison Section 7	50,000.00	50,000.00
06-060	8/31/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	152,000.00	152,000.00
06-061	9/15/2006	3/1/2010	Communications Equipment Upgrade	127,912.78	127,912.78
06-062	9/15/2006	3/1/2009	Server Consolidation Initiative Phase 2	265,318.02	265,318.02
06-063	9/29/2006	9/1/2008	DL Navigator Equipment Package Upgrade for BadgerNet	744,000.00	744,000.00
06-064	9/29/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 5	180,000.00	180,000.00
06-065	9/29/2006	9/1/2017	WEI 3-Energy Perf Contract; UW-Madison Section 6	95,000.00	95,000.00
06-066	9/29/2006	3/1/2017	WEI 3-Energy Perf Contract; UW-Oshkosh	28,000.00	28,000.00
06-067	10/17/2006	3/1/2009	Server Consolidation Initiative Phase 2	134,182.00	134,182.00
06-068	10/17/2006	3/1/2012	ITS Phase 3-WINPAS Project	500,000.00	500,000.00
06-069	10/31/2006	3/1/2009	Server Consolidation Initiative Phase 2	4,338,376.00	4,338,376.00
06-070	10/31/2006	3/1/2010	Communications Equipment Upgrade	163,863.44	163,863.44
06-071	11/22/2006	9/1/2009	LAN Infrastructure Replacement	228,568.46	228,568.46
					$84,220,206.90

SUMMARY OF THE MASTER LEASE

The following is a summary of certain provisions of the Master Lease.

Acquisition, Delivery, and Lease of Leased Items

The Master Lease establishes the process for acquiring property and service items. It requires the State to provide written notice to the Lessor, identifying:

- The items it desires to lease
- The anticipated schedule for making Lease Payments
- The anticipated date or dates on which payments to acquire the Leased Item are due and payable

The notice must also confirm that the State expects that sufficient moneys will be available to pay the acquisition costs, as arranged solely by the State. The State (or the Lessor at the State's request) orders each Leased Item from the contractor selected by the State.

The State is responsible for selecting Leased Items, reviewing the terms of purchase, and arranging for the delivery, installation, testing, servicing, and maintenance of the Leased Items.

Upon delivery and any required installation of any Leased Item that is a Property Item, the State is required to inspect such item, and if it meets the State's specifications, then the State, before the end of the acceptance period agreed to by the contractor, must provide the Lessor with a certificate of acceptance. At the time the Property Item is accepted, the State will perfect a security interest therein in favor of the Lessor or any party to which such security interest is assigned with the State's consent. Before the commencement of service for a Leased Item that is a service contract, the State must provide the Lessor with a certificate of acceptance. Any Leased Items thus acquired become subject to the Master Lease, and upon acceptance, the State becomes obligated to make the Lease Payments.

Lease Term and Lease Termination

The Master Lease is in effect until all Lease Payments have been paid, unless the Master Lease is either extended or terminated earlier, as provided in the Master Lease. With respect to any Leased Item, the obligation to make Lease Payments begins:

- On the date of execution of the related Lease Schedule and the certificate of acceptance, or
- On the date that sufficient moneys are received in a particular fund from which the costs of Leased Items are to be paid.

Subject to appropriation, the State presently intends to keep the Master Lease in effect for its entire term and to make all Lease Payments. The State agrees that the appropriate budget requests for each fiscal year will include all Lease Payments coming due in the fiscal year. In the event an emergency arises that requires the State to draw vouchers for payments that will be in excess of available moneys and the Secretary of Administration establishes a priority schedule for payments under the Statutes, the Secretary will give a high priority to Lease Payments due under the Master Lease.

In accordance with the Statutes, the continuance of the Master Lease beyond the limits of funds already available to the State is contingent upon appropriation of the necessary funds. If an Event of Nonappropriation occurs for any fiscal year, then the State has the right to terminate the Master Lease. Termination would affect all Leased Items and would be effective as of the last day of a fiscal year (that is, June 30).

The State would still be obligated to make any Lease Payments due by the end of the fiscal year but would not be responsible for the payment of any Lease Payments scheduled to come due in any succeeding fiscal year. In the event of termination of the Master Lease based on an Event of Nonappropriation, if the Lessor requests, the State is required to deliver possession of all Lease Items to the Lessor and must convey to the Lessor, or release, its interest in all Leased Items.

With respect to any Leased Item, the respective Lease Schedule terminates when all Lease Payments relating to it are paid under the Lease Schedule or when the State terminates the Lease Schedule by paying the applicable purchase price for the Leased Item.

The Master Lease will terminate in its entirety (which will affect all Leased Items) if an Event of Nonappropriation occurs, or if the State defaults and the Lessor elects to terminate the Master Lease.

Insurance Requirements; Loss or Damage to Leased Items

The State is required to provide insurance coverage against certain risks, through its self-funded liability and property programs, for which sum-sufficient appropriations are made under the Statutes. Insured risks include:

- Damage to or destruction of Leased Items
- Liability for injuries to or death of any person or damage to or loss of property related to use of the Leased Items
- The employer's costs for worker's compensation relating to use of the Leased Items

The State assumes all risks and liabilities for loss or damage to any Leased Item and for injury to or death of any person or damage to any other property arising from use of the property items or arising with respect to service items, to the extent such loss, damage, injury, death, or damage to other property is caused by acts committed by an officer or employee of the State while acting within the scope of employment or any agent of the State while acting within the scope of the agency.

If any Leased Item delivered to the State is lost, the State is required to replace the item or pay the applicable purchase price for that Leased Item.

When the State pays the purchase price for any Leased Item, the Master Lease terminates with respect to such Leased Item and the State becomes entitled to such Leased Item, *as is, where is, and without any warranty,* except for any warranty provided by the contractor.

Other Obligations

The Lessor has no responsibility for the use or maintenance of the Leased Items. The State is required to use all Leased Items carefully, properly, and lawfully. The State is required to maintain all Leased Items. The State is required to pay any charges assessed against Leased Items.

Rights in Leased Items; Security Interest

The Lessor does not have legal title to Property Items. Legal title to all Property Items rests in the State. Should the Master Lease terminate due to an Event of Nonappropriation or Event of Default, the State is required to transfer to the Lessor its interest in all Leased Items.

The State has granted to the Lessor a first priority purchase-money security interest in Leased Items to secure the State's payment of all Lease Payments.

The Lessor has no responsibility in connection with the selection of the Leased Items or the contractors providing the Leased Items. The Leased Items and contractors will be selected solely by the State.

The Lessor has no responsibility for the condition or usefulness of the Leased Items. The Leased Items are leased “as is” and “where is.” The Lessor also is not responsible for any damages in connection with the use of the Leased Items.

Assignment, Mortgaging, and Selling

The Lessor may not, without the prior written consent of the State, assign its obligations under the Master Lease or its interest in the Leased Items or grant a security interest in or lien upon the Leased Items or enter into any financing for the Leased Items.

Option to Terminate Lease Schedule

Depending on the source of funding for the Lease Schedule, the State may have the option to terminate the Lease Schedule by depositing an amount equal to the applicable purchase price. The amount shall either be:

- An amount equal to the outstanding principal amount of the Lease Schedule, interest to the date of redemption of the source of funding, and any redemption premium, or
- If permitted, an amount sufficient to purchase investments maturing on such dates and in such amounts to pay the Lease Payments when due (or until the source of funding may be redeemed).

Events of Default and Remedies

Each of the following shall be an “Event of Default” under the Master Lease:

- Failure by the State to pay when due any Lease Payments and the continuation of such failure for five business days.
- Failure by the State to observe any covenant with respect to any Leased Item (other than a failure to make Lease Payments) for a period of thirty days after notice, unless the Lessor and the Trustee agree to an extension.
- Any representation or warranty by the State in the Master Lease was untrue in any material respect.
- An “event of default” shall have occurred and be continuing under the Indenture.

If by reason of force majeure the State is unable to carry out its obligations under the Master Lease with respect to any Leased Item (other than its obligation to make Lease Payments, which must still be paid when due), the State shall not be deemed in default during the period of inability.

Whenever any Event of Default occurs, the Lessor has the right to take one or more of the following steps:

- The Lessor, with or without terminating the Master Lease, may declare all Lease Payments due or to become due during the fiscal year to be immediately due and payable.
- The Lessor, with or without terminating the Master Lease, may give the State written notice requiring the State to deliver all the Leased Items to the Lessor. If the State fails to return them within 30 days, the Lessor may exercise all its legal rights to take possession of the Leased Items and to receive damages resulting from the State’s failure. Even though the Lessor takes possession of the Leased Items, the State continues to be responsible for Lease Payments during the fiscal year. If the Event of Default is cured and the Master Lease has not been terminated with respect to such Leased Items, then the Lessor is required to return the Leased Items to the State at the State’s expense.
- If the Lessor terminates the Master Lease and takes possession of Leased Items, then the Lessor is required to attempt to sell the Leased Items in a commercially reasonable manner.

The Lessor must apply any proceeds of the sale in the following order: (1) all expenses incurred in securing possession of the Leased Items, (2) all expenses incurred in completing the sale, (3) any amounts payable to any party having a security interest in or lien against the Leased Items, (4) the applicable purchase price for the Leased Items, and (5) the balance of any Lease Payments due with respect to such Leased Items for such Fiscal Year. Any remaining proceeds of the sale will be paid to the State.

- The Lessor may use any other remedy available at law or in equity with respect to such Event of Default.

If the Master Lease is terminated before all Lease Payments have been paid, the Lessor may require the State to return the Leased Items.

SUMMARY OF THE MASTER INDENTURE

The following is a summary of certain provisions of the Master Indenture.

General

Pursuant to the Master Indenture, the Lessor has transferred to the Trustee without recourse (but also without limitation on its obligations under the Master Lease) all its right in the funds and accounts established under the Master Indenture, the Lease Schedules specified in supplemental indentures, and all Lease Payments, Leased Items, and other property and rights related to those Lease Schedules, including the security interest granted in the Master Lease. Except as provided in the Master Indenture, all properties and rights received by, and moneys and investments held by, the Trustee under the provisions of the Master Indenture shall be held in trust for the benefit of the holders of the Certificates.

Funds and Accounts; Payments to be Deposited

The Master Indenture creates the following funds and accounts to be held and administered by the Trustee for each series of Certificates: a **Certificate Payment Fund** (within includes an **Interest Account**, a **Principal Account**, and an **Additional Rent Account**), a **Project Fund** (within which is a **Project Account** and an **Earnings Account**), a **Lease Payment Fund** (within which is an **Interest Account,** a **Principal Account**, and an **Additional Rent Account**), a **Lease Payment Reserve Fund,** an **Administrative Expense Payment Fund**, and an **Insurance Fund**.

The Trustee will deposit the proceeds from the issuance of Certificates, net of the underwriters' discount:

- If specified in the supplemental indenture, the Trustee will deposit in the Principal Account and the Interest Account of the Certificate Payment Fund an amount to be used for the partial or complete redemption of one or more series of outstanding Certificates, and the Leased Items related with the redeemed Certificates will thereafter relate to the newly issued Certificates.
- If specified in the supplemental indenture, the Trustee will pay to the Lessor the costs of acquiring Leased Items that have not been reimbursed.
- Payment or reimbursement of cost of issuance.
- If specified in the supplemental indenture, the Trustee will deposit an amount in the Lease Payment Reserve Fund.
- The Trustee will deposit into the Project Account of the Project Fund the amount specified in the supplemental indenture.
- The Trustee will deposit the balance of the proceeds, if any, in the Lease Payment Fund.

Earnings on the Project Account of the Project Fund are transferred as received to the Earnings Account of the Project Fund. Moneys in the Earnings Account are transferred and used for payment of amounts due or coming due within 30 days, in the following order: (1) to the Interest Account of the Lease Payment Fund for retransfer to the Interest Account of the Certificate Payment Fund and (2) to the Administrative Expense Payment Fund.

To the extent moneys in the Earnings Account of the Project Fund exceed amounts payable as described above, the excess is deposited in the Project Account of the Project Fund.

Subject to the requirement that the Trustee shall not invest or reinvest moneys in any Fund or Account in a manner that would cause any of the Certificates to become “arbitrage bonds”, money available in the Project Account of the Project Fund will be disbursed to pay for the acquisition of additional Leased Items, as directed by the State.

Except as provided in the Master Indenture, any money remaining in the Project Account of the Project Fund on the Disbursement Period Expiration Date will be transferred by the Trustee to the Principal Account of the Lease Payment Fund, to be applied as a credit against the Lease Payments required to be paid by the State.

Upon any Event of Nonappropriation or upon an Event of Default under the Lease Schedule requiring the surrender of Leased Items, or upon any other termination of a Lease Schedule other than pursuant to the payment of all Lease Payments, or the exercise by the State of its option to pay the purchase price, the Trustee is required immediately to transfer all amounts on deposit in the Project Account of the Project Fund to the Principal Account of the Lease Payment Fund.

On any day in which Certificates are to be paid or redeemed, the Trustee is required to transfer the aggregate amount on deposit in the Principal Account of the Lease Payment Fund for deposit into the Principal Account of the Certificate Payment Fund. On the date Certificates are to be redeemed in accordance with the Master Indenture as a result of deposit of moneys into the Principal Account of the Lease Payment Fund, the Trustee is required then to transfer the money for deposit into the Principal Account of the Certificate Payment Fund. On the date that Certificates are to be redeemed due to the termination of a Lease Schedule as a result of an Event of Nonappropriation, and if funds have been transferred to the Lease Payment Fund, the Trustee is required to transfer all amounts on deposit in such Principal Account for deposit into the Principal Account of the Certificate Payment Fund. On the next succeeding Interest Payment Date after the date of transfer of moneys to the Principal Account of the Lease Payment Fund, the Trustee shall deposit such moneys into the Principal Account of the Certificate Payment Fund.

On each Interest Payment Date with respect to Certificates, the Trustee is required to transfer from the Interest Account of the Lease Payment Fund (and, if necessary, from the Earnings Account of the Project Fund) for deposit into the Interest Account of the Certificate Payment Fund, an amount equal to the interest then due on the Certificates.

On each Interest Payment Date with respect to Certificates, the Trustee is required to transfer from the Lease Payment Reserve Fund to the Interest Account or the Principal Account of the Lease Payment Fund for a particular series of Certificates to the extent amounts on deposit in the Interest Account are insufficient to pay interest due on the Certificates of such series, or amounts on deposit in the Principal Account are insufficient to pay that portion of the principal of the Certificates of such series to be paid or redeemed. If at any time amounts on deposit in the Lease Payment Reserve Fund are less than the required amount, as adjusted from time to time as provided for in the Indenture, the State upon receiving notice of such deficiency from the Trustee shall immediately pay the Trustee an amount equal to the deficiency.

The Trustee is enabled to bill the State semi-annually for all administrative expenses. If at any time the Trustee determines that payments deposited, or to be deposited, in the Administrative Expense Fund will be more or less than the expenses for the current Fiscal Year, the Trustee is enabled to adjust the semi-annual billing. The Trustee shall disburse amounts from the Administrative Expense Fund to pay invoices rendered in accordance with the Indenture.

Except as provided in the Master Indenture, the Trustee is required to pay to the State any amount remaining in any Fund or Account after full payment (or redemption) of all Certificates outstanding and payment of any fees, expenses or costs owing with respect to the Certificates or the Lease Schedules.

The Trustee is required to invest moneys it holds under the Master Indenture in **Qualified Investments** to be selected at the direction of the State giving consideration, however, to the times at which moneys are required to be disbursed under the Master Indenture and, in that connection, may place moneys in demand or time deposits with any bank or trust company authorized to accept deposits of public funds.

The following are Qualified Investments:

- Obligations of, or obligations guaranteed as to interest by, the United States or any agency or instrumentality thereof, when such obligations are backed by the full faith and credit of the United States.
- Federal Housing Administration debentures.
- Federal Home Loan Mortgage Corporation participation certificates.
- Farm Credit System consolidated system wide bonds and notes.
- Federal Home Loan Banks consolidated debt obligations.
- Federal National Mortgage Association senior debt obligations and mortgage-backed issues.
- Student Loan Marketing Association senior debt obligations and letter-of-credit-backed issues.
- Resolution Funding Corporation debt obligations.
- Unsecured certificates of deposit, time deposits, and banker's acceptances (having maturities of not more than 365 days) of any bank, the short-term obligations of which are rated the highest classification (without regard to any suffix or numerical order) by each of those agencies selected by the State to assign a credit rating to the Certificates or the Program **(Rating Agencies)**.
- Certificates of deposit or time deposits constituting direct obligations of any bank, the full amount of which is insured by the Federal Deposit Insurance Corporation.
- Debt obligations, including pre-refunded municipals, rated in either of the two highest classifications (without regard to any suffix or numerical order) by each of the Rating Agencies.
- Commercial paper rated the highest classification (without regard to any suffix or numerical order) by each of the Rating Agencies.
- Securities issued by those investment companies registered under the Investment Company Act of 1940 commonly known as "money market funds" rated in the highest classification by each of the Rating Agencies that invest solely in securities which are otherwise Qualified Investments.
- Investments made through repurchase agreements with any transferor with debt or commercial paper rated in the highest classification (without regard to any suffix or numerical order) by each of the Rating Agencies provided that each repurchase agreement (1) is acceptable in form and substance to the State and the Trustee, (2) provides for the registration of title to certificated

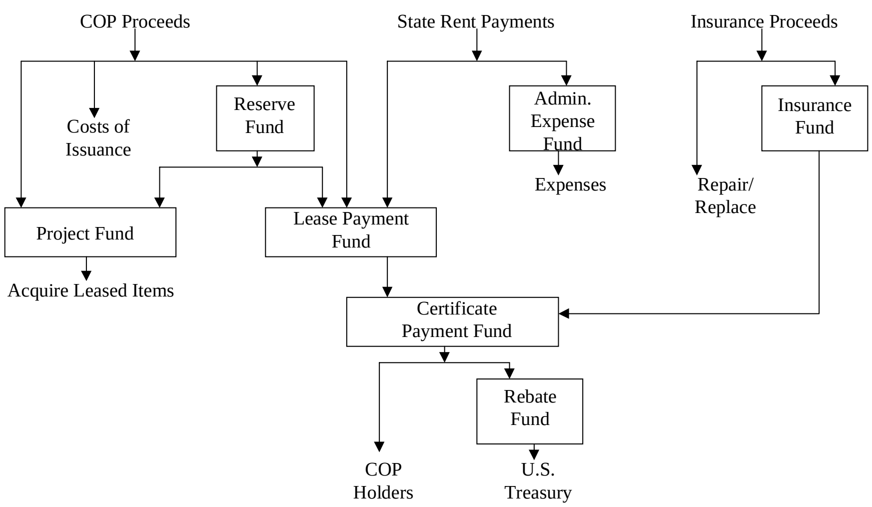
government obligations in the name of the Trustee or any agent of the Trustee and the physical transfer of certificated government obligations to the Trustee or to a custodial account in the name of the Trustee at a Federal Reserve Bank and for the registration of title to "book entry" government obligations in the name of the Trustee, (3) provides that the government obligations acquired pursuant to such repurchase agreement shall be valued at least monthly at the lower of the then current fair market value or the repurchase price in the applicable repurchase agreement (except that the Lease Payment Reserve Fund shall always be valued at the then current fair market value), and (4) is with any state or national bank or foreign bank with a United States branch or agency with short-term obligations rated in the highest classification (without regard to any suffix or numerical order) by each of the Rating Agencies.

- Any stripped securities rated in the highest classification by each of the Rating Agencies, including, but not limited to, U.S. Treasury STRIPS and REFCORP STRIPS.
- Any security which matures or which may be tendered for purchase at the option of the holder within not more than seven years of the date on which it is acquired, if that security has a rating from each of the Rating Agencies which is equal to or higher than the rating assigned to the Certificates by the Rating Agencies and the rating is in either of the two highest classifications (without regard to any suffix or numerical order) of each of the Rating Agencies.

Figure IV-1 depicts the sources and uses of the various funds.

Figure IV-1

State of Wisconsin Master Lease Program
Master Indenture - Sources and Uses of Funds



Servicing of Lease Schedules

The Lessor has agreed to service the Lease Schedules, and should the Lessor fail to do so, the Trustee has agreed to do so and enforce their terms.

Events of Default and Remedies

The following shall constitute Events of Default under the Master Indenture:

- Any Event of Nonappropriation or Event of Default under the Master Lease or any Lease Schedule.
- Failure by the Lessor or the State to observe any covenant, under the Master Indenture (other than an event specified above) for a period of 30 days after notice from the Trustee, the Lessor, or the owners of not less than 5% in aggregate principal amount of Certificates then outstanding; *provided, however,* if the failure cannot be corrected within the applicable period, those parties may not unreasonably withhold their consent to an extension of such time if corrective action is instituted and diligently pursued.
- Any additional event designated as an "Event of Default" under any Supplemental Indenture.

If an Event of Nonappropriation or an Event of Default under the Master Lease has occurred and is continuing, the Trustee is required to cause the Certificates of all series to be redeemed pursuant to the Master Indenture, pro rata, to the extent money is available in the Lease Payment Fund. In addition, if an Event of Nonappropriation or an Event of Default has occurred and is continuing, the Trustee may proceed, and upon written request of owners of not less than a majority in aggregate principal amount of Certificates then outstanding shall proceed, to take any of the remedial steps available under the Master Lease (including acceleration, if applicable) or whatever action at law or in equity may be necessary or appropriate to enforce its rights as assignee under the Master Indenture. All payments received by the Trustee with respect to the Trust upon an Event of Default, whether from the sale of Leased Items, damages or otherwise, shall be applied by the Trustee, *first*, to its reasonable fees and expenses and, *second*, to the Lease Payment Fund.

In the event that no action is taken to eliminate an Event of Default, the owners of a majority in aggregate principal amount of the Certificates then outstanding may institute any suit, action, or other proceeding at law or in equity for the protection or enforcement of any right under the Master Lease or the Master Indenture, but only if such owners have first requested in writing that action be taken, have given a reasonable opportunity for such suit, action, or other proceeding to be instituted, and have offered reasonable indemnity against the costs, expenses, and liabilities to be incurred thereby.

Amendment

The Master Indenture, the Master Lease, or any Lease Schedule (**Operative Documents**) may be amended, or a supplemental indenture created, without the consent of any owners of certificates, in order to provide for the issuance of a series of Certificates, to cure any ambiguity, to correct or supplement any provision in any of the Operative Documents that may be inconsistent with any provision in any other Operative Document, or to add any other provision with respect to matters or questions arising under any Operative Document if it is not inconsistent with the provisions of any Operative Document provided that such action does not, as evidenced by an opinion of counsel, adversely affect in any material respect the interests of any owner of certificates.

Any of the Operative Documents may also be amended from time to time with the consent of the owners of not less than 51% of the aggregate outstanding principal amount of Certificates of any series affected thereby for the purpose of adding any provisions to or changing in any manner or eliminating any of the provisions of the Operative Documents, or of modifying in any manner the rights of the owners of not less than 51% of the aggregate outstanding principal amount of Certificates; *provided, however,* that no amendment shall without the consent of the owners of all Certificates:

- Increase or reduce the amount of, or delay the timing of, or otherwise adversely affect, collections of payments under any Lease Schedule or required to be made on any Certificate
- Release any Lease Schedule or all or substantially all collateral securing a Lease Schedule, or
- Reduce the percentage required for consent to any amendment

Limitation on Rights of Certificate Holders

No owner of a Certificate has any right to vote (except as provided in the Master Indenture) or in any manner otherwise control the operation and management of the Trust, or the obligations of the parties to any of the Operative Documents; nor shall anything set forth in the Master Indenture, or contained in the terms of the Certificates, be construed so as to constitute the owners of Certificate as partners or members of an association; nor shall any owner of Certificate be under any liability to any third person by reason of any action taken by the parties to the Master Indenture pursuant to any provision of the Master Indenture.

No owners of Certificate shall have any right by virtue of any provision of the Master Indenture to institute any suit, action, or proceeding at law or in equity under or with respect to the Master Indenture, unless:

- Such owner of a Certificate has previously given to the Trustee a written notice of an Event of Default and of the continuance thereof, as provided in the Master Indenture.
- The owners of not less than 25% of the aggregate outstanding principal amount of Certificates have made written request of the Trustee to institute such action, suit, or proceeding in its own name as Trustee under the Master Indenture and shall have offered to the Trustee such reasonable indemnity as it may require against the costs, expenses, and liabilities to be incurred therein or thereby.
- The Trustee, for 30 days after its receipt of such notice, request, and offer of indemnity, shall have neglected or refused to institute any such action, suit, or proceeding.

PART V

TRANSPORTATION REVENUE OBLIGATIONS

This part of the Annual Report provides information about transportation revenue obligations issued by the State of Wisconsin **(State)**.

Total Outstanding Balance (12/1/2006)	$1,537,393,000
Amount Outstanding—Fixed Rate Obligations	$1,338,635,000
Amount Outstanding—Variable Rate Obligations	$ 198,758,000
Percentage of Outstanding Obligations in form of Variable Rate Obligations	12.93%
Bond Ratings (Fitch/Moody's/Standard & Poors)[a]	AA/Aa3/AA+[b]
Variable Rate Obligation Ratings	F1+/P-1/A-1+

[a] While some transportation revenue bonds have been insured, the ratings presented are the underlying, or unenhanced, ratings assigned to this credit.
[b] On September 26, 2006, Standard & Poor's Ratings Services upgraded the rating on the State's transportation revenue bonds from "AA–" to "AA+".

APPENDIX A to this part of the Annual Report includes the auditor's report and the audited statements of cash receipts and disbursements for the Transportation Revenue Bond Program and Transportation Revenue Commercial Paper Program for the year ended June 30, 2006, together with unaudited information. The State of Wisconsin Building Commission (**Commission**) has supervision over all matters relating to the State's issuance of revenue obligations. The Capital Finance Office, which is part of the Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs.

Transportation revenue obligations are issued pursuant to the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution, dated June 26, 1986, as amended (**General Resolution**). The State has issued transportation revenue obligations in the form of bonds and commercial paper notes. The Bank of New York Trust Company, N.A., as successor to J.P. Morgan Trust Company, National Association, serves as Trustee for the transportation revenue bond program (**Trustee**). The Trustee serves as registrar and paying agent for the bonds, and Deutsche Bank Trust Company Americas serves as issuing and paying agent for the commercial paper notes. The law firm of Quarles & Brady LLP provides bond counsel services to the State for issuance of transportation obligations.

The State 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 obligations issued under the General Resolution.

Requests for additional information about the transportation revenue obligations may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part V of the Annual Report may differ from that of terms used in another part. See "GLOSSARY" for the definition of capitalized terms used in this Part V of the Annual Report. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included by reference.

OUTSTANDING OBLIGATIONS

The State has issued the transportation revenue bonds and commercial paper notes shown in Table V-1. The table also includes the outstanding principal balances as of December 1, 2006.

Table V-1
OUTSTANDING TRANSPORTATION REVENUE OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Fixed Rate Transportation Revenue Bonds				
1986, Series A **(1986 Bonds)**	6/15/86	1987-2007	$ 139,055,000	-0-
1988, Series A **(1988 Bonds)**	4/15/88	1989-2008	51,475,000	-0-
1989, Series A **(1989 Bonds)**	4/15/89			
Serial Bonds		1990-2004	31,165,000	-0-
Term Bonds		2009	20,135,000	-0-
1991, Series A **(1991 Bonds)**	10/1/91	1992-2011	105,660,000	-0-
1992, Series A **(1992 Series A Bonds)**	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-
1992, Series B **(1992 Series B Bonds)**	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-
1993, Series A **(1993 Bonds)**	9/1/93	1994-2012	116,450,000	$ 62,065,000
1994, Series A **(1994 Bonds)**	7/1/94			
Serial Bonds		1995-2012	84,320,000	-0-
Term Bonds		2014	15,680,000	-0-
1995, Series A **(1995 Bonds)**	9/1/95	1996-2015	105,000,000	-0-
1996, Series A **(1996 Bonds)**	5/15/96	1997-2016	115,000,000	-0-

[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.

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
1998, Series A **(1998 Series A Bonds)**	8/15/98	1999-2016	130,590,000	104,130,000
1998, Series B **(1998 Series B Bonds)**	10/1/98			
Serial Bonds		2000-17	93,905,000	29,485,000 [(a)]
Term Bonds		2019	16,095,000	16,095,000
2000, Series A **(2000 Bonds)**	9/15/00	2012-21	123,700,000	-0- [(a)]
2001, Series A **(2001 Bonds)**	11/15/01	2003-22	140,000,000	112,505,000
2002, Series 1 **(2002 Series 1 Bonds)**	4/15/02	2003-19	241,865,000	132,245,000 [(a)]
2002, Series 2 **(2002 Series 2 Bonds)**	4/15/02			
Serial Bonds		2004-20	39,275,000	25,525,000 [(a)]
Term Bonds		2022	29,655,000	29,655,000
2002, Series A **(2002 Series A Bonds)**	10/15/02	2004-23	200,000,000	149,875,000 [(a)]
2003, Series A **(2003 Bonds)**	11/1/03	2005-24	250,000,000	195,675,000 [(a)]
2004, Series 1 **(2004 Bonds)**	9/30/04	2005-08		
		2012-17	95,905,000	87,725,000
2005, Series A **(2005 Series A Bonds)**	3/10/05	2006-25	235,585,000	235,585,000
2005, Series B **(2005 Series B Bonds)**	9/29/05	2007-25	158,400,000	158,400,000
Total Fixed Rate Transportation Revenue Bonds			$2,878,230,000	$1,338,635,000
Variable Rate Transportation Revenue Obligations				
1997, Commercial Paper Notes, Series A	5/7/97		$ 157,763,000	$ 107,468,000
2006, Commercial Paper Notes, Series A	10/2/06		91,290,000	91,290,000
Total Variable Rate Transportation Revenue Obligations			$ 249,053,000	$ 198,758,000
Total Transportation Revenue Obligations			$3,127,283,000	$1,537,393,000

[(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 1986 Bonds, 1988 Bonds, 1989 Bonds, 1991 Bonds, 1992 Series A Bonds, 1992 Series B Bonds, 1994 Bonds, 1995 Bonds, and the 1996 Bonds have been defeased or redeemed in full and are not Outstanding Bonds within the meaning of the General Resolution. The 1993 Bonds, 1996 Bonds, 1998 Series A Bonds, 1998 Series B Bonds, 2000 Bonds, 2001 Bonds, 2002 Series 1 Bonds, 2002 Series 2 Bonds, 2002 Series A Bonds, 2003 Bonds, 2004 Bonds, 2005 Series A Bonds, and 2005 Series B 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".

The Transportation Revenue Commercial Paper Notes of 1997, Series A and the Transportation Revenue Commercial Paper Notes of 2006, Series A (collectively, **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". The Commission has adopted a Series Resolution that authorizes the issuance of Bonds to pay for the funding of the Notes. This Series Resolution is 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. These take-out Bonds, when and if issued, will be issued on a parity with the Bonds issued by the State pursuant to the General Resolution.

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.

Prior to 2003, Program Income included only vehicle registration fees authorized under Section 341.25, Wisconsin Statutes **(Registration Fees)**. See "REGISTRATION FEES". A statutory change that was part of 2003 Wisconsin Act 33 provided that many additional vehicle registration-related fees enumerated in Wisconsin Statutes **(Other Registration-Related Fees)** can be pledged as Program Income. The supplement to the General Resolution approved by the Commission on October 15, 2003 amended the definition of **Program Income** to include both Registration Fees and the Other Registration-Related Fees.

While all Other Registration-Related Fees are Program Income, many types of the Other Registration-Related Fees result in insignificant or sporadic annual revenues. As a result, the State has requested ratings based on, and 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 State is not generally liable on the Bonds, and the Bonds are not a debt of the State for any purpose whatsoever.

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 Notes, 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.

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 the-then Outstanding Bonds. Each Series Resolution sets forth a Debt Service Reserve Requirement, if any, for that Series, and no representation is made as to the Debt Service Reserve Requirement that may be established upon the issuance of additional Series of Bonds. The specific Debt Service Reserve Requirements for all 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. It has been the State's practice not to reduce the funds in the Reserve Fund in conjunction with a reduction in the Debt Service Reserve Requirement. However, there is no assurance that the Reserve Fund will be maintained at any amount in excess of the aggregate Debt Service Reserve Requirement.

In the past, it was generally the practice of the State to fund the Reserve Fund at an amount equal to the maximum annual interest due on the-then Outstanding Bonds (fiscal year basis). This past practice generally resulted in a Debt Service Reserve Requirement being established at the time of issuance for each Series of Bonds to reflect the incremental increase in the maximum annual interest due on the-then Outstanding Bonds. In determining the maximum annual interest, the State subtracts any accrued interest or other amounts irrevocably deposited with the Trustee to be used for payment of interest.

The aggregate Debt Service Reserve Requirement is currently $60,351,600. With the issuance of the 2005 Series B Bonds, the State changed its past practice, maintained the Reserve Fund at its-then current level, and did not establish a Debt Service Reserve Requirement to reflect the incremental increase in the maximum annual interest on the-then Outstanding Bonds. Currently, the Reserve Fund is funded in the amount of $60,860,781. The difference between the aggregate Debt Service Reserve Requirement and the current Reserve Fund balance is interest earned on certain investments in the Reserve Fund. The State will make future decisions about the Debt Service Reserve Requirement and any change in the amount of Reserve Fund in connection with the issuance of additional Bonds on a case-by-base basis.

If there is a deficiency in the Reserve Fund, the Trustee shall, after setting aside in the Principal and Interest Account the applicable amounts required to be deposited therein, deposit Program Income into the Reserve Fund in an amount sufficient to remedy such deficiency.

The General Resolution provides that 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 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 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.

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)**. The Surety Bond is currently in the amount of $51,258,600 and is noncancelable until it expires on the earlier of July 1, 2023 or when all Bonds are paid-in-full. The Surety Bond is an asset of the Reserve Fund and represents approximately 84% of the Reserve Fund balance. The remaining balance in the Reserve Fund, which is $9,602,181, was initially funded with proceeds of the 2003 Bonds and is currently invested in Investment Obligations.

Surety Bond

The Surety Bond provides that Ambac Assurance will promptly deposit funds with the Trustee sufficient to enable the Trustee to make a payment due on the Bonds, but in no event exceeding the amount of Surety Bond, upon the later of:

- One day after receipt by Ambac Assurance of a demand for payment executed by the Trustee certifying that provision for the payment of principal of or interest on the Bonds when due has not been made, or
- The interest payment date specified in the Demand for Payment submitted to Ambac Assurance.

Pursuant to the terms of the Surety Bond, the amount of the Surety Bond 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-then amount of the Surety Bond. 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 additional 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.

Ambac Assurance

Ambac Assurance Corporation **(Ambac Assurance)** is a Wisconsin-domiciled stock insurance corporation regulated by the Office of the Commissioner of Insurance of the State of Wisconsin and licensed to do business in 50 states, the District of Columbia, the Territory of Guam, the Commonwealth of Puerto Rico, and the U.S. Virgin Islands, with admitted assets of approximately $9,699,000,000 (unaudited) and statutory capital of approximately $6,223,000,000 (unaudited) as of September 30, 2006. Statutory capital consists of Ambac Assurance's policyholders' surplus and statutory contingency reserve. Standard & Poor's Credit Markets Services, a Division of The McGraw-Hill Companies, Moody's Investors Service and Fitch Ratings have each assigned a triple-A financial strength rating to Ambac Assurance.

Ambac Assurance has obtained a ruling from the Internal Revenue Service to the effect that the insuring of an obligation by Ambac Assurance will not affect the treatment for federal income tax purposes of interest on such obligation and that insurance proceeds representing maturing interest paid by Ambac Assurance under policy provisions substantially identical to those contained in its municipal bond insurance policy shall be treated for federal income tax purposes in the same manner as if such payments were made by the issuer.

Ambac Assurance makes no representation regarding the Bonds or the advisability of investing in the Bonds and makes no representation regarding, nor has it participated in the preparation of, the Annual Report other than the information supplied by Ambac Assurance and presented under the headings "*Surety Bond*" and *"Ambac Assurance"*.

The parent company of Ambac Assurance, Ambac Financial Group, Inc., is subject to the informational requirements of the Securities Exchange Act of 1934, as amended , and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission **(SEC)**. These reports, proxy statements, and other information can be read and copied at the SEC's public reference room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800- SEC-0330 for further information on the public reference room. The SEC maintains an internet site at http://www.sec.gov that contains reports, proxy and information statements, and other information regarding companies that file electronically with the SEC, including the parent company of Ambac Assurance. This internet site is not incorporated by reference into this part of the Annual Report. In addition, the aforementioned material may also be inspected at the offices of the New York Stock Exchange, Inc. at 20 Broad Street, New York, New York 10005.

Copies of Ambac Assurance's financial statements prepared in accordance with statutory accounting standards are available from Ambac Assurance. The address of Ambac Assurance's administrative offices and its telephone number are One State Street Plaza, 19th Floor, New York, New York 10004 and (212) 668-0340.

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 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 $2.324 billion of transportation revenue obligations to finance a portion of major highway projects, of which approximately $166 million remain unissued. The issuance of transportation revenue obligations beyond this amount would require additional legislative authorization.

In addition, upon the issuance of such additional Bonds the amount on deposit in the Reserve Fund must at least equal the 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, based on the Department of Transportation's estimated total Program Income for 2007-2016, which includes Registration Fees and certain Other Registration-Related Fees for 2007-2016. 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. The annual debt service amounts in Table V-2 includes the assumed issuance of Bonds in the amount of approximately $199 million that would fund the current outstanding amount of Notes. Table V-3 provides the expected amortization of the Notes.

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.

Table V-2
Debt Service on Outstanding Transportation Revenue Bonds and Estimated Revenue Coverage

Year Ended (July 1)	Total Debt Service[(a)(b)]	Estimated Registration Fees (Millions) [(c)]	Estimated Certain Other Registration-Related Fees (Millions) [(c)(d)]	Estimated Total Program Income (Millions) [(c)]	Estimated Coverage Ratio[(e)]
2007	$164,126,325	$384.98	$64.01	$448.99	2.74
2008	167,362,074	401.30	64.01	465.31	2.78
2009	162,471,999	405.49	64.01	469.50	2.89
2010	150,950,264	423.30	64.01	487.31	3.23
2011	151,029,115	428.79	64.01	492.80	3.26
2012	148,620,696	447.75	64.01	511.76	3.44
2013	148,968,189	454.38	64.01	518.39	3.48
2014	148,701,161	474.63	64.01	538.64	3.62
2015	140,789,986	482.56	64.01	546.57	3.88
2016	132,485,893	504.06	64.01	568.07	4.29
2017	123,199,405				
2018	107,962,405				
2019	98,972,098				
2020	90,897,129				
2021	91,013,244				
2022	74,831,273				
2023	53,815,683				
2024	37,822,195				
2025	17,776,545				
	$2,211,795,676				

(a) Debt service amounts are reduced to reflect accrued interest and purchase premium that, pursuant to the General Resolution, are irrevocably deposited into the Interest Account and used to make interest payments due on the Bonds.
(b) Includes debt service for assumed aggregate $199 million in Bonds that could be issued to fund the current two issues of Notes. These assumed bond issues are amortized with level debt service payments until 2018 and 2017, respectively, using an assumed interest rate of 5.00% per annum.
(c) Excludes interest earnings.
(d) Reflects increases in title fees and duplicate title fees that were effective October 1, 2005.
(e) Assumes that no additional bonds will be issued and continuation of current Registration Fees and Certain Other Registration-Related Fees. Estimates of Program Income and coverage beyond 2016 are not available.

Table V-3
Amortization Schedule
Transportation Revenue Commercial Paper Notes
Issued to December 1, 2006

Year Ending (July 1)	Principal Amount
2007	$ 6,760,000
2008	14,380,000
2009	15,120,000
2010	15,905,000
2011	16,745,000
2012	17,630,000
2013	18,575,000
2014	19,565,000
2015	20,625,000
2016	21,735,000
2017	22,915,000
2018	8,803,000
Total:	$ 198,758,000

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 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 current types of major Registration Fees.

Table V-4
Current Registration Fees
(Section 341.25, Wisconsin Statutes)

Vehicle	Annual Fee
Automobile	$55
Trucks	Weight-based fee ranging from $48.50 to $1,969.50.
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
Motor Vehicle Registrations[(a)]
1997 to 2006
(Millions of Vehicles)

Fiscal Year (June 30)	Automobiles[(b)]	Trucks[(c)]	Other Vehicles [(d)]	Total	% Change
1997	2.90	0.83	.61	4.34	—
1998	3.01	0.89	.61	4.51	3.9%
1999	3.03	0.92	.66	4.61	2.2
2000	3.10	0.96	.64	4.70	1.6
2001	3.17	1.00	.69	4.86	3.4
2002	3.22	1.03	.70	4.95	1.9
2003	3.29	1.05	.75	5.09	2.8
2004	3.32	1.08	.77	5.17	1.6
2005	3.36	1.11	.85	5.32	2.9
2006	3.41	1.14	.89	5.44	2.3

(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
Registration Fee Revenues
1997 to 2006
(Amounts in Millions)

Fiscal Year (June 30)	Non-IRP Fees	Pledged IRP Fees	Total	% Change
1997	$207.4	$46.8	$254.2	—
1998	232.4	48.2	280.6	10.4%
1999	244.6	49.9	294.5	4.9
2000	255.7	55.1	310.8	5.5
2001	258.4	55.5	313.9	1.0
2002	267.9	55.8	323.7	3.1
2003	267.3	53.0	320.3	(1.1)
2004[(a)]	302.1	48.5	350.6	9.5
2005	314.4	49.6	364.0	3.8
2006	333.6	51.3	384.9	5.7

(a) The increase in the 2003-04 fiscal year fees reflect the $10 increase in registration fees for automobiles that went into effect on October 1, 2003.

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 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 2006 are generated from three broad categories of vehicles:

(1) 50.1% of total revenues generated from registration of passenger vehicles (automobiles, mini-van, conversion vans, and sport-utility vehicles).

(2) 14.6% of total revenues generated from registration of small trucks (8,000 pounds or less gross weight).

(3) 35.3% of total revenues generated from registration of large trucks (over 8,000 pounds gross weight plus IRP vehicles).

In recent biennial budgets, the Legislature authorized a number of actions that increased the level of Registration Fees.

First, the 2003-05 biennial budget increased the Registration Fees for automobiles from $45 to $55, effective October 1, 2003.

Second, the 1999-2001 biennial budget changed the Registration Fees for certain vehicles:

- Decrease Registration Fees for camping trailers 3,000 pounds or more to $15.
- Exempt manufactured homes, also called mobile homes, over 45 feet from vehicle registrations (effective October 29, 1999).
- $10 fee for late registration using the telephone automation program for heavy vehicle registration (effective January 1, 2000).

Finally, the 1997–99 biennial budget increased the Registration Fees for most motor vehicles effective December 1, 1997. Registration Fee increases authorized in that budget include:

- $5 increase in the automobile fee
- Increase in truck Registration Fees ranging from $3.50 to $119.50
- Increase in the motor home Registration Fees ranging from $3.50 to $8.50
- $3 increase in the biennial motorcycle/moped fee (effective May 1, 1998)
- $10 fee for late registrations (effective October 1, 1998)

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 1998 and 2004, the percentage change reflects an increase in Registration Fees required in that respective biennial budget.

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, the level of unemployment, the size of the driving age population, historical rates of vehicle scrappage, construction employment in the State, and a measure of consumer confidence. The long-range economic data used in the model are based on the projections published by 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, for the next ten years. The projections assume normal growth but no increase in the level of Registration Fees.

Table V-7
Projected Registration Fee Revenues
2007 to 2016

Fiscal Year	Revenues[a] (Amounts in Millions)	% Change
2007	$385.0	—
2008	401.3	4.2%
2009	405.5	1.0
2010	423.3	4.4
2011	428.8	1.3
2012	447.8	4.4
2013	454.4	1.5
2014	474.6	4.5
2015	482.6	1.7
2016	504.1	4.5

[a] Includes both IRP and non-IRP Registration Fees pursuant to Section 341.25, Wisconsin Statutes. Does not include Other Registration-Related Fees that are addressed later in this Part V of the 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 2006 the flow of quarterly collections of annual Registration Fee revenues ranged from a low of 21.3% to a high of 28.0%. Any future adjustment of Registration Fees may change the monthly distribution of Registration Fees collected.

Pursuant to an agreement between the Department of Transportation and the Trustee, the department is the agent of the Trustee with respect to the collection of Registration Fees. The 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**)
- Via telephone charge card renewal system
- 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 grocery stores and convenience stores
- By law enforcement agencies
- By County Clerk offices

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.

Telephone 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 a touch-tone phone. The Department of Transportation has contracted with a vendor to handle the voice response equipment and transmission of data. The vendor transfers all monies collected daily, from these transactions, through a wire transfer to the Trustee for deposit in the Redemption Fund. The vendor retains a service fee charged to registrants who use this option.

The Department of Transportation has a contract with a vehicle emission contractor to collect Registration Fees at emission testing stations. A registrant may chose to renew their registrations at a testing station. Under this method, the emission testing station is treated like a field registration station with direct connection to the Central Office's terminal. All 12 emission inspection locations provide registration renewal service. The vendor retains a service fee charged to registrants who use this option.

The Department of Transportation also 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.

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 vendor to handle the interfaces and transmission of data. The vendor transfers all monies collected from these transactions daily, through a wire transfer to the Trustee for deposit in the Redemption Fund. The vendor retains a service fee charged to registrants who use this option.

The Department of Transportation has contracts with financial institutions to process titles and registrations and transmit the information through an electronic interface, provided by a separate vendor, to itself and a financial institution. The financial institution collects 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 grocery and convenience stores, law enforcement agencies, and County Clerk offices. The Department of Transportation has contracted with a separate vendor to handle the electronic interface and transmission of data. The grocery and convenience stores, 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 have been pledged as Program Income. While all Other Registration-Related Fees are Program Income, many types of the Other Registration-Related Fees result in insignificant or sporadic annual revenues. As a result, the State has requested ratings based on, and 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. The State title fee is currently $45 and is comprised of three components; $28.50 title fee, $7.50 supplemental title fee, and $9 environmental impact fee. The $45 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. Replacement titles are issued for lost, stolen, or mutilated titles.

Only the $28.50 title fee and the $7.50 supplemental title fee are included in the definition of Program Income. The environmental impact fee is collected for the Department of Natural Resources (**DNR**) and funds collected are transferred to DNR each month. The environmental impact fee is scheduled to sunset on December 31, 2007.

From fiscal year 2001 to 2005, the Department of Transportation issued approximately 1.5 million titles each year, whereby a title fee was collected. In fiscal year 2006, 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 2000 to 2004 was 464,100 transactions at the DMV CSCs. The calendar year 2005 volume at the CSC for renewals was 470,200. The average volume of titling, temporary plates, hang tags, and registrations for calendar years 2000 to 2004 was 774,400 transactions at the DMV CSCs. The calendar year 2005 volume at the DMV CSCs for titling, temporary plates, hang tags, and registrations was 862,400.

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 new requests for personalized license plates for calendar years 2001 to 2005 was 26,800. The average number of personalized license plates displayed on authorized vehicles during fiscal years 2001 to 2005 was 280,000. At the end of fiscal year 2006, the State had 264,300 authorized personalized license plates.

History 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 nine years and projections for the upcoming ten years. While the Other Registration-Related Fees include many types of fees that are enumerated in the Wisconsin Statutes, and 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 requesting ratings and 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
Other Registration-Related Fees
1998 to 2016

Fiscal Year (June 30)	Title Transaction Fees [a]	Counter Service Fees and Personalized License Plates	Subtotal	Other Miscellaneous Vehicle Registration-Related Fees	Total Registration-Related Fees
1998	$ 16,206,906	$ 9,196,061	$ 25,402,967	$ 14,005,494	$ 39,408,461
1999	24,315,238	9,847,987	34,163,225	13,824,114	47,987,339
2000	24,977,188	10,227,975	35,205,163	17,872,550	53,077,713
2001	24,115,343	10,006,286	34,121,629	15,074,978	49,196,607
2002	24,904,447	10,383,485	35,287,932	18,249,990	53,537,922
2003	25,088,025	10,315,603	35,403,628	15,736,973	51,140,601
2004	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	48,026,267	9,129,613	57,155,880	8,494,960	65,650,840
2007	54,646,900	9,364,400	64,011,300	9,338,900	73,350,200
2008	54,646,900	9,364,400	64,011,300	9,380,500	73,391,800
2009	54,646,900	9,364,400	64,011,300	9,425,900	73,437,200
2010	54,646,900	9,364,400	64,011,300	9,474,500	73,485,800
2011	54,646,900	9,364,400	64,011,300	9,525,900	73,537,200
2012	54,646,900	9,364,400	64,011,300	9,579,900	73,591,200
2013	54,646,900	9,364,400	64,011,300	9,636,500	73,647,800
2014	54,646,900	9,364,400	64,011,300	9,696,300	73,707,600
2015	54,646,900	9,364,400	64,011,300	9,759,000	73,770,300
2016	54,646,900	9,364,400	64,011,300	9,824,500	73,835,800

[a] Reflects effective date of October 1, 2003 for $10 increase in title transaction fees and effective date of October 1, 2005 for additional $10 increase in title transaction fees and $12 increase in duplicate title fee.

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.

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 $5 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

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 84 major highway projects enumerated by statute for right-of-way acquisition and construction resulted in 87 major highway projects and certain transportation administrative facilities. Of the 87 major highway projects, the Department of Transportation has completed construction on 69 projects. The estimated cost of the remaining 18 major highway projects is at least $2.416 billion in 2006 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: jay.schad@dot.state.wi.us
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, for the Notes, Lehman Brothers and Bear, Stearns & Co. Inc. to serve as **Dealers** and Deutsche Bank Trust Company Americas to serve as **Issuing and Paying Agent**. 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 a **Credit Agreement**, as amended, between the State, State Street Bank and Trust Company, and California State Teachers' Retirement System (collectively, **Liquidity Facility Providers).** The amount of the Commitment provided through this Credit Agreement is currently $207 million.

The following 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 1, 2006.

Series of Notes	Amount Issued	Date of Initial Issuance	Amount Outstanding
1997 Series A	$ 157,763,000	May 7, 1997	$ 107,468,000
2006 Series A	91,290,000	October 2, 2006	91,290,000
		Total Outstanding:	$ 198,758,000

Additional Notes may be issued so long as the Commission adopts a Series Resolution and the State meets certain other conditions, such as an additional bonds test.

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. Also, 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. 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, dated April 1, 2006, 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 for the Notes are not available. The respective percentages are currently 67% for State Street Bank and Trust Company and 33% for California State Teachers' Retirement System. The aggregate principal amount of all Advances made on any date may not exceed the outstanding commitment amount under the Credit Agreement (currently $207 million), as such amount may be increased or decreased from time to time. The Series commitment amount cannot be less than the sum of the issued Notes plus the aggregate principal amount of all outstanding Advances provided by the Liquidity Facility Providers.

The Credit Agreement currently terminates on April 28, 2013. The Credit Agreement provides that the termination date may be extended, if the parties agree.

The State has delivered one or more promissory notes **(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.

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. Any such substituted Liquidity Facility Agreement may have covenants, conditions to borrowing and other provisions different from those referred to above. The State will notify the Dealers of any change in the Liquidity Facility. The State will also notify each nationally recognized municipal securities information repository of any change in the Liquidity Facility.

Description of the Liquidity Facility Providers

The following information concerning State Street Bank and Trust Company **(State Street)** and California State Teachers' Retirement System **(CalSTRS)** has been provided by respective representatives of State Street and CalSTRS 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.

State Street Bank and Trust Company

State Street is a wholly-owned subsidiary of State Street Corporation **(Corporation)**. The Corporation (NYSE: STT) is a leading specialist in providing institutional investors with investment servicing, investment management and investment research and trading. With $10.1 trillion in assets under custody and $1.4 trillion in assets under management, the Corporation operates in 26 countries and more than 100 markets worldwide. The assets of State Street at December 31, 2005 accounted for approximately 90% of the consolidated assets of the Corporation. At December 31, 2005, the Corporation had total assets of $98 billion, total deposits (including deposits in foreign offices) of $59.6 billion, total loans and lease finance assets net of unearned income, allowance and reserve for possible credit losses of approximately $6.5 billion and total equity capital of $6.4 billion.

State Street's Consolidated Reports of Condition for Insured Commercial and State Chartered Savings Banks FFIEC 031 for December 31, 2005, as submitted to the Federal Reserve Bank of Boston, are incorporated by reference in this Appendix and shall be deemed to be a part hereof.

In addition, all reports filed by the Bank pursuant to 12 U.S.C. §324 after the date of this 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 State Street is set forth in the Corporation's Annual Report or Form 10-K for the year ended December 31, 2005. The annual report can be found on the Corporation's web site, www.statestreet.com. 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 Annual Report are incorporated herein by reference and shall be deemed a part hereof from the date of filing of any such report. The Corporation's web site is not incorporated by reference into this part of the Annual Report. The Credit Agreement is an obligation of State Street and not of the Corporation.

With respect to this information concerning State Street, 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 this 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 this Annual Report.

State Street hereby undertakes to provide, without charge to each person to whom a copy of this 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 in this 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 this Annual Report (except as to this section to the extent it relates to State Street), the suitability of the CP 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

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 **(Board)**, which has the sole and exclusive fiduciary responsibility over the administration and investment of funds held in the Teachers' Retirement Fund **(Fund)**, in which the bulk of the assets of CalSTRS are held. School districts and other agencies employing members of CalSTRS are required to make monthly contributions to the Fund in an amount equal to 8.25% of the total of the salaries upon which members' contributions are based. All full-time certificated employees in the public school system from kindergarten through the community college level are required by law to be members of CalSTRS. CalSTRS provides defined retirement, survivor and disability benefits to all members based on the final compensation attained by the member, the age of retirement and the term of service, and other factors.

Financial data for June 30, 2005 are taken from the audited financial statements presented in CalSTRS' Comprehensive Annual Financial Report for the fiscal year ended June 30, 2005. Financial data for fiscal years ended after 2005 presented in CalSTRS' Comprehensive Annual Financial Report for such fiscal years are incorporated by reference in this section and shall be deemed to be a part hereof.

As of June 30, 2005, the Fund had net assets held in trust for pension benefits with a market value of approximately $129.6 billion, compared to approximately $116.1 billion as of June 30, 2004. As of October 31, 2006, net assets had a total market value of approximately $153 billion (unaudited).

CalSTRS is independently rated "AA+/A-1+" by Standard and Poor's, a Division of the McGraw-Hill Companies, Inc. (S&P), "Aaa/VMIG1" by Moody's Investors Service, and "AAA/F-1+" by Fitch Ratings.

CalSTRS will provide without charge, upon request, a copy of its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2005, which contains its financial statements for the years ended June 30, 2005 and 2004. Requests to CalSTRS for the most recent Comprehensive Annual Financial Report should be directed by mail to State Teachers' Retirement System, P.O. Box 163740, Sacramento, California 95816-3710, Attention: Credit Enhancement Program, or by email to cepinquiries@calstrs.com. The most recent Comprehensive Annual Financial Report and other information regarding CalSTRS can be viewed at www.calstrs.com, however, this website is not incorporated by reference into this part of the Annual Report.

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 may be obtained by contacting the State at the address provided on the first page of this part of the 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:

(1) 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,

(2) 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:

(1) 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;

(2) 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);

(3) 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

(4) 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:

(1) 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;

(2) 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;

(3) 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;

(4) 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;

(5) To any other Fund or Account to the extent permitted by the Revenue Obligations Act provided for by Series Resolution; and

(6) 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:

(1) Program Capital Fund, which consists of a Capitalized Interest Account and a Program Account;

(2) Redemption Fund, which consists of a Principal and Interest Account and a Program Income Account;

(3) Reserve Fund; and

(4) 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:

(1) Paying the Costs of Issuance;

(2) Financing Projects in accordance with the Act and the General Resolution; and

(3) 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 first 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, and

(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 Bonds, and

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

(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 first 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 the 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:

(1) 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

(2) 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

(3) 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.

(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:

(1) 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.

(2) 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.

(3) 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 by (2) 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 this part of the 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.

1986 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1986 Series A issued on July 17, 1986.

1988 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1988 Series A issued on April 12, 1988.

1989 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1989 Series A, issued on April 19, 1989.

1991 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1991 Series A, issued on October 3, 1991.

1992 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 1992 Series A, issued on August 20, 1992.

1992 Series B Bonds means the State of Wisconsin Transportation Revenue Bonds, 1992 Series B, issued on August 20, 1992.

1993 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1993 Series A, issued on September 29, 1993.

1994 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1994 Series A, issued on July 13, 1994.

1995 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1995 Series A, issued on September 28, 1995.

1996 Bonds means the State of Wisconsin Transportation Revenue Bonds, 1996 Series A, issued on June 13, 1996.

1998 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 1998 Series A, issued on September 17, 1998.

1998 Series B Bonds means the State of Wisconsin Transportation Revenue Bonds, 1998 Series B, issued on October 29, 1998.

2000 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2000 Series A, issued on September 27, 2000.

2001 Bonds means the State of Wisconsin Transportation Revenue Bonds, 2001 Series A, issued on December 6, 2001.

2002 Series 1 Bonds means the State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 1, issued on May 7, 2002.

2002 Series 2 Bonds means the State of Wisconsin Transportation Revenue Refunding Bonds, 2002 Series 2, issued on May 7, 2002.

2002 Series A Bonds means the State of Wisconsin Transportation Revenue Bonds, 2002 Series A, issued on October 30, 2002.

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.

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 and the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2006, 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 means an account established pursuant to Section 511 of the General Resolution.

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 paragraphs (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 paragraphs (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 paragraphs (1) and (2) above; and
12. Any short term government fund whose assets consist of those identified obligations referred to in paragraphs (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 and the State of Wisconsin Transportation Revenue Commercial Paper Notes of 2006, 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 Office, when used with respect to a Fiduciary, means the principal, or corporate trust, or head, or principal trust office of such Fiduciary situated in the city in which such Fiduciary is described as being located.

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.

Record Date means with respect to any Series of Bonds, the Record Date established for such Series of Bonds under each Series Resolution pursuant to which such Series is issued (which, with respect to the Bonds, means the fifteenth day of the month preceding an Interest Payment Date on the Bonds).

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 1, April 1, July 1, and October 1 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 effected 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 Trust Company, N.A., as successor to J.P. Morgan Trust Company, National Association, 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 year ended June 30, 2006, and include (1) for the Transportation Revenue Bond Program, the Independent Auditors' Report, dated September 28, 2006, together with unaudited information pertaining to the Program Income, and (2) for the Transportation Revenue Commercial Paper Program, the Independent Auditors' Report, dated September 28, 2006, together with unaudited information pertaining to the Program Income.

{This page number is the last sequential page number of the Annual Report to be used in this Part V of the Annual Report. The following uses page numbers from the audited financial statements, Independent Auditors' Reports, and unaudited supplementary information. The sequential page numbers for the Annual Report continue in Part VI.}

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

1993 SERIES A, 1995 SERIES A, 1996 SERIES A, 1998 SERIES A, 1998 SERIES B, 2001 SERIES A, 2002 SERIES 1, 2002 SERIES 2, 2002 SERIES A, 2003 SERIES A, 2004 SERIES 1, 2005 SERIES A, AND 2005 SERIES B

Statements of Cash Receipts and Disbursements for the Years Ended June 30, 2006 and 2005 with Independent Auditors' Report

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

TABLE OF CONTENTS

Schenck
Government & Not-For-Profit Solutions
BETTER PEOPLE. BETTER RESULTS.

INDEPENDENT AUDITORS' REPORT

To the Wisconsin Department of Transportation

We have audited the accompanying statements of cash receipts and disbursements of the 1993 Series A, 1995 Series A, 1996 Series A, 1998 Series A, 1998 Series B, 2001 Series A, 2002 Series 1, 2002 Series 2, 2002 Series A, 2003 Series A, 2004 Series 1, 2005 Series A and 2005 Series B bonds of the Wisconsin Department of Transportation Revenue Bond Program (the "Program") for the years ended June 30, 2006 and 2005. These statements are the responsibility of the Wisconsin Department of Transportation. Our responsibility is to express an opinion on these statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement. An audit also includes assessing the accounting principles used and significant estimates made by the Program, as well as evaluating the overall statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the financial statements, these financial statements were prepared on the basis of cash receipts and disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the financial statements presents fairly, in all material respects, the cash receipts and disbursements of the 1993 Series A, 1995 Series A, 1996 Series A, 1998 Series A, 1998 Series B, 2001 Series A, 2002 Series 1, 2002 Series 2, 2002 Series A, 2003 Series A, 2004 Series 1, 2005 Series A and 2005 Series B bonds of the Wisconsin Department of Transportation Revenue Bond Program for the years ended June 30, 2006 and 2005, on the basis of accounting described in Note 2.

Our audits were made for the purpose of forming an opinion on the statements of cash receipts and disbursements taken as a whole. The supplemental information required by the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution presented on pages 12 through 24 is for purposes of additional analysis and is not a required part of the statement of cash receipts and disbursements. This supplemental information is the responsibility of the Wisconsin Department of Transportation. This information has been subjected to the auditing procedures applied in our audits of the statements of cash receipts and disbursements and, in our opinion, is fairly stated in all material respects in relation to the statements of cash receipts and disbursements taken as a whole.

The information identified in the table of contents as Unaudited Information is presented for purposes of additional analysis and is not a required part of the statement of cash receipts and disbursements. Such information has not been subjected to the auditing procedures applied in the audits of the statements of cash receipts and disbursements and, accordingly, we express no opinion on it.

Schenck SC

Certified Public Accountants
Green Bay, Wisconsin
September 28, 2006

2200 Riverside Drive • P.O. Box 23819 • Green Bay, WI 54305-3819 • schencksolutions.com
Phone: 920-436-7800 • 800-676-0829 • Fax: 920-436-7808

Schenck sc

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS
YEARS ENDED JUNE 30, 2006 AND 2005

	2006	2005
CASH AND INVESTMENTS, BEGINNING OF YEAR	$ 128,265,856	$ 240,316,244
RECEIPTS:		
Motor vehicle registration fees retained by Trustee	133,634,138	113,813,523
Investment income	5,435,717	3,561,669
Revenue bond proceeds - par value	158,400,000	56,600,000
Revenue bond proceeds - accrued interest and original issuance premium, net of underwriter's discount	7,460,884	5,264,173
Revenue refunding bond proceeds - par value	-	274,890,000
Revenue refunding bond proceeds - accrued interest and original issuance premium, net of underwriter's discount	-	26,173,603
Total receipts	304,930,739	480,302,968
DISBURSEMENTS:		
Debt service - principal	61,120,000	57,885,000
Debt service - interest	63,739,222	65,432,801
Highway program expenditures	160,338,826	165,762,953
Program expenses - revenue bond program	97,749	137,835
Program expenses - commercial paper program	382,747	355,727
Bond issuance costs	129,575	1,066,178
Defeasance of debt - purchase of securities for escrow account	-	301,712,862
Total disbursements	285,808,119	592,353,356
CASH AND INVESTMENTS, END OF YEAR	$ 147,388,476	$ 128,265,856
Cash and investments reserved for debt service	$ 106,758,099	$ 95,674,259
Cash and investments reserved for program expenses	87,928	63,493
Cash and investments reserved for highway expenditures	31,150,022	23,312,418
Cash and investments in the reserve fund	9,392,427	9,215,686
	$ 147,388,476	$ 128,265,856

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, 2006 AND 2005

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 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 vehicle registration-related fees are used to service the Program's debt. The Department is responsible for managing these construction projects and the collection of motor vehicle registration fees and vehicle registration-related fees.

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 with J.P. Morgan Trust Company, National Association (legal successor to Bank One Trust Company National Association) (the "trustee"), relating to the creation and administration of the State of Wisconsin Transportation Revenue Bonds, 1993 Series A, 1995 Series A, 1996 Series A, 1998 Series A, 1998 Series B, 2001 Series A, 2002 Series 1, 2002 Series 2, 2002 Series A, 2003 Series A, 2004 Series 1, 2005 Series A and 2005 Series B. 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 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.

Receipts and Disbursements:

Motor Vehicle Registration Fees Retained by Trustee—Motor vehicle registration fees and vehicle registration-related fees retained by 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

3. 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 bond resolution and series resolutions adopted by the State of Wisconsin Building Commission. The bonds are revenue obligations of the State of Wisconsin ("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 ("Program Income") under Section 341.25 of the Wisconsin Statutes and vehicle registration – related fees, as collected by the Trustee. The State has covenanted in the General Resolution that it will charge registration 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. Vehicle registration fees collected in excess of the amount needed to service this Program 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, 2006 and 2005 is as follows:

	2006	2005
Transportation Revenue Bonds, 1993 Series A, varying fixed interest rates from 4.6% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2012	$ 69,020,000	$ 75,665,000
Transportation Revenue Bonds, 1995 Series A, fixed interest rate of 4.8% payable semiannually, final principal payment on July 1, 2005	0	3,700,000
Transportation Revenue Bonds, 1996 Series A, fixed interest rate of 6.0%, interest payable semiannually, final principal payment on July 1, 2006	5,290,000	10,325,000
Transportation Revenue Bonds, 1998 Series A and B, varying fixed interest rates from 4.25% to 5.5%, interest payable semiannually, annual principal payments of variable amounts through 2019	164,630,000	174,160,000

3. REVENUE BONDS (Continued)

Transportation Revenue Bonds, 2001 Series A, varying fixed interest rates from 4.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2022	118,860,000	124,875,000
Transportation Revenue Bonds, 2002 Series A, varying fixed interest rates from 3.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2023	156,545,000	162,895,000
Transportation Revenue Bonds, 2002 Series 1 and 2, varying fixed interest rates from 3.375% to 5.75%, interest payable semiannually, annual principal payments of variable amounts through 2022	205,525,000	218,710,000
Transportation Revenue Bonds, 2003 Series A, varying fixed interest rates from 3.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2024	203,615,000	211,175,000
Transportation Revenue Bonds, 2004 Series 1, varying fixed interest rates from 5.0% to 5.25%, interest payable semiannually, annual principal payments of variable amounts through 2017	92,805,000	95,905,000
Transportation Revenue Bonds, 2005 Series A, varying fixed interest rates from 3.0% to 5.25%, interest payable semiannually, annual principal payments of variable amounts through 2025	235,585,000	235,585,000
Transportation Revenue Bonds, 2005 Series B, varying fixed interest rates from 4.0% to 5.0%, interest payable semiannually, annual principal payments of variable amounts through 2025	158,400,000	0
Total principal amount of bonds outstanding at June 30	1,410,275,000	1,312,995,000
Less: current maturities	71,640,000	61,120,000
Principal outstanding at June 30 due beyond one year	$ 1,338,635,000	$ 1,251,875,000

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.

3. REVENUE BONDS (Continued)

Future maturities of bonds payable as of June 30, 2006 are as follows:

Year Ending June 30,	
2007	$ 71,640,000
2008	81,790,000
2009	80,395,000
2010	79,395,000
2011	71,600,000
Thereafter	1,025,455,000
	$1,410,275,000

4. 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. The defeased bonds are not included in the outstanding revenue bonds summarized in Note 3. 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, 2006.

The revenue bonds defeased by the 1992 Series A Refunding that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
1991 Series A	July 1, 2010	$ 8,495,000		
	July 1, 2011	9,085,000		
		$17,580,000	Maturity	Par

The revenue bonds defeased by the 1998 Series A Refunding that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
1996 Series A	July 1, 2011	$ 6,885,000		
	July 1, 2012	7,270,000		
	July 1, 2013	7,685,000		
	July 1, 2014	8,130,000		
	July 1, 2015	8,600,000		
	July 1, 2016	9,100,000		
		$47,670,000	July 1, 2006	Par

4. DEFEASED REVENUE BONDS (Continued)

The revenue bonds defeased by the 2002 Series 1 Refunding that remains outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
1996 Series A	July 1, 2009	$ 6,180,000		
	July 1, 2010	6,520,000		
		12,700,000	July 1, 2006	Par
1998 Series B	July 1, 2010	5,400,000		
	July 1, 2011	5,645,000		
		11,045,000	July 1, 2009	Par
2000 Series A	July 1, 2012	9,700,000	July 1, 2010	Par
		$33,445,000		

The revenue bonds defeased by the 2002 Series 2 Refunding that remain outstanding were as follows:

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2000 Series A	July 1, 2013	$10,200,000		
	July 1, 2014	10,700,000		
		$20,900,000	July 1, 2010	Par

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

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
1996 Series A	July 1, 2007	$ 5,565,000		
	July 1, 2008	5,860,000		
		11,425,000	July 1, 2006	Par
1998 Series B	July 1, 2012	5,905,000		
	July 1, 2013	6,180,000		
	July 1, 2014	6,475,000		
	July 1, 2015	6,790,000		
		25,350,000	July 1, 2009	Par
2000 Series A	July 1, 2015	11,300,000		
	July 1, 2016	11,900,000		
	July 1, 2017	12,500,000		
		35,700,000	July 1, 2010	Par
2002 Series A	July 1, 2014	9,850,000	July 1, 2014	Par
		$82,325,000		

4. DEFEASED REVENUE BONDS (Continued)

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

Series	Maturity	Principal Amount	Redemption Date	Redemption Price
2000 Series A	July 1, 2018	$ 13,200,000		
	July 1, 2019	14,000,000		
	July 1, 2020	14,700,000		
	July 1, 2021	15,500,000		
		57,400,000	July 1, 2010	Par
2002 Series 1	July 1, 2014	10,070,000		
	July 1, 2015	10,650,000		
	July 1, 2016	10,685,000		
	July 1, 2017	11,295,000		
		42,700,000	July 1, 2012	Par
2002 Series 2	July 1, 2020	13,720,000	July 1, 2012	Par
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
		$173,850,000		

Total defeased bonds outstanding at June 30, 2006:	$375,770,000

5. 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. Each Series Resolution must set forth the Debt Service Reserve Requirement, if any, for that Series.

In the past, it was generally the practice of the State to fund the Reserve Fund at an amount equal to the maximum annual interest (fiscal year basis) due on the-then Outstanding Bonds. In determining the maximum annual interest, the State subtracts any accrued interest or other amounts irrevocably deposited with the Trustee for payment of interest.

The General Resolution provides that 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 Bonds.

On May 27, 1993, and in conjunction with the issuance of the 1993 Bonds, the State began funding the Debt Service Reserve Requirement with an irrevocable surety bond ("Surety Bond") issued by Ambac Assurance Corporation ("Ambac Assurance"). In conjunction with the sale of the 1994 Bonds, the 1995 Bonds, the 1996 Bonds, the 2000 Bonds, the 2001 Bonds, and the 2002 Series A Bonds, the Surety Bond was exchanged for a larger Surety Bond that funded the Debt Service Reserve Requirement for all the-then Outstanding Bonds. The Surety Bond amount of $51,258,600 at June 30, 2006 is noncancelable until it expires on the earlier of July 1, 2023 or when all Bonds are paid-in-full. In connection with the 2003 Series A issue, the State cash funded the Debt Service Reserve Requirement rather than obtaining a Surety Bond. On November 25, 2003, $9,093,000 of the proceeds from 2003 Series A was placed in the Reserve Fund. At June 30, 2006, the balance of this separate reserve fund had increased to $9,392,427 due to investment income.

6. COMMITMENTS

The Department and the State are currently authorized by State Statutes to use bond proceeds for right-of-way acquisition and construction of major highway projects and certain transportation facilities. The Department has statutory authority (as amended) as of June 30, 2006, to issue a total of $2,324,377,900 of revenue obligations (excluding defeased bonds), in order to partially finance the costs of the authorized projects, in addition to proceeds from State general obligation debt, federal aid and other money in the Transportation Fund of the State of Wisconsin. As of June 30, 2006, the Department has remaining authority to issue $256,857,146 of additional obligations.

7. 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 Corporation 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.

For fiscal years 2006 and 2005, the trustee invested the Program's assets in money market funds, U.S. government securities, and federal agency securities. These Program assets are reported at cost. The following table summarizes the cost and fair market value for each of the investments:

	June 30, 2006		June 30, 2005	
Investment Type	**Cost**	**Fair Value**	**Cost**	**Fair Value**
Money market fund	$147,346,870	$147,346,870	$125,441,583	$125,441,583
U.S. government securities	41,606	41,529	1,446,491	1,445,719
Federal agency securities	0	0	1,377,780	1,391,256
Total	$147,388,476	$147,388,399	$128,265,854	$128,278,558

The money market fund consists of JP Morgan 100% U.S. Treasury Securities Money Market Fund 3163, which invests exclusively in obligations of the U.S. Treasury, including Treasury bills, bonds and notes. The federal agency securities are Federal Home Loan Mortgage Corporation Discount Notes. The U.S. government securities are U.S. Treasury Notes.

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. 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, Moody's, and Fitch Ratings. As of June 30, 2006, the U.S. Treasury Notes were rated AAA; the money market fund was not rated.

7. CASH AND INVESTMENTS (Continued)

- 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, 2006, almost all of the Program's assets were invested in a money market fund; however, this fund solely invests 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. As of June 30, 2006, the U.S. Treasury notes will mature in six months.

- 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, 2006.

8. 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. Program expenses include expenses of the trustee, audit fees and other expenses of the Program.

9. SUBSEQUENT EVENTS

On October 1, 2006, The Bank of New York Trust Company, N.A. as legal successor to J.P. Morgan Trust Company, National Association became the trustee.

* * * * * *

SUPPLEMENTAL INFORMATION

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

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

FOR THE YEAR ENDED JUNE 30, 2006

	July 2005	October 2005	January 2006	April 2006	Total
Program Expense	$ 88,200	$ 146,500	$ 116,300	$ 107,825	$ 458,825
Program Income	(530)	(3,499)	(1,007)	(293)	(5,329)
1993 Series A	2,517,376	3,452,587	1,537,500	2,521,902	10,029,365
1995 Series A	(53,758)	0	0	0	(53,758)
1996 Series A	1,363,280	1,926,872	802,900	1,380,976	5,474,028
1998 Series A	4,016,556	4,118,699	3,997,000	4,093,824	16,226,079
1998 Series B	505,586	1,718,470	1,676,500	1,706,351	5,606,907
2001 Series A	2,926,598	2,977,520	2,923,516	2,976,614	11,804,248
2002 Series 1	6,378,453	6,528,264	6,350,785	6,510,588	25,768,090
2002 Series 2	716,055	722,135	708,765	720,500	2,867,455
2002 Series A	3,416,193	3,479,701	3,376,422	3,471,344	13,743,660
2003 Series A	4,211,556	4,412,211	4,313,551	4,403,502	17,340,820
2004 Series 1	2,412,096	2,458,374	2,399,060	2,451,319	9,720,849
2005 Series A	2,306,400	2,326,434	2,247,920	2,317,492	9,198,246
2005 Series B		1,855,009	1,790,160	1,809,484	5,454,653
Total	$ 30,804,061	$ 36,119,277	$ 32,239,372	$ 34,471,428	$ 133,634,138

July amounts are net of excess motor vehicle registration fees returned to the Wisconsin Department of Transportation.

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 1993 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	4.60	$ 6,955,000
2007	4.70	13,090,000
2008	4.75	13,725,000
2009	4.80	14,395,000
2010	4.90	6,620,000
2011	5.00	6,945,000
2012	4.75	7,290,000
		$ 69,020,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 1996 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	6.00	$ 5,290,000
		$ 5,290,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 1998 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	5.00	$ 10,355,000
2007	5.00	5,310,000
2008	5.00	5,590,000
2009	5.50	6,625,000
2010	5.50	7,345,000
2011	5.50	14,665,000
2012	5.50	22,580,000
2013	5.50	16,915,000
2014	5.50	7,915,000
2015	5.50	8,360,000
2016	5.50	8,825,000
		$ 114,485,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 1998 SERIES B
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	4.25	$ 4,565,000
2007	4.25	4,755,000
2008	4.25	4,955,000
2009	5.25	5,170,000
2016	5.00	7,125,000
2017	4.75	7,480,000
2018	4.75	7,850,000
2019	4.75	8,245,000
		$ 50,145,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2001 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	4.00	$ 6,355,000
2007	5.00	16,675,000
2008	5.00	12,385,000
2009	5.00	13,000,000
2010	5.00	13,655,000
2011	5.00	14,330,000
2012	4.00	2,990,000
2013	4.10	3,140,000
2014	4.25	3,295,000
2015	4.25	3,460,000
2016	4.50	3,630,000
2017	4.50	3,815,000
2018	4.60	4,005,000
2019	4.70	4,205,000
2020	4.90	4,415,000
2021	4.90	4,635,000
2022	4.90	4,870,000
		$ 118,860,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2002 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	3.00	$ 6,670,000
2007	3.00	7,000,000
2008	5.00	7,350,000
2009	4.00	7,720,000
2010	5.00	8,105,000
2011	5.00	8,510,000
2012	5.00	8,935,000
2013	5.00	9,385,000
2017	5.00	11,405,000
2018	5.00	11,975,000
2019	5.00	12,575,000
2020	5.00	13,205,000
2021	4.75	13,865,000
2022	4.60	14,560,000
2023	4.75	15,285,000
		$ 156,545,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2002 SERIES 1
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	5.25	$ 18,090,000
2007	5.25	8,310,000
2008	5.50	8,750,000
2009	5.50	15,165,000
2010	5.50	17,685,000
2011	5.50	11,785,000
2012	5.50	9,170,000
2013	5.75	14,545,000
2014	5.75	14,965,000
2015	5.75	7,355,000
2018	5.125	11,950,000
2019	5.125	12,565,000
		$ 150,335,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2002 SERIES 2
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	3.375	$ 10,000
2007	3.625	10,000
2008	5.00	5,265,000
2009	4.00	10,000
2010	4.125	15,000
2011	4.25	15,000
2012	4.30	15,000
2013	5.50	9,815,000
2014	5.50	10,295,000
2015	4.625	15,000
2016	4.75	15,000
2017	4.75	15,000
2018	4.875	20,000
2019	5.00	20,000
2021	5.125	14,455,000
2022	5.125	15,200,000
		$ 55,190,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2003 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	4.00	$ 7,940,000
2007	4.00	8,335,000
2008	5.00	8,750,000
2009	3.00	9,190,000
2010	5.00	9,650,000
2011	5.00	10,130,000
2012	5.00	10,640,000
2013	5.00	11,170,000
2014	5.00	11,730,000
2018	5.00	14,255,000
2019	5.00	14,970,000
2020	5.00	15,720,000
2021	5.00	16,505,000
2022	5.00	17,330,000
2023	5.00	18,195,000
2024	5.00	19,105,000
		$ 203,615,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2004 SERIES 1
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	5.00	$ 5,080,000
2007	5.00	10,925,000
2008	5.00	5,880,000
2012	5.25	5,760,000
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
		$ 92,805,000

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2005 SERIES A
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2006	3.00	$ 330,000
2007	3.00	340,000
2008	3.00	350,000
2009	3.00	360,000
2010	3.00	375,000
2011	3.125	385,000
2012	3.25	395,000
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
2022	5.00	13,130,000
2023	5.00	13,790,000
2024	5.00	14,480,000
2025	5.00	15,200,000
		$ 235,585,000

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

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE BOND PROGRAM

SUPPLEMENTAL INFORMATION - BONDS OUTSTANDING - 2005 SERIES B
JUNE 30, 2006

Maturity July 1,	Rate (%)	Principal
2007	5.00	$ 7,040,000
2008	4.00	7,395,000
2009	4.50	7,760,000
2010	5.00	8,150,000
2011	5.00	8,560,000
2012	5.00	8,985,000
2013	5.00	9,435,000
2014	5.00	9,905,000
2015	5.00	10,400,000
2016	5.00	10,920,000
2017	5.00	11,465,000
2018	4.10	12,040,000
2019	4.10	12,640,000
2020	4.20	13,275,000
2021	4.25	13,940,000
2022	4.00	1,505,000
2023	4.00	1,580,000
2024	4.00	1,660,000
2025	4.10	1,745,000
		$ 158,400,000

Total Bonds Outstanding	$ 1,410,275,000

UNAUDITED INFORMATION

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

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE OBLIGATION PROGRAM

Schedule of Program Revenue (Unaudited)
For the Years Ended June 30, 2006 and 2005

Date	Section 341.25 Registration Fees: Registration Non-IRP	Section 341.25 Registration Fees: IRP Revenues (2)	Section 341.25 Registration Fees: Subtotal	Interest Earnings on 341.25 Revenues	Title Transaction Fees (3)	Counter Service Fees and Personalized License Plates	Subtotal (1)	Other Miscellaneous Vehicle Registration & Related Fees	Total Program Revenues
July, 2005	$ 24,464,587	$ 2,421,722	$ 26,886,309		$ 3,151,164	$ 773,020	$ 30,810,493	$ 668,519	$ 31,479,012
August, 2005	25,005,879	2,255,309	27,261,188		3,775,144	818,069	31,854,401	749,463	32,603,864
September, 2005	25,000,919	2,813,476	27,814,395		3,431,015	752,141	31,997,551	715,568	32,713,119
October, 2005	21,402,669	4,995,443	26,398,112		3,674,494	690,452	30,763,058	788,047	31,551,105
November, 2005	30,379,217	2,943,221	33,322,438		3,771,949	662,073	37,756,460	675,491	38,431,951
December, 2005	33,306,454	3,461,092	36,767,546		3,200,788	591,835	40,560,169	558,563	41,118,732
January, 2006	29,290,757	2,503,177	31,793,934		3,534,142	680,406	36,008,482	657,296	36,665,778
February, 2006	26,940,967	4,718,884	31,659,851		4,336,982	667,241	36,664,074	644,713	37,308,787
March, 2006	33,783,414	10,589,195	44,372,609		4,886,749	951,043	50,210,401	772,368	50,982,769
April, 2006	27,679,615	5,070,556	32,750,171		4,251,934	846,875	37,848,980	659,009	38,507,989
May, 2006	28,247,254	6,692,350	34,939,604		4,801,830	873,003	40,614,437	798,990	41,413,427
June, 2006	28,053,411	2,879,432	30,932,843		5,210,076	823,456	36,966,375	806,935	37,773,310
TOTAL for the Year ended June 30, 2006	$ 333,555,143	$51,343,857	$ 384,899,000	$5,435,717	$48,026,267	$ 9,129,614	$ 447,490,598	$ 8,494,962	$455,985,560
July, 2004	$ 25,298,671	$ 2,526,049	$ 27,824,721		$ 3,477,144	$ 863,135	$ 32,165,000	$ 1,381,499	$ 33,546,499
August, 2004	25,384,942	1,952,220	27,337,162		3,639,168	872,132	31,848,463	1,233,925	33,082,387
September, 2004	23,913,000	2,895,625	26,808,625		3,626,538	766,436	31,201,600	1,128,225	32,329,825
October, 2004	21,619,163	3,707,012	25,326,174		3,529,641	738,894	29,594,709	1,087,982	30,682,692
November, 2004	27,263,420	3,304,980	30,568,400		3,066,465	665,478	34,300,343	1,594,625	35,894,967
December, 2004	27,844,301	2,947,257	30,791,558		1,914,027	538,779	33,244,365	661,973	33,906,337
January, 2005	27,388,258	2,570,346	29,958,604		2,260,139	675,159	32,893,902	578,059	33,471,961
February, 2005	19,596,088	4,447,970	24,044,059		2,628,126	544,727	27,216,911	624,794	27,841,705
March, 2005	27,701,677	6,418,883	34,120,560		3,557,632	792,299	38,470,490	760,779	39,231,270
April, 2005	31,714,725	9,031,727	40,746,453		3,470,154	894,269	45,110,876	713,119	45,823,994
May, 2005	27,476,170	7,063,738	34,539,908		3,112,925	848,353	38,501,186	723,485	39,224,671
June, 2005	29,205,770	2,728,887	31,934,657		3,421,422	880,456	36,236,535	761,297	36,997,832
TOTAL for the Year ended June 30, 2005	$ 314,406,186	$49,594,695	$ 364,000,881	$3,561,669	$37,703,381	$ 9,080,116	$ 414,346,047	$11,249,762	$425,595,809

(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.

(3) During FY 2006, first Wisconsin title and transfer of title fees increased from $18.50 to $28.50; replacement title fees increased from $8 to $20.

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, 2006 and 2005

	2006	2005
Total Program Revenues	$ 455,985,560	$ 425,595,809
Less: Interest Earnings on 341.25 Revenues	(5,435,717)	(3,561,669)
Motor Vehicle Registration and Related Fees Collected	450,549,843	422,034,140
Less:		
Motor Vehicle Registration and Related Fees Retained by Trustee for Commercial Paper Program	(10,044,338)	(8,230,028)
Motor Vehicle Registration and Related Fees Available for Transportation Fund	(306,871,367)	(299,990,589)
Motor Vehicle Registration and Related Fees Retained by Trustee for Revenue Bond Program	$ 133,634,138	$ 113,813,523

Source: Wisconsin Department of Transportation

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

Statements of Cash Receipts and Disbursements for the Years Ended June 30, 2006 and 2005 with Independent Auditors' Report

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

TABLE OF CONTENTS

Schenck
Government & Not-For-Profit Solutions
BETTER PEOPLE. BETTER RESULTS.

INDEPENDENT AUDITORS' REPORT

To the Wisconsin Department of Transportation

We have audited the accompanying statements of cash receipts and disbursements of the Transportation Revenue Commercial Paper Notes of 1997, Series A, of the Wisconsin Department of Transportation Commercial Paper Program (the "Program") for the years ended June 30, 2006 and 2005. These statements are the responsibility of the Wisconsin Department of Transportation. Our responsibility is to express an opinion on these statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement. An audit also includes assessing the accounting principles used and significant estimates made by the Program, as well as evaluating the overall statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the financial statements, these financial statements were prepared on the basis of cash receipts and disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the 2006 and 2005 financial statements presents fairly, in all material respects, the cash receipts and disbursements of the Transportation Revenue Commercial Paper Notes of 1997, Series A, of the Wisconsin Department of Transportation Commercial Paper Program for the years ended June 30, 2006 and 2005, on the basis of accounting described in Note 2.

The information identified in the table of contents as Unaudited Information is presented for purposes of additional analysis and is not a required part of the statement of cash receipts and disbursements. Such information has not been subjected to the auditing procedures applied in the audits of the statements of cash receipts and disbursements and, accordingly, we express no opinion on it.

Schenck SC

Certified Public Accountants
Green Bay, Wisconsin
September 28, 2006

2200 Riverside Drive • P.O. Box 23819 • Green Bay, WI 54305-3819 • schencksolutions.com
Phone: 920-436-7800 • 800-676-0829 • Fax: 920-436-7808

Schenck sc

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

STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS
YEARS ENDED JUNE 30, 2006 AND 2005

	2006	2005
CASH AND INVESTMENTS, BEGINNING OF YEAR	$ 6,880,591	$ 6,140,261
RECEIPTS:		
Motor vehicle registration fees retained by Trustee	10,044,338	8,230,028
Investment income	159,071	143,302
Total receipts	10,203,409	8,373,330
DISBURSEMENTS:		
Debt service - principal	6,110,000	5,825,000
Debt service - interest	3,573,000	1,808,000
Total disbursements	9,683,000	7,633,000
CASH AND INVESTMENTS, END OF YEAR	$ 7,401,000	$ 6,880,591
Cash and investments reserved for debt service	$ 7,401,000	$ 6,880,591

See notes to statements of cash receipts and disbursements.

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

NOTES TO STATEMENTS OF CASH RECEIPTS AND DISBURSEMENTS FOR THE YEARS ENDED JUNE 30, 2006 AND 2005

1. NATURE OF PROGRAM

The Transportation Revenue Commercial Paper Program (the "Program") originated on April 23, 1997, pursuant to the adoption of the Program Resolution 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 transportation facilities. Receipts provided from motor vehicle registration fees and vehicle registration-related fees are used to service the Program's debt. The Wisconsin Department of Transportation ("Department") is responsible for managing the construction projects and the collection of motor vehicle registration fees and vehicle registration-related fees.

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 with J.P. Morgan Trust Company, National Association (legal successor to Bank One Trust Company National Association) (the "Trustee"), relating to the creation and administration of the Transportation Revenue Commercial Paper Notes of 1997, 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.

Receipts and Disbursements—

Motor Vehicle Registration Fees Retained by Trustee - Motor vehicle registration fees and vehicle registration-related fees retained by 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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 Corporation 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.

For fiscal years 2006 and 2005, the trustee invested the Program's assets in money market funds, U.S. government securities, and federal agency securities. These Program assets are reported at cost, which approximates their fair market value. As of June 30, 2006, $7,401,000 was invested in JP Morgan 100% U.S. Treasury Securities Money Market Fund 3163. As of June 30, 2005, $6,880,591 was invested in JP Morgan 100% U.S. Treasury Securities Money Market Fund 3163. This money market fund invests exclusively in obligations of the U.S. Treasury, including Treasury bills, bonds and notes.

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.

- 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, Moody's, and Fitch Ratings. As of June 30, 2006, the money market fund was not rated.

- 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, 2006, all of the Program's assets were invested in a money market fund; however, this fund solely invests 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. Money market funds are liquid, having no future maturity dates.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

- 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, 2006.

3. NOTES PAYABLE

The notes consist of interest-bearing obligations which are issued in initial denominations of $100,000 and additional increments of $1,000 above $100,000. There are notes payable outstanding of $113,893,000 and $120,003,000 at June 30, 2006 and 2005, respectively. At June 30, 2006, the notes had maturities ranging from July 6, 2006 to October 2, 2006 with a weighted average interest rate of 3.64%.

The notes are issued pursuant to Subchapter II of Chapter 18 of the Wisconsin Statutes as amended, Section 84.59 of the Wisconsin Statutes and a Program Resolution and a series resolution adopted by the State of Wisconsin Building Commission. The notes are revenue obligations of the State of Wisconsin ("State"), payable solely from the Subordinated Debt Service Fund (see Note 4).

The notes are collateralized by a pledge of income derived from vehicle registration fees ("Program Income") under Section 341.25 of the Wisconsin Statues and vehicle registration – related fees, as collected by the Trustee. The notes are subordinate to the pledge of Program Income for payment of the State Transportation Revenue Bonds outstanding. Vehicle registration 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 of the State of Wisconsin Building Commission.

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 for the projects which are being initially financed by the notes.

In order to assure the timely payment of principal and interest on the notes, the State has entered into a Credit Agreement (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 67 percent and 33 percent. The commitment amount is $116,000,000 and expires April 28, 2013. The Credit Agreement describes events which, if they occur, would cause early termination.

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 are not callable prior to maturity. 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).

The State is not generally liable on the notes, nor are the projects financed by the notes pledged as collateral.

4. SUBORDINATED DEBT SERVICE FUND

The General Resolution creates a Subordinated Debt Service Reserve Fund which is intended to be used to provide for the payment of principal and interest of 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.

5. COMMITMENTS

The Department and the State are currently authorized by State Statutes to use note proceeds for right-of-way acquisition and construction of projects comprising major highway projects and certain transportation facilities. The Program resolution has authority to issue notes totaling $275,000,000 (including the 1997, Series A notes), in order to partially finance the costs of the authorized projects, in addition to proceeds from State general obligation debt, federal aid and other money in the Transportation Fund.

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 trustee fees, bond rating fees, audit fees and other expenses of the Program are paid by the Revenue Bond Program.

7. SUBSEQUENT EVENTS

On October 1, 2006, The Bank of New York Trust Company, N.A. as legal successor to J.P. Morgan Trust Company, National Association became the trustee.

On October 2, 2006, the commitment under the line of credit was increased from $116,000,000 to $207,000,000.

On October 2, 2006, the State issued $91,290,000 of Transportation Revenue Commercial Paper Notes of 2006, Series A. The notes are being used to finance State transportation facilities, major highway projects and to pay for costs of issuance. The notes are on a parity with the 1997, Series A notes.

* * * * * *

UNAUDITED INFORMATION

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

Unaudited Information

WISCONSIN DEPARTMENT OF TRANSPORTATION
REVENUE OBLIGATION PROGRAM

Schedule of Program Revenue (Unaudited)
For the Years Ended June 30, 2006 and 2005

	Section 341.25 Registration Fees								
Date	Registration Non-IRP	IRP Revenues (2)	Subtotal	Interest Earnings on 341.25 Revenues	Title Transaction Fees (3)	Counter Service Fees and Personalized License Plates	Subtotal (1)	Other Miscellaneous Vehicle Registration & Related Fees	Total Program Revenues
July, 2005	$ 24,464,587	$ 2,421,722	$ 26,886,309		$ 3,151,164	$ 773,020	$ 30,810,493	$ 668,519	$ 31,479,012
August, 2005	25,005,879	2,255,309	27,261,188		3,775,144	818,069	31,854,401	749,463	32,603,864
September, 2005	25,000,919	2,813,476	27,814,395		3,431,015	752,141	31,997,551	715,568	32,713,119
October, 2005	21,402,669	4,995,443	26,398,112		3,674,494	690,452	30,763,058	788,047	31,551,105
November, 2005	30,379,217	2,943,221	33,322,438		3,771,949	662,073	37,756,460	675,491	38,431,951
December, 2005	33,306,454	3,461,092	36,767,546		3,200,788	591,835	40,560,169	558,563	41,118,732
January, 2006	29,290,757	2,503,177	31,793,934		3,534,142	680,406	36,008,482	657,296	36,665,778
February, 2006	26,940,967	4,718,884	31,659,851		4,336,982	667,241	36,664,074	644,713	37,308,787
March, 2006	33,783,414	10,589,195	44,372,609		4,886,749	951,043	50,210,401	772,368	50,982,769
April, 2006	27,679,615	5,070,556	32,750,171		4,251,934	846,875	37,848,980	659,009	38,507,989
May, 2006	28,247,254	6,692,350	34,939,604		4,801,830	873,003	40,614,437	798,990	41,413,427
June, 2006	28,053,411	2,879,432	30,932,843		5,210,076	823,456	36,966,375	806,935	37,773,310
TOTAL for the Year ended June 30, 2006	$ 333,555,143	$51,343,857	$384,899,000	$5,435,717	$48,026,267	$ 9,129,614	$447,490,598	$ 8,494,962	$455,985,560
July, 2004	$ 25,298,671	$ 2,526,049	$ 27,824,721		$ 3,477,144	$ 863,135	$ 32,165,000	$ 1,381,499	$ 33,546,499
August, 2004	25,384,942	1,952,220	27,337,162		3,639,168	872,132	31,848,463	1,233,925	33,082,387
September, 2004	23,913,000	2,895,625	26,808,625		3,626,538	766,436	31,201,600	1,128,225	32,329,825
October, 2004	21,619,163	3,707,012	25,326,174		3,529,641	738,894	29,594,709	1,087,982	30,682,692
November, 2004	27,263,420	3,304,980	30,568,400		3,066,465	665,478	34,300,343	1,594,625	35,894,967
December, 2004	27,844,301	2,947,257	30,791,558		1,914,027	538,779	33,244,365	661,973	33,906,337
January, 2005	27,388,258	2,570,346	29,958,604		2,260,139	675,159	32,893,902	578,059	33,471,961
February, 2005	19,596,088	4,447,970	24,044,059		2,628,126	544,727	27,216,911	624,794	27,841,705
March, 2005	27,701,677	6,418,883	34,120,560		3,557,632	792,299	38,470,490	760,779	39,231,270
April, 2005	31,714,725	9,031,727	40,746,453		3,470,154	894,269	45,110,876	713,119	45,823,994
May, 2005	27,476,170	7,063,738	34,539,908		3,112,925	848,353	38,501,186	723,485	39,224,671
June, 2005	29,205,770	2,728,887	31,934,657		3,421,422	880,456	36,236,535	761,297	36,997,832
TOTAL for the Year ended June 30, 2005	$ 314,406,186	$49,594,695	$364,000,881	$3,561,669	$37,703,381	$ 9,080,116	$414,346,047	$11,249,762	$425,595,809

(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.

(3) During FY 2006, first Wisconsin title and transfer of title fees increased from $18.50 to $28.50; replacement title fees increased from $8 to $20.

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, 2006 and 2005

	2006	2005
Total Program Revenues	$ 455,985,560	$ 425,595,809
Less: Interest Earnings on 341.25 Revenues	(5,435,717)	(3,561,669)
Motor Vehicle Registration and Related Fees Collected	$ 450,549,843	$ 422,034,140
Less:		
Motor Vehicle Registration and Related Fees Retained by Trustee for Revenue Bond Program	(133,634,138)	(113,813,523)
Motor Vehicle Registration and Related Fees Available for Transportation Fund	(306,871,367)	(299,990,589)
Motor Vehicle Registration and Related Fees Retained by Trustee for Commercial Paper Program	$ 10,044,338	$ 8,230,028

Source: Wisconsin Department of Transportation

PART VI

CLEAN WATER REVENUE BONDS

This part provides information about clean water revenue bonds issued by the State of Wisconsin **(State)**.

Total Outstanding Balance (12/1/2006)	$776,660,000
Amount Outstanding—Fixed Rate Obligations	$776,660,000
Amount Outstanding—Variable Rate Obligations	$ 0
Percentage of Outstanding Obligations in form of Variable Rate Obligations	0.00%
Bond Ratings (Fitch/Moody's/Standard & Poor's)[a]	AA+/Aa1[b]/AA+

[a] While some clean water revenue bonds have been insured, the ratings presented are the underlying, or unenhanced, ratings assigned to this credit.

[b] On October 11, 2006, Moody's Investors Service, Inc. upgraded the rating on the State's clean water revenue bonds from "Aa2" to "Aa1".

APPENDIX A to this part of the Annual Report includes the independent auditor's report and the financial statements for the Environmental Improvement Fund for the years ended June 30, 2006 and 2005, along with supplemental information as of June 30, 2006, and the independent auditor's report and financial statements for the Leveraged Loan Portfolio for the year ended June 1, 2006. The State of Wisconsin Building Commission (**Commission**) has supervision over all matters relating to the State's issuance of revenue obligations. The Capital Finance Office, which is part of the Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs.

Clean water revenue bonds **(Bonds)** are issued pursuant to the Clean Water Revenue Bond General Resolution adopted by the Commission on March 7, 1991, as amended (**Program Resolution**). U.S. Bank National Association serves as trustee **(Trustee)**, as well as registrar and payment agent, for the Bonds. The law firm of Foley & Lardner LLP provides bond counsel services to the State for the issuance of clean water revenue bonds.

Requests for additional information about the Bonds or the Clean Water Fund Program may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of municipal securities issued by the State. The context or meaning of terms used in this Part VI of the Annual Report may differ from that of terms used in another part. See "GLOSSARY" for the definition of capitalized terms used in this Part VI of the Annual Report. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included by reference.

OUTSTANDING BONDS

The State has issued the Bonds shown in Table VI-1. The table also includes the outstanding principal balances as of December 1, 2006.

Table VI-1
OUTSTANDING CLEAN WATER REVENUE BONDS
BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding	
1991, Series 1	3/1/91				
Serial Bonds		1994-2008	$ 167,555,000	-0-	
Term Bonds		2011	57,445,000	$ 57,445,000	
1993, Series 1	8/15/93	1996-2013	84,345,000	-0-	
1993, Series 2	8/15/93	1994-2008	81,950,000	15,845,000	
1995, Series 1	7/1/95	1997-2015	80,000,000	-0-	
1997, Series 1	1/15/97	1999-2017	80,000,000	3,845,000	(a)
1998, Series 1	1/15/98	1999-2018	90,000,000	27,520,000	(a)
1998, Series 2	8/15/98				
Serial Bonds		1999	1,800,000	-0-	
Serial Bonds		2003	12,160,000	-0-	
Serial Bonds		2009-17	90,400,000	90,400,000	
1999, Series 1	8/15/99				
Serial Bonds		2001-18	67,965,000	10,135,000	(a)
Term Bonds		2020	12,035,000	-0-	(a)
2001, Series 1	4/2/01	2002-21	70,000,000	38,870,000	(a)
2002, Series 1	5/1/02	2003-23	100,000,000	62,725,000	(a)
2002, Series 2	8/1/02	2003-16	85,575,000	69,575,000	
2004, Series 1	3/3/04	2006-24	116,795,000	113,275,000	
2004, Series 2	1/22/05	2009-20	107,025,000	107,025,000	
2006, Series 1 **(2006 Series 1 Bonds)**	3/16/06	2008-27	80,000,000	80,000,000	
2006, Series 2 **(2006 Series 2 Bonds)**	11/7/06	2008-27	100,000,000	100,000,000	
Total Clean Water Revenue Bonds			$1,485,050,000	$776,660,000	

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

STATE REVOLVING FUND

A federal grant program that requires the recipient state to provide matching funds prompted the State to create the Environmental Improvement Fund, and more specifically, to issue Bonds secured primarily by repayments of Pledged Loans (defined below) under the Clean Water Fund Program.

Federal Water Quality Act

The Federal Water Quality Act of 1987 **(Water Quality Act)** established a joint federal and state program commonly referred to as the State Revolving Fund (**Federal SRF**) Program. Under the

Federal SRF Program, the United States Environmental Protection Agency (**EPA**) is authorized to make grants (**Capitalization Grants**) to states to assist in providing financial assistance to municipalities within the state for governmentally-owned wastewater projects and other water pollution abatement projects. As a condition to receipt of a Capitalization Grant, a state is required to establish a perpetual Federal SRF into which the Capitalization Grant must be deposited, and to provide state matching funds **(State Match)** equal to 20% of the Capitalization Grant for deposit in the Federal SRF. Amounts in a Federal SRF are permitted to be applied to provide financial assistance to municipalities for governmentally-owned wastewater projects and other water pollution abatement projects in a number of ways, provided that such assistance is not in the form of a grant.

Capitalization Grants

The federal government has authorized appropriations for Capitalization Grants for federal fiscal years 1989 through 2006. As of September 30, 2006, the State has been awarded Capitalization Grants from EPA aggregating approximately $656 million for federal fiscal years 1989 through 2005, and the State has issued general obligation bonds to provide the State Match required for the State to receive its Capitalization Grants.

Environmental Improvement Fund

The State's Environmental Improvement Fund provides for two separate environmental financing programs.

- **Clean Water Fund Program.** The Clean Water Fund Program, established in 1990 for the State's implementation of its Federal SRF under the Water Quality Act, provides financial assistance to Municipalities for constructing or improving water treatment facilities. This program also funds the Land Recycling Loan Program, which is a municipal loan program for remediation of contaminated lands.
- **Safe Drinking Water Loan Program.** The Safe Drinking Water Loan Program is a municipal loan program for drinking water projects and includes the State's implementation of the federal Safe Drinking Water Act Amendments of 1996. Loans from the Safe Drinking Water Loan Program are primarily funded from federal capitalization grants awarded for this purpose, the required State match for those capitalization grants, and recycled State Drinking Water Loan payments. As of November 15, 2006, the State had made approximately $178 million of loans under the Safe Drinking Water Loan Program.

Under current law the State is authorized to issue Bonds only to make loans under the Clean Water Fund Program for wastewater and water projects. If changes were made to Wisconsin Statutes, Bond proceeds could be used to make loans under the Safe Drinking Water Loan Program and Land Recycling Loan Program; however, no legislation is pending that would make such changes.

CLEAN WATER FUND PROGRAM

The Clean Water Fund Program consists of three loan portfolios; however, only one loan portfolio is pledged to secure payment of the Bonds.

- **Leveraged Portfolio,** consisting of **Pledged Loans** funded with Bond proceeds. The term "Pledged Loans" in this Annual Report refers to the same loans that are called "Leveraged Loans" and "Loans" in both the General Resolution and the State's past continuing disclosure annual reports.

- **Direct Portfolio or Clean Water Portfolio,** consisting of **Direct Loans** funded with federal Capitalization Grants and the required State Match along with certain repayments of principal of and interest on the Direct Loans. Direct Loans are required to comply with EPA eligibility and reporting requirements, as well as applicable State requirements.
- **Proprietary Portfolio**, consisting of **Proprietary Loans** funded primarily with State general obligation bond proceeds along with repayments of principal of and interest on Proprietary Loans. Proprietary Loans are used to fund projects that may not meet all the construction or financial criteria of the Leveraged Portfolio or Clean Water Portfolio. While not considered a Proprietary Loan, this portfolio also makes use of State general obligation bond proceeds to provide hardship low-interest loans and grants to municipalities.

Only Pledged Loans are funded with Bond proceeds, and only **Pledged Loan Repayments** are pledged to the repayment of the Bonds. In other words, Bond proceeds do not fund Direct Loans or Proprietary Loans, and repayments of Direct Loans or Proprietary Loans, along with the federal Capitalization Grants and State Match, are not pledged to the repayment of the Bonds. See "SECURITY AND SOURCE OF PAYMENT FOR BONDS".

As of November 15, 2006, the State had made or purchased Pledged Loans in an aggregate amount of $983 million. In addition, the State had made Direct Loans in the aggregate amount of approximately $1.098 billion (of which loans for the Land Recycling Loan Program consisted of $10 million), and Proprietary Loans in the aggregate amount of $38 million.

A Municipality receives any loan or financial assistance pursuant to a Financial Assistance Agreement. The State may designate the loan as a Pledged Loan, a Direct Loan, or a Proprietary Loan, or any combinations of these loans. A separate accounting of the loan balances in each portfolio is maintained for each project. In any situation where a Municipality qualifies for a loan, the State may choose whether and to what extent the loan is designated as a Pledged Loan.

Funding Levels

The Legislature has authorized the issuance of Bonds in the aggregate amount of $1.616 billion not including Bonds issued for refunding purposes. The Legislature has also authorized the issuance of general obligations in the aggregate amount of $638 million for the Clean Water Fund Program. These general obligation bonds are used to provide the State Match, to fund Proprietary Loans, and to deposit into the Subsidy Fund, all as outlined further within this part of the Annual Report. As of November 15, 2006, approximately $707 million of authority remains for the issuance of Bonds, and $186 million of authority remains for the issuance of general obligations.

The amount of federal funding available in the future may affect the amount of loans to be made by the Clean Water Fund Program and the amount of Bonds to be issued by the State.

Management of Clean Water Fund Program

Management responsibilities for the Clean Water Fund Program are shared between two State agencies. The Department of Natural Resources **(DNR)** is responsible for the environmental and programmatic management of the Clean Water Fund Program. The Department of Administration (**DOA)** is responsible for the financial and investment management of the Clean Water Fund Program. DNR and DOA have agreed upon the division of responsibilities and joined in a memorandum of understanding that detail their respective roles. Joint responsibilities between DNR and DOA include issuing Notices of Financial Assistance Commitment (**Commitments**) and entering into Financial Assistance Agreements with Municipalities to finance eligible wastewater projects. DOA and DNR also jointly prepare biennial finance plans which include the estimated wastewater facility needs of municipalities in the State, the amount of financial assistance projected to be provided, the sources of the funding projected to be provided, and the estimated present value of subsidies for all Clean Water Fund Program financial assistance expected to be provided.

Operating Agreement with EPA

In connection with receipt of Capitalization Grants, the State, acting through DNR, has entered into an Operating Agreement with EPA. The Operating Agreement sets forth the objectives and structure, as designed to meet the objectives, of the Clean Water Fund Program and sets forth the responsibilities of DNR and DOA. Among these responsibilities are:

- Financial management
- Management of the environmental and project construction aspects
- Preparation of an intended use plan, setting forth the projects the State expects to finance under the Clean Water Fund Program.

SECURITY AND SOURCE OF PAYMENT FOR BONDS

Pledged Loan Repayments are pledged to the Trustee to secure the Bonds; payments of principal of and interest on either Direct Loans or Proprietary Loans are not pledged as security for the Bonds.

Each Pledged Loan must meet the criteria described under "LOANS; Lending Criteria" and must be evidenced by a Municipal Obligation. The State expects to continue to make most of the Pledged Loans to Municipalities with terms not exceeding 20 years and at interest rates that are below market rates. Due to the below market interest rates, Pledged Loan Repayments are not expected to be sufficient to pay the principal of and interest on the Bonds as they become due. The State has provided additional funds, and expects to continue to provide additional funds, to fund the difference between debt service payments due on the Bonds and revenues to be derived from Pledged Loan Repayments. The funds include payments from State general obligation bonds that are deposited into the Subsidy Fund.

Revenue Obligations

Each Series of Bonds is issued on a parity with all other Bonds previously issued or to be issued from time to time under the General Resolution. See "OUTSTANDING BONDS". The Bonds are special obligations of the State, payable solely from the revenues, receipts, funds, and moneys pledged therefor under the General Resolution.

The State is not obligated to pay the principal of or interest on the Bonds from any funds of the State other than those pledged pursuant to the General Resolution, and neither the full faith and credit nor the taxing power of the State or any agency, instrumentality, or political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds.

Pledge of Revenues

Pursuant to the General Resolution, the State has pledged the following to the Trustee for the benefit of the Bondowners and any owner of a Parity Reimbursement Obligation for the payment of the principal of, interest on, and redemption price of the Bonds in accordance with the terms and provisions of the General Resolution:

(1) all Pledged Receipts, which are defined in the General Resolution as follows:

- All Pledged Loan Repayments, including both timely and delinquent payments

- Fees and Charges held or collected by the State
- Any State payments intercepted by DOA, and taxes collected by county treasurers, upon a default under a Municipal Obligation
- Any moneys made available to the Leveraged Portfolio pursuant to a State "moral obligation" for individual Pledged Loans
- Any moneys collected by recourse to collateral and security devices under the Municipal Obligations
- Any other moneys held or received by the State or the Trustee relating to the Municipal Obligations; and

(2) certain funds and accounts established in connection with the issuance of the Bonds including the Loan Fund (pending use to make or acquire Pledged Loans), the Subsidy Fund, and the Loan Credit Reserve Fund, but not including the Rebate Fund or the State Equity Fund.

For a detailed description of the various funds, accounts, and revenues securing the Bonds, see "SUMMARY OF CERTAIN PROVISIONS OF GENERAL RESOLUTION". For further discussion of State payments to Municipalities intercepted by DOA, the taxes collected by county treasurers, and the State "moral obligation" on individual Pledged Loans, see "LOANS; Statutory Powers".

Pledged Loans

The proceeds of Bonds and other amounts deposited into the Loan Fund are used for the purpose of making Pledged Loans to Municipalities. Each Pledged Loan must meet the criteria described under "LOANS; Lending Criteria". As of November 15, 2006, disbursements for Pledged Loans totaled $983 million, and the outstanding principal balance of these Pledged Loans was $636 million. As of November 15, 2006, $99 million of Bond proceeds remain in the Loan Fund.

Table VI-2 identifies all Municipalities that have entered into Financial Assistance Agreements under the Environmental Improvement Fund, the amount that had been disbursed to each Municipality as of November 15, 2006, and the amount that remained to be disbursed pursuant to its Financial Assistance Agreement. Table VI-2 also provides information as to the principal balance outstanding under the Financial Assistance Agreement for each Municipality.

Table VI-2 includes Municipalities that have received any type of loan from the Environmental Improvement Fund (which includes Leveraged, Direct, and Proprietary Portfolios along with Municipalities that have received loans from the Safe Drinking Water Loan Program). Table VI-2 first presents the Municipalities with outstanding Pledged Loans as of November 15, 2006. These Municipalities are listed in the order of the percentage of their cash flow servicing the Outstanding Bonds. This percentage will change when changes occur in either the repayment schedules for the Pledged Loans or the debt service payments remaining on the Outstanding Bonds.

Municipalities that do not have Pledged Loans are then listed alphabetically at the end of Table VI-2. This grouping may change as Pledged Loans are disbursed and new Pledged Loans are originated, as loans are purchased and transferred into the Leveraged Portfolio, or as Pledged Loans are sold and transferred out of the Leveraged Portfolio. The term "FAA" used in Table VI-2 refers to the Financial Assistance Agreement.

Pledged Loan Repayments are the majority of the revenues available to pay debt service on the Bonds. The extent to which the failure of one Municipality to make its Pledged Loan Repayments affects the Clean Water Fund Program's ability to pay debt service on the Bonds will vary based on the percentage of debt service payments on the Bonds to be paid from the

Pledged Loan Repayments. The State believes that the security provisions of the Financial Assistance Agreements, as well as the amounts available from the Loan Credit Reserve Fund and the Subsidy Fund, will limit the effect on Bondowners of a failure by one or more Municipalities to pay debt service on their Pledged Loans. Revenues available from amounts in the Subsidy Fund will not be directly affected by the failure of any Municipality to pay debt service on its Loan. However, a persistent failure by one or more Municipalities to pay debt service on Pledged Loans may adversely affect the ability of the Clean Water Fund Program to pay debt service on the Bonds. See "LOANS; Statutory Powers", "DEPOSITS IN LOAN CREDIT RESERVE FUND", and "SECURITY AND SOURCE OF PAYMENT FOR BONDS; Subsidy Fund".

The Milwaukee Metropolitan Sewerage District (**MMSD**) is currently the largest borrower in the Leveraged Portfolio, with $167 million in principal amount of Pledged Loans outstanding as of November 15, 2006. See "SECURITY AND SOURCE OF PAYMENT FOR BONDS; Milwaukee Metropolitan Sewerage District". Other Municipalities had Pledged Loans in outstanding principal amounts ranging from $32,000 to $61 million as of the same date. For a discussion regarding the information that is available on the Municipalities, see "SECURITY AND SOURCE OF PAYMENT FOR BONDS; Additional Information".

Table VI-2
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
Pledged Loans							
Milwaukee Metropolitan Sewerage District	$808,640	$659,801	$167,214	$290,208	$457,422	$139,991	17.918%
Madison Metropolitan Sewerage District	97,634	91,338	61,280	4,231	65,511	3,059	6.722%
City of Fond du Lac	61,022	32,196	31,039	-	31,039	28,536	3.509%
City of Manitowoc	22,018	21,512	15,912	-	15,912	-	1.730%
Heart of the Valley Metropolitan Sewerage District	35,872	16,761	13,690	2,892	16,582	19,111	1.538%
City of Reedsburg	14,471	12,462	12,462	-	12,462	2,009	1.408%
Delafield - Hartland Pollution Control Commission	10,000	10,000	9,181	-	9,181	-	1.032%
Green Bay Metropolitan Sewerage District	60,910	56,106	9,105	20,089	29,194	743	0.957%
Village of Saukville	11,332	10,692	8,201	-	8,201	-	0.900%
Village of Cross Plains	8,287	7,326	7,032	-	7,032	952	0.780%
City of Racine	120,486	118,844	7,023	96,131	103,154	916	0.750%
Village of Union Grove	10,218	9,976	6,852	1,245	8,097	215	0.761%
City of Waupaca	12,721	12,216	6,404	972	7,376	-	0.674%
City of Menomonie	8,732	8,653	5,632	-	5,632	-	0.628%
City of Stevens Point	13,560	13,117	5,461	-	5,461	-	0.550%
City of Mineral Point	6,884	6,244	5,459	-	5,459	-	0.606%
City of Brookfield	30,606	29,304	5,410	14,715	20,125	-	0.593%
City of Waupun	6,249	6,062	5,395	-	5,395	-	0.623%
City of Stoughton - Utilities	9,463	8,883	5,236	102	5,338	-	0.556%
City of Ripon	6,337	5,773	5,047	-	5,047	-	0.560%
City of Fort Atkinson	14,594	14,266	5,034	-	5,034	-	0.507%
Village of Marshall	7,744	7,507	4,921	-	4,921	-	0.520%
Village of Cambridge	6,676	4,860	4,860	-	4,860	1,815	0.543%
Village of Twin Lakes	5,941	5,941	4,483	-	4,483	-	0.492%
Town of Oakland Sanitary District #1	5,768	4,395	4,395	-	4,395	1,373	0.490%
City of Bloomer	6,694	6,690	4,326	-	4,326	-	0.456%
Village of Jackson	6,130	6,130	4,234	-	4,234	-	0.445%
City of Brodhead	6,549	6,284	4,123	-	4,123	-	0.436%
Village of Sussex	11,029	10,605	4,017	-	4,017	-	0.402%
Village of Deerfield	5,070	4,542	3,975	-	3,975	-	0.442%
City of South Milwaukee	6,413	6,344	3,946	-	3,946	-	0.420%
City of Hudson	6,165	5,823	3,804	-	3,804	-	0.401%
Green Lake Sanitary District	8,674	8,388	3,775	-	3,775	-	0.373%
Town of Salem	6,359	6,193	3,697	-	3,697	-	0.388%
City of Richland Center	6,998	6,660	3,602	-	3,602	-	0.391%
City of Dodgeville	4,995	4,995	3,600	-	3,600	-	0.379%
City of Milton	4,328	4,091	3,581	-	3,581	-	0.397%
Village of Hammond	4,101	3,506	3,506	-	3,506	595	0.397%
City of Oconomowoc	5,449	5,414	3,482	-	3,482	-	0.365%
City of Edgerton	5,612	4,760	3,446	-	3,446	206	0.370%
Town of Bristol	6,364	5,767	3,350	-	3,350	381	0.359%
City of Sparta	15,726	14,528	3,346	3,555	6,901	-	0.332%
City of Baraboo	5,304	4,638	3,327	-	3,327	560	0.364%
Norway Sanitary District #1	5,547	4,424	3,286	-	3,286	-	0.356%
City of Janesville	9,047	8,898	3,246	4,218	7,464	-	0.347%
Village of Cedar Grove	4,400	3,781	3,208	476	3,684	615	0.358%
City of Oshkosh	57,410	56,098	3,138	33,990	37,128	-	0.347%
Village of Lake Delton	22,133	20,743	3,102	16,246	19,348	1,185	0.342%
Village of West Salem	4,990	4,634	3,089	-	3,089	-	0.320%
City of De Pere	8,892	7,994	3,024	3,134	6,158	-	0.333%
City of Chippewa Falls	7,593	7,252	2,994	1,713	4,707	-	0.313%
City of Omro	3,510	2,873	2,873	-	2,873	637	0.329%
Village of Black Creek	4,332	4,332	2,602	-	2,602	-	0.273%
City of Chilton	3,945	3,868	2,517	412	2,929	-	0.267%
City of Antigo	4,317	4,286	2,498	-	2,498	-	0.262%
Village of Caledonia	4,465	3,874	2,435	813	3,248	540	0.270%
Village of Plover	6,730	6,730	2,376	2,672	5,048	-	0.253%
City of Lodi	4,050	3,907	2,351	-	2,351	-	0.247%
Village of Luxemburg	3,178	2,945	2,176	-	2,176	-	0.235%
City of Mauston	2,905	2,759	2,172	-	2,172	-	0.260%
City of Marshfield	24,170	22,996	2,120	14,206	16,326	-	0.221%
Village of Somerset	2,981	2,744	2,097	-	2,097	-	0.230%
City of Viroqua	4,080	3,986	2,079	883	2,962	55	0.224%
City of New Richmond	3,320	3,202	2,071	-	2,071	-	0.217%
City of Rhinelander	5,136	5,123	2,065	-	2,065	-	0.208%
City of Sheboygan	13,517	13,057	1,964	7,250	9,214	-	0.206%
City of Neillsville	3,238	3,210	1,927	-	1,927	-	0.202%
Village of Slinger	2,633	2,277	1,861	-	1,861	-	0.207%

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
Village of Allouez	3,072	3,062	1,836	-	1,836	-	0.192%
Village of North Fond du Lac	2,592	2,590	1,835	-	1,835	-	0.196%
Village of Silver Lake	2,318	2,318	1,792	-	1,792	-	0.199%
City of Monroe	3,470	2,956	1,786	-	1,786	-	0.192%
City of Cuba City	2,562	2,316	1,782	-	1,782	-	0.196%
City of Ashland	14,010	13,598	1,735	3,791	5,526	-	0.182%
City of Tomahawk	3,026	2,864	1,627	-	1,627	-	0.167%
Village of Howards Grove	2,102	1,905	1,609	-	1,609	-	0.179%
Village of Reedsville	2,768	2,755	1,606	-	1,606	-	0.168%
Freedom Sanitary District #1	2,748	2,645	1,583	-	1,583	-	0.165%
City of Wautoma	6,848	6,847	1,568	2,032	3,600	-	0.150%
Village of Shorewood	2,512	2,298	1,521	-	1,521	-	0.159%
Village of Belleville	2,563	2,413	1,445	-	1,445	-	0.151%
Rib Mountain Metro Sewerage District	1,977	1,782	1,407	-	1,407	-	0.153%
Village of New Glarus	3,503	3,434	1,398	-	1,398	-	0.141%
City of Amery	3,060	2,909	1,337	342	1,679	-	0.138%
City of Merrill	4,044	4,033	1,322	-	1,322	-	0.131%
City of Colby	2,837	2,647	1,320	-	1,320	-	0.135%
City of Delafield	1,556	1,556	1,302	-	1,302	-	0.143%
Village of Footville	2,131	2,097	1,266	394	1,660	-	0.139%
Village of Bangor	1,587	1,584	1,205	-	1,205	-	0.132%
Chain O'Lakes Sanitary District #1	2,082	2,063	1,185	-	1,185	-	0.128%
Village of Poynette	2,288	2,112	1,156	-	1,156	-	0.119%
Village of Pewaukee	8,191	7,695	1,130	3,802	4,932	-	0.118%
Ixonia Sanitary District #1	1,340	1,308	1,109	-	1,109	-	0.123%
Village of Fremont	1,867	1,815	1,093	-	1,093	-	0.115%
City of Kenosha	33,144	29,370	1,078	11,892	12,970	-	0.109%
City of Weyauwega	3,285	3,108	1,062	-	1,062	-	0.107%
City of Kewaunee	1,684	1,684	1,061	-	1,061	-	0.112%
City of Jefferson	7,534	6,958	1,032	4,850	5,882	-	0.113%
Village of Monticello	2,345	2,319	975	-	975	-	0.090%
Village of Iron Ridge	1,441	1,254	940	-	940	-	0.106%
City of Lake Mills	1,246	1,165	938	-	938	-	0.105%
City of Whitewater	1,564	1,564	937	-	937	-	0.098%
Village of Wrightstown	1,427	1,427	926	-	926	-	0.098%
Village of Lake Nebagamon	1,539	1,456	913	-	913	-	0.097%
Village of Trempealeau	1,559	1,544	903	-	903	-	0.095%
Village of Newburg	1,549	1,430	894	-	894	-	0.094%
Western Racine County Sewerage District	11,459	9,609	875	8,302	9,177	1,850	0.098%
City of Crandon	1,537	1,454	869	-	869	-	0.091%
City of Two Rivers	5,878	5,515	858	3,784	4,642	139	0.091%
Village of Dane	1,228	1,228	824	-	824	-	0.086%
Black Wolf Sanitary District #1	4,327	4,065	815	-	815	-	0.078%
City of Brillion	1,064	1,061	812	-	812	-	0.089%
City of Lancaster	1,688	1,601	805	-	805	-	0.083%
Town of Menasha	1,659	1,642	786	-	786	-	0.080%
Wisconsin Dells - Lake Delton Sewerage Commission	1,935	1,892	775	-	775	-	0.079%
City of Manawa	1,408	1,391	770	-	770	-	0.080%
City of Tomah	18,635	17,577	768	11,735	12,503	193	0.080%
City of New Holstein	1,100	990	754	-	754	-	0.083%
City of Mayville	1,006	1,006	735	-	735	-	0.080%
Village of Mount Horeb	3,436	3,338	704	420	1,124	-	0.068%
Village of Valders	1,538	1,538	702	61	763	-	0.072%
City of Watertown	30,535	29,384	687	24,876	25,563	-	0.072%
Potosi/Tennyson Sewerage Commission	1,543	1,543	683	-	683	-	0.068%
City of Columbus	1,235	1,235	675	-	675	-	0.069%
City of Boscobel	1,337	1,182	647	-	647	-	0.068%
Village of Fontana	2,725	2,652	645	1,166	1,811	-	0.069%
City of Mosinee	1,383	1,297	643	-	643	-	0.066%
Village of Blue Mounds	1,152	1,064	638	-	638	-	0.067%
Village of Bay City	1,224	1,200	620	-	620	-	0.065%
City of Oconto Falls	1,316	1,055	620	348	968	168	0.069%
Village of Mount Calvary	1,430	1,430	615	-	615	-	0.056%
Village of Mishicot	718	679	572	-	572	-	0.063%
City of Cumberland	928	808	555	-	555	-	0.058%
City of River Falls	4,766	3,955	555	2,833	3,388	812	0.057%
Village of Hewitt	1,467	1,298	545	-	545	-	0.053%
Village of Rockland	967	867	542	-	542	-	0.057%
Village of Muscoda	898	777	535	-	535	-	0.056%

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
Village of Spring Green	950	920	532	-	532	-	0.056%
City of Black River Falls	4,228	3,139	532	1,372	1,904	962	0.051%
Wrightstown Sanitary District #1	1,081	1,036	514	-	514	-	0.052%
Village of Brokaw	772	718	513	-	513	-	0.054%
Village of Highland	825	784	491	-	491	-	0.052%
Brazeau Sanitary District #1	793	758	472	-	472	-	0.050%
Village of Knapp	669	669	442	-	442	-	0.046%
Mercer Sanitary District #1	787	787	434	-	434	-	0.049%
City of Galesville	1,143	1,111	426	-	426	-	0.043%
Village of Argyle	1,467	1,380	423	-	423	-	0.040%
Village of Rosholt	662	649	420	-	420	-	0.044%
City of Shullsburg	687	626	415	-	415	-	0.043%
Village of Montfort	779	756	415	-	415	-	0.043%
Wolf Treatment Plant Commission	12,847	12,377	401	8,220	8,621	-	0.040%
City of Abbotsford	722	660	384	-	384	-	0.041%
Iron River Sanitary District #1	717	710	384	-	384	-	0.040%
City of Cudahy	886	839	365	-	365	-	0.037%
Silver Lake Sanitary District	1,063	1,063	363	-	363	-	0.034%
Sextonville Sanitary District	589	564	355	-	355	-	0.038%
Village of Brownsville	1,017	917	355	341	696	-	0.037%
Village of Redgranite	2,303	2,303	348	1,052	1,400	-	0.032%
City of Chetek	528	512	339	-	339	-	0.036%
City of Plymouth	5,848	5,427	330	2,383	2,713	-	0.034%
City of Beloit	2,927	2,610	311	-	311	-	0.028%
City of Beaver Dam	819	798	308	-	308	-	0.031%
Silver Lake Sanitary District-Waushara Cty.	722	722	286	-	286	-	0.026%
Village of Kohler	401	367	273	-	273	-	0.030%
City of Prescott	5,349	4,956	271	2,211	2,482	-	0.028%
Neenah Sanitary District #2	1,057	1,057	270	-	270	-	0.024%
City of Westby	417	395	261	-	261	-	0.027%
Village of Campbellsport	405	359	258	-	258	-	0.028%
Village of Prentice	544	447	258	-	258	-	0.027%
Laona Sanitary District #1	746	746	249	-	249	-	0.025%
City of New Lisbon	5,845	5,434	245	4,403	4,648	-	0.025%
Village of Linden	389	369	241	-	241	-	0.026%
Village of Mattoon	628	586	240	151	391	-	0.025%
Village of Almond	530	504	240	-	240	-	0.024%
Village of Cottage Grove	506	360	238	-	238	-	0.025%
Village of North Freedom	498	473	228	-	228	-	0.023%
Village of Belmont	458	416	220	-	220	-	0.023%
Village of Pulaski	483	483	212	-	212	-	0.021%
Village of Wyocena	389	298	211	-	211	-	0.022%
Village of Ellsworth	373	373	205	-	205	-	0.021%
Village of Walworth	332	305	198	-	198	-	0.021%
Village of Random Lake	464	441	194	-	194	-	0.019%
Iowa County	486	486	188	-	188	-	0.019%
City of Montello	260	256	184	-	184	-	0.020%
Village of Pepin	363	281	177	-	177	-	0.019%
Village of Cassville	442	401	175	-	175	-	0.018%
Goodman Sanitary District #1	1,074	1,074	172	450	622	-	0.016%
Village of Osceola	6,420	6,114	165	5,595	5,760	306	0.017%
Village of Potosi	291	260	164	-	164	-	0.017%
City of Shawano	252	225	159	-	159	-	0.017%
Village of Baldwin	262	262	145	-	145	-	0.015%
City of Prairie du Chien	4,645	4,590	145	1,932	2,077	-	0.014%
Village of Plum City	249	249	120	-	120	-	0.012%
Village of Coleman	507	449	119	-	119	-	0.012%
Village of Prairie du Sac	205	183	114	-	114	-	0.012%
Village of Blue River	281	272	108	-	108	-	0.011%
Village of Gays Mills	180	173	108	-	108	-	0.011%
Grand Chute - Menasha West Sewerage Commission	12,747	12,097	107	5,814	5,921	-	0.011%
Sunset Point Sanitary District	686	655	106	-	106	-	0.011%
Village of Hancock	151	131	100	-	100	-	0.011%
City of Hillsboro	160	129	81	-	81	-	0.009%
Village of Spring Valley	120	120	66	-	66	-	0.007%
Little Elkhart Lake Rehabilitation District	217	217	65	-	65	-	0.006%
Village of Webster	204	194	63	-	63	-	0.006%
Village of Roberts	3,194	2,985	45	2,904	2,949	209	0.005%
Village of Bowler	794	729	32	565	597	-	0.003%

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
Direct Loans, Proprietary Loans, and Safe Drinking Water Loans							
Village of Adell - Onion River	721	721	-	221	221	-	
Village of Adell	566	566	-	173	173	-	
Village of Albany	536	472	-	342	342	-	
Algoma Sanitary District #1	12,872	11,737	-	11,040	11,040	195	
City of Algoma	5,547	5,432	-	1,806	1,806	-	
City of Appleton	16,474	13,989	-	5,438	5,438	-	
City of Arcadia	1,078	910	-	825	825	-	
Village of Arena	1,486	1,449	-	998	998	-	
Village of Arlington	1,662	1,608	-	1,158	1,158	-	
Village of Avoca	359	344	-	189	189	-	
Village of Bagley	229	218	-	155	155	-	
City of Bayfield	2,364	2,300	-	2,147	2,147	-	
Village of Bayside	1,612	1,399	-	1,288	1,288	-	
Village of Bear Creek	432	387	-	223	223	-	
Village of Belgium	3,855	3,838	-	3,189	3,189	-	
Town of Beloit	956	904	-	803	803	-	
Village of Benton	1,702	1,702	-	1,397	1,397	-	
Village of Black Earth	4,278	4,125	-	3,005	3,005	-	
Village of Boaz	106	106	-	32	32	-	
Bohner's Lake Sanitary District #1	8,007	7,857	-	2,420	2,420	-	
Brookfield Sanitary District #4	5,750	5,608	-	3,664	3,664	-	
Village of Brooklyn	641	615	-	543	543	-	
Brule Sanitary District	367	299	-	133	133	-	
City of Burlington	18,488	17,855	-	5,741	5,741	-	
Butte des Morts Consolidated Sanitary District #1	2,144	2,144	-	293	293	-	
Calumet Sanitary District #1	505	505	-	18	18	-	
Village of Cameron	365	365	-	315	315	-	
Caroline Sanitary District	83	83	-	25	25	-	
Christmas Mountain Sanitary District	1,659	1,614	-	1,231	1,231	-	
Village of Cleveland	3,610	3,452	-	1,887	1,887	-	
Village of Clinton	4,962	4,877	-	3,855	3,855	-	
City of Clintonville	1,035	860	-	815	815	176	
Cloverleaf Lakes Sanitary District #1	1,022	977	-	279	279	-	
Village of Cochrane	454	441	-	325	325	-	
Consolidated S.D. No. 1	155	155	-	47	47	-	
Village of Crivitz	1,725	1,725	-	638	638	-	
Crystal Lake Sanitary District #1	-	-	-	-	-	-	
Village of Curtiss	353	342	-	328	328	-	
Cushing Sanitary District #1	116	116	-	71	71	-	
City of Darlington	3,650	3,650	-	2,914	2,914	-	
City of Delavan	1,102	648	-	616	616	454	
Village of Denmark	2,241	2,223	-	930	930	-	
Village of Dickeyville	1,078	1,017	-	855	855	-	
Town of Dover	1,787	1,606	-	1,425	1,425	-	
Dyckesville Sanitary District	1,476	1,476	-	489	489	-	
City of Eagle River	3,563	3,401	-	1,756	1,756	-	
Village of Eagle	2,161	2,132	-	1,888	1,888	-	
Village of Eastman	323	323	-	97	97	-	
Edgewood-Shangri La Sanitary District	1,011	996	-	313	313	-	
Village of Egg Harbor	508	504	-	335	335	-	
Elcho Sanitary District #1	956	956	-	547	547	-	
Village of Elk Mound	350	349	-	185	185	-	
Village of Ephraim	1,629	1,457	-	1,399	1,399	-	
City of Evansville	1,800	1,603	-	1,539	1,539	197	
Village of Fairchild	740	719	-	489	489	-	
Village of Fairwater	1,554	1,481	-	1,360	1,360	-	
Village of Forestville	585	552	-	394	394	-	
City of Fountain City	451	451	-	414	414	-	
Fulton Sanitary District No. 2	211	211	-	177	177	-	
Village of Genoa City	4,227	4,015	-	3,379	3,379	-	
Germantown Sanitary District	34	34	-	10	10	-	
Gibbsville Sanitary District	1,518	1,383	-	1,325	1,325	-	
Gordon Sanitary District #1	395	395	-	125	125	-	
Village of Gratiot	724	723	-	632	632	-	
Green Valley Sanitary District #1	188	188	-	100	100	-	
Greenville Sanitary District No. 1	4,733	4,230	-	4,141	4,141	334	
City of Greenwood	378	217	-	217	217	161	
Harmony Grove - Okee Sewerage Commission	2,327	2,155	-	1,886	1,886	-	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
City of Hartford	13,168	13,081	-	8,421	8,421	-	
Hatfield Sanitary District #1	1,135	1,135	-	291	291	-	
Village of Haugen	285	285	-	211	211	-	
Village of Hilbert	2,502	2,496	-	1,368	1,368	-	
Village of Hingham - Onion River	227	227	-	74	74	-	
Holland Sanitary District #1	1,380	1,380	-	1,149	1,149	-	
Hub-Rock Sanitary District No. 1	494	494	-	287	287	-	
Village of Hustisford	1,057	1,045	-	963	963	-	
City of Independence	1,592	1,556	-	1,490	1,490	-	
Village of Ironton	107	107	-	18	18	-	
Island View Sanitary District	2,764	2,480	-	931	931	-	
Ithaca Sanitary District #1	412	412	-	237	237	-	
City of Juneau	271	237	-	148	148	-	
Kelly Lake Sanitary District #1	2,439	2,413	-	1,814	1,814	-	
City of Kiel	2,470	2,470	-	1,565	1,565	-	
Krakow Sanitary District No. 1	625	589	-	566	566	36	
Lake Como Sanitary District #1	4,459	4,459	-	2,675	2,675	-	
Lake Tomahawk Sanitary Dist #1	1,317	1,313	-	959	959	-	
Village of Lannon	2,982	2,982	-	1,604	1,604	-	
Lisbon Sanitary District #1	2,849	2,706	-	825	825	-	
Little Green Lake Protection & Rehab District	1,898	1,734	-	1,392	1,392	-	
Little Suamico Sanitary District #1	1,791	1,682	-	1,396	1,396	-	
Village of Lomira	1,932	1,784	-	889	889	-	
Village of Lyndon Station	615	583	-	418	418	-	
Village of Marathon City	1,890	1,853	-	1,330	1,330	-	
City of Marinette	7,232	6,282	-	5,668	5,668	-	
Village of Mazomanie	4,753	4,553	-	3,315	3,315	-	
Village of Melvina	-	-	-	-	-	-	
City of Menasha	13,139	6,316	-	6,248	6,248	6,737	
Village of Menomonee Falls	887	869	-	568	568	-	
Village of Milltown	337	302	-	191	191	-	
City of Milwaukee - Comptroller's Office	19,358	17,559	-	12,075	12,075	-	
Mindoro Sanitary District #1	1,114	1,058	-	1,018	1,018	56	
Morrisonville Sanitary District #1	278	278	-	167	167	-	
Village of Mount Hope	386	386	-	359	359	-	
Village of Mukwonago	2,514	2,271	-	1,692	1,692	-	
Village of Necedah	2,937	2,937	-	2,441	2,441	-	
City of Neenah	26,390	22,536	-	21,959	21,959	3,854	
City of Nekoosa	6,709	6,564	-	5,133	5,133	-	
Village of Nelson	640	640	-	320	320	-	
Village of New Auburn	1,144	834	-	834	834	310	
City of Niagara	181	181	-	54	54	-	
Village of Oakdale	45	45	-	11	11	-	
Village of Oakfield	2,200	2,200	-	1,927	1,927	-	
Town of Oconomowoc	6,819	6,169	-	4,854	4,854	-	
City of Oconto	3,844	3,725	-	1,850	1,850	-	
Ogema Sanitary District #1	190	181	-	72	72	-	
Village of Oliver	588	588	-	353	353	-	
Omro Sanitary District #1	992	992	-	480	480	-	
Oneida Tribe of Indians	1,210	1,210	-	318	318	-	
Village of Oregon	7,217	7,073	-	3,602	3,602	-	
Orihula Sanitary District	2,522	2,485	-	943	943	-	
City of Osseo	1,575	1,575	-	1,265	1,265	-	
City of Owen	418	418	-	387	387	-	
Packwaukee Sanitary Dist No. 1	242	242	-	158	158	-	
City of Park Falls	1,469	1,469	-	1,090	1,090	-	
Pell Lake Sanitary District #1	5,917	5,917	-	3,788	3,788	-	
Pensaukee Sanitary District #1	1,279	1,279	-	673	673	-	
City of Pewaukee	8,049	7,831	-	5,114	5,114	-	
City of Phillips	2,233	2,189	-	1,752	1,752	45	
Pikes Bay Sanitary District	1,621	586	-	567	567	1,035	
City of Pittsville	2,768	2,658	-	2,554	2,554	110	
Pleasant Springs Sanitary District #1	1,029	934	-	510	510	-	
Village of Port Edwards	3,368	3,197	-	3,085	3,085	171	
City of Port Washington	3,404	3,404	-	2,751	2,751	-	
City of Portage	4,341	4,272	-	2,947	2,947	-	
Portland Sanitary District #1	295	287	-	262	262	-	
Poy Sippi Sanitary District	223	223	-	178	178	-	
Rockland Sanitary District #1	222	222	-	56	56	-	

Table VI-2—Continued
STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND
OUTSTANDING LOANS
November 15, 2006
(Amount in Thousands)

Municipality[(a)]	FAA Loan Amount[(b)]	Total FAA Loan Disbursed	Pledged Loan Balance[(c)]	Non-Pledged Loan Balance	Total Outstanding Balance[(c)]	FAA Loan Remaining to Fund[(d)]	% of Bond Payment[(e)]
Roxbury Sanitary District #1	940	914	-	647	647	-	
City of Seymour	708	549	-	549	549	160	
Village of Sharon	635	633	-	509	509	-	
Village of Sheldon	292	292	-	265	265	-	
Village of Sherwood	2,711	2,688	-	1,942	1,942	-	
Village of South Wayne	1,388	1,266	-	701	701	-	
St. Joseph's Sanitary District No. 1	1,562	394	-	394	394	1,168	
Village of Stetsonville	1,141	1,141	-	866	866	-	
Village of Stoddard	556	517	-	517	517	39	
Village of Suamico	9,940	9,283	-	8,894	8,894	-	
Town of Summit	7,832	7,695	-	6,465	6,465	-	
City of Sun Prairie	16,114	13,982	-	13,982	13,982	2,132	
Village of Suring	840	686	-	686	686	153	
City of Thorp	1,198	1,177	-	1,123	1,123	-	
Village of Union Center	299	299	-	220	220	-	
Valley Ridge Clean Water Commission	749	749	-	211	211	-	
Village of Vesper	1,724	1,680	-	1,168	1,168	-	
Walworth County Metropolitan Sewerage District	19,994	19,088	-	9,428	9,428	-	
Village of Warrens	4,769	4,498	-	4,444	4,444	271	
City of Waukesha	42,072	40,531	-	14,410	14,410	-	
Village of Wausaukee	1,662	1,662	-	649	649	-	
Village of Wauzeka	128	107	-	62	62	-	
Westboro Sanitary District #1	51	51	-	27	27	-	
Village of Whitelaw	1,494	1,491	-	1,195	1,195	-	
Village of Williams Bay	885	836	-	558	558	-	
Winneconne Sanitary District #3	2,079	1,985	-	729	729	-	
Village of Winneconne	1,644	1,494	-	1,035	1,035	-	
City of Wisconsin Dells	2,503	2,280	-	2,280	2,280	223	
City of Wisconsin Rapids	11,670	11,348	-	3,917	3,917	-	
Village of Withee	120	120	-	108	108	-	

(a) For Municipalities that have received Financial Assistance Agreements that are funded with both Pledged Loans and Direct Loans or Proprietary Loans, the entire amount of the Financial Assistance Agreement is included within the group of Pledged Loans.

(b) The amount of financial assistance depicts only loans. Grants, which have been awarded in the aggregate amount of approximately $101 million, are not included.

(c) The principal balance may be less than the total amount disbursed due to repayment of loans.

(d) "FAA Loan Remaining to Fund" is the "FAA Loan Amount" less "Total Loan Disbursed", except for loans that have been closed out or paid off, in which case the "Loan Remaining to Fund" is zero.

(e) Total remaining Pledged Loan Repayments (excluding amounts payable after the retirement of the previously issued and Outstanding Bonds) are shown as a percentage of total debt service remaining on the Outstanding Bonds, less those Bonds that are defeased. Pledged Loans with amortization periods of shorter duration than the Bonds will reflect a lower comparative percentage of the Bonds' debt service. Other revenues expected to be available for payment of the Bonds consist of Subsidy Fund transfers and repayments on Pledged Loans to be originated in the future from the remaining undisbursed 2006 Series 1 Bond and 2006 Series 2 Bond proceeds.

Subsidy Fund

The State expects to continue to make most of the Pledged Loans to Municipalities at interest rates that are less than the Clean Water Fund Program's cost of borrowing. To supplement revenues produced by Pledged Loan Repayments, the General Resolution creates a Subsidy Fund and establishes provisions concerning both a Subsidy Fund Requirement and a Subsidy Fund Transfer Amount.

The Subsidy Fund Requirement is that amount which, when invested as permitted in the General Resolution, is projected by an Authorized Officer to result in an amount being available during each period commencing after an interest payment date and ending on the next interest payment date (**Period**) which is at least equal to the amount by which Aggregate Debt Service payable during the Period exceeds the sum of:

- Scheduled disbursements from the Capitalized Interest Account, and
- Pledged Loan Repayments scheduled to be received during the Period from sources other than transfers of Pledged Loan capitalized interest from the Loan Fund.

In making the projections set forth above, the State may treat undisbursed amounts in the Loan Fund as if:

- Such undisbursed amounts are invested at an appropriate rate of interest to the final maturity of Bonds, or
- Such undisbursed amounts and the earnings thereon are transferred from time to time to the Revenue Fund to pay debt service, and for purposes of calculating the Subsidy Fund Requirement, such amounts may be treated as if they were Pledged Loan Repayments; provided that prior to each Pledged Loan disbursement the State recalculates the Subsidy Fund Requirement assuming for purposes of calculation that the disbursement has been made (and the amount is repayable in accordance with the applicable Municipal Obligations), and if such calculation fails to confirm that following the disbursement the Subsidy Fund Requirement is met, the State may not make a requisition for the disbursement.

The Subsidy Fund Transfer Amount is that amount equal to the amount by which Aggregate Debt Service payable during a Period exceeds the sum of:

- Pledged Loan Repayments scheduled to be received and delinquent Pledged Loan Repayments actually received during the Period,
- Earnings on the Loan Credit Reserve Fund deposited in the Revenue Fund during the Period,
- Any moneys on deposit in the Revenue Fund, the Interest Account of the Debt Service Fund, or the Principal Account of the Debt Service Fund at the beginning of the Period,
- Any amounts in the Loan Fund transferred to the Revenue Fund during the Period as directed in a certificate of an Authorized Officer, and
- Amounts scheduled to be transferred from the Capitalized Interest Account to the Interest Account during such Period.

On or before the business day preceding each interest payment date, the Trustee shall transfer the Subsidy Fund Transfer Amount from the Subsidy Fund to the Debt Service Fund.

Whenever the money in the Debt Service Fund and money available in the Loan Credit Reserve Fund are insufficient to pay the principal of and interest on the Bonds, the Trustee shall transfer amounts from the Subsidy Fund to the Debt Service Fund to the extent necessary to cure the deficiency.

The General Resolution permits the issuance of a Series of Bonds only if, upon such issuance, an Authorized Officer certifies to the Trustee that upon delivery of such Bonds there will be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement. In addition, except in the case of a default in payment of the Bonds, the General Resolution permits disbursements from the Loan Fund only upon receipt of a certificate from an Authorized Officer stating that after taking into account the disbursement there is on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement.

As of November 15, 2006, the amortized balance of State general obligation bonds issued and on deposit in the Subsidy Fund was $117 million.

Loan Credit Reserve Fund

As additional security for the Bonds there has been established a Loan Credit Reserve Fund which will, upon the issuance of any Series of Bonds, be funded in an amount at least equal to the Loan Credit Reserve Fund Requirement. The Loan Credit Reserve Fund Requirement means and is calculated as follows:

- DOA has already delivered, and upon the future disbursements of funds for Pledged Loans from the Loan Fund will delivery, to the Trustee a schedule of credit quality categories and loan credit reserve fund requirements for each Rating Agency (**Schedule**) approved by such Rating Agency. Each Schedule sets forth the percentage of the annual debt service attributable to each Pledged Loan disbursement from the Loan Fund to be deposited in the Loan Credit Reserve Fund with respect to each Pledged Loan disbursement. A Schedule may be amended from time to time upon the presentation to the Trustee of a certificate of an Authorized Officer, supported by a certificate from the Rating Agency to which such Schedule applies, confirming that such amendment to the Schedule will not adversely affect the then-outstanding rating assigned to the Bonds by such Rating Agency. For a description of the Schedules currently in effect, see "LOAN CREDIT RESERVE FUND SCHEDULES".
- The amount required in the Schedules for each disbursement from the Loan Fund (and if the Schedules provide for different amounts, then the highest amount) is the **Contribution Amount**.
- The Loan Credit Reserve Fund Requirement shall be, as of any date of calculation, the total Contribution Amount derived from each Schedule (and if the Schedules provide for a different total Contribution Amount, then the highest total Contribution Amount) that would be required were all disbursements from the Loan Fund outstanding to be disbursed on that date, based on the then-current Schedules.

Prior to the issuance of Bonds or other obligations that are on a parity with the Bonds, the State must certify that, upon the delivery of such Bonds, there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement. The Trustee may not disburse moneys from the Loan Fund unless, prior to such disbursement, there is deposited in the Loan Credit Reserve Fund concurrently with the disbursement an amount equal to the Contribution Amount, provided, however, that if the amount on deposit would be in excess of the Loan Credit Reserve Fund Requirement, the Contribution Amount may be reduced in an amount equal to such excess.

If upon the issuance of a Series of Bonds, there is on deposit in the Loan Credit Reserve Fund an amount in excess of the Loan Credit Reserve Fund Requirement (such excess being the **Funded Amount**), any Contribution Amount required to be deposited into the Loan Credit Reserve Fund upon a disbursement from the Loan Fund shall be deemed to be made from such Funded Amount until the Funded Amount is exhausted. Any Funded Amount must be available until issuance of a subsequent Series of Bonds, whereupon a new Funded Amount is required to be calculated. The Loan Credit Reserve Fund Requirement is calculated based on disbursements from the Loan Fund. Upon issuance of an additional Series of Bonds, additions to the Loan Credit Reserve Fund Requirement will be zero prior to any additional Pledged Loan disbursement. Failure to make deposits in the Loan Credit Reserve Fund (including deemed deposits from the Funded Amount) would consequently preclude making any subsequent disbursements from the Loan Fund.

If at any time moneys in the Debt Service Fund are insufficient to pay the principal of or interest on the Bonds, the Trustee will apply amounts from the Loan Credit Reserve Fund to the extent necessary to cure the deficiency. Except in the event of the issuance of additional Bonds, the State is not required to replenish the Loan Credit Reserve Fund following creation of a deficiency therein, except from surpluses in the Subsidy Fund being transferred to the State Equity Fund.

If at any time moneys and securities in the Loan Credit Reserve Fund (excluding earnings required to be transferred to the Revenue Fund) exceed the Loan Credit Reserve Fund Requirement, the Trustee is required (at the written direction of an Authorized Officer), subject to certain conditions, to transfer all or any portion of such surplus from the Federal SRF Account to any account within the Clean Water Fund Program or from the Non-SRF Account to the Revenue Fund. Any withdrawal of surpluses from the Loan Credit Reserve Fund shall reduce the Funded Amount by an amount equal to the amount of such withdrawal.

As of November 15, 2006, the Loan Credit Reserve Fund consisted of $74 million in cash and investments and a Debt Service Reserve Insurance Policy **(Surety Bond)** in the amount of $17 million issued by XL Capital Assurance Inc **(XL Capital)**. The total deposits of $91 million exceeded the Loan Credit Reserve Fund Requirement as of that date, which was approximately $82 million.

As of November 15, 2006, the cash and investments in the Loan Credit Reserve Fund (totaling $74 million) were invested as follows:

- $22 million were invested in an investment agreement with AIG Matched Funding Corp. (**AIGMFC**) with the payment obligations of AIGMFC guaranteed by American International Group, Inc.
- $6 million were invested in an investment agreement with MBIA Investment Management Corp. (**IMC**) with the payment obligations of IMC guaranteed by the MBIA Insurance Corporation.
- $8 million were invested in a collateralized investment repurchase agreement with Bayerische Landesbank Girozentrale with the collateral held by Wells Fargo Bank, National Association, as custodian.
- $21 million were invested in direct obligations of the United States under three forward delivery agreements with Wachovia Bank, National Association.
- $2 million were invested in a forward delivery agreement with Westdeutsche Landesbank Girozentrale.
- $14 million were invested in two separate reserve fund forward delivery agreements with JPMorgan Chase Bank, NA.
- $1 million were invested in a pool managed by the State of Wisconsin Investment Board.

The above investments each provide for liquidation of the investments if and when required by the terms of the General Resolution.

If one or more Municipalities fail to make their Pledged Loan Repayments, and the amount of the delinquent payments is in excess of the amount available from the Loan Credit Reserve Fund, the

Clean Water Fund Program may be unable to make timely payments of the principal of, interest on, or redemption price of the Bonds.

Surety Bond

The termination date of the Surety Bond is the earlier of June 1, 2024 or when all the Bonds are no longer Outstanding. The Surety Bond provides that XL Capital will unconditionally and irrevocably deposit funds with the Trustee, subject to the terms of the Surety Bond, that portion of the principal of and interest on the Bonds that is due for payment but is unpaid, but in no event exceeding the amount of the Surety Bond. The Surety Bond does not insure against nonpayment caused by the insolvency or negligence of the Trustee.

Statutory Powers

Sections 281.58 and 281.59 of the Wisconsin Statutes, as amended **(Act)** include several provisions that may provide additional security for payment of the principal of, interest on, or redemption price of the Bonds. These provisions include state aid intercept, collection through county treasurers, and state moral obligation, if designated. See "LOANS; Statutory Powers" for more information.

State Financial Participation

The State has funded, and intends to continue to fund, all or a substantial portion of the Subsidy Fund through the issuance of State general obligation bonds. Such State general obligation bonds will be sold to the Clean Water Fund Program for deposit in the Subsidy Fund as and when required to meet the Subsidy Fund Requirement. The State general obligation bonds are issued such that the principal and interest will be due and payable on such bonds at the times and in the amounts as are required to satisfy the Subsidy Fund Requirement. The State has authorized the issuance of additional general obligation bonds in an amount expected to exceed the Subsidy Fund Requirement necessary to disburse all Bond proceeds. However, failure of the State to fund the Subsidy Fund at the Subsidy Fund Requirement will preclude the disbursement of Bond proceeds from the Loan Fund (except to pay interest on the Bonds) and preclude the issuance of additional Bonds. Such a failure could adversely affect the ability of the Clean Water Fund Program to make timely payments of the principal of, interest on, or redemption price of the Bonds.

Although the State has no present intent to cause this to happen, State general obligation bonds may also be sold to the Clean Water Fund Program for deposit in the Loan Credit Reserve Fund to meet the Loan Credit Reserve Fund Requirement.

Based on the general obligations of the State deposited in the Subsidy Fund and cash-flow calculations as of November 15, 2006, the State expects that its general obligations will be the source of approximately 16% of the cash flow servicing the Outstanding Bonds. This percentage will change when changes occur in the amount of general obligations issued by the State for this purpose, the repayment schedules for the Pledged Loans, or the debt service payments remaining on the Outstanding Bonds.

Information about the State, including its financial statements, is included in Part II of this Annual Report.

Milwaukee Metropolitan Sewerage District

As of November 15, 2006, the State expects that payment from MMSD will provide approximately 18% of the cash flow servicing the Outstanding Bonds. This percentage will change when changes occur in either the repayment schedules for the Pledged Loans or the debt service payments remaining on the Outstanding Bonds.

The MMSD Comprehensive Annual Financial Report for the year ended December 31, 2005 (**MMSD CAFR**) is included by reference as part of this part of the Annual Report. The MMSD CAFR has been filed with each nationally recognized municipal securities information repository and should be consulted only with respect to MMSD. No representation is made as to the accuracy or completeness of the information included in the MMSD CAFR, or that there has been no material change since its date.

Copies of the MMSD CAFR can be obtained from:

Mark T. Kaminski, Acting Controller/Treasurer
Milwaukee Metropolitan Sewerage District
260 West Seeboth Street
Milwaukee, Wisconsin 53204-1446
(414) 225-2050
bgraffin@mmsd.com

Additional Information

The Financial Assistance Agreements require that financial statements be provided to the Clean Water Fund Program by each Municipality that has received a loan. The financial statements for MMSD (but not those of any other Municipality) are included by reference in this part of the Annual Report.

Additional Bonds

The General Resolution permits the issuance of additional Bonds, without limitation as to amount, except for any statutory limitations on the aggregate authorized amount of revenue bonds that can be issued for the Program. As of November 15, 2006, $707 million of Bonds were legislatively authorized but unissued. Proceeds of these Bonds, if issued, may be used to provide funds for Clean Water Fund Program purposes, including making Pledged Loans. There is no statutory limit that restrains the amount of Bonds that may be issued for refunding purposes. As a condition to the issuance of additional Bonds, the General Resolution requires that there be delivered to the Trustee a certificate of an Authorized Officer that, upon the issuance of such Bonds, there will be in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement and that there will be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement.

Any additional Bonds issued under the General Resolution will be on a parity with any other Bonds previously issued, and will be entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the State set forth in the General Resolution (except for funds pledged to defease any specific Bonds).

Disposition of Loans

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligations evidencing such loan (free and clear of the pledge of the General Resolution or subject to the lien of the General Resolution, at the discretion of the State), at such price as the Commission shall determine, provided that prior to such sale, assignment, transfer, or disposition the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such sale, assignment, transfer, or disposition, there will be on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement.

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligation evidencing such loan (but not free and clear of the General Resolution), at such price as the Commission shall determine provided that prior to such sale, assignment, transfer, or disposition the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such sale, assignment, transfer, or disposition and the deposit of the proceeds thereof in the applicable account, there will be on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there will be on deposit in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement.

The State may sell, assign, transfer, or otherwise dispose of any loan and the Municipal Obligation evidencing such loan (but not free and clear of the General Resolution) and deposit the proceeds thereof in the applicable account if such loan and such Municipal Obligation is delinquent in payments of principal or interest and if, in the reasonable opinion of the State, as evidenced by a certificate of an Authorized Officer, the proceeds of such sale, assignment, transfer, or disposition are not less than the fair market value of such delinquent loan or Municipal Obligation.

The State may consent to prepayment of any loan and the Municipal Obligation evidencing such loan provided that, prior to such prepayment, the State files with the Trustee a certificate of an Authorized Officer to the effect that, immediately following such prepayment and deposit of the proceeds thereof to the applicable fund or account, the Subsidy Fund Requirement has not been increased.

DEPOSITS IN LOAN CREDIT RESERVE FUND

Introduction

The General Resolution establishes the amount and timing of funds and securities required to be on deposit in the Loan Credit Reserve Fund, based on Schedules reviewed by no fewer than two Rating Agencies. The State, with the consent of a Rating Agency, may from time to time change the Schedule previously approved by such Rating Agency so long as the change does not adversely affect the then-current rating on the Bonds. To the extent the amount on deposit required by the Schedule approved by one Rating Agency differs from the amount required by the Schedule approved by another Rating Agency, the larger amount is required. As of November 15, 2006, the total deposits of $91 million in the Loan Credit Reserve Fund (consisting of $74 million in cash and investments and a Surety Bond in the amount of $17 million issued by XL Capital) exceeded the amount required on such date, which was approximately $82 million.

Current Schedules

The Bonds are currently rated AA+ by Fitch Ratings (**Fitch**), Aa1 by Moody's Investors Service, Inc. (**Moody's**) and AA+ by Standard & Poor's Ratings Services (**S&P**). Each of the following Schedules has been approved by the respective Rating Agency indicated.

Fitch Ratings

Based on certain credit characteristics, each Pledged Loan will be assigned to one of six credit categories, which are explained below. Any assignment of a Pledged Loan to a credit category other than "Not Rated; Interceptable State Aid Factor 2.0 or Greater" or "Not Rated; Interceptable State Aid Factor Less Than 2.0" is subject to review by Fitch. The amount required to be on deposit in the Loan Credit Reserve Fund with respect to a particular Pledged Loan and any amounts disbursed under that Pledged Loan differs, depending on the borrower. The Municipality having the largest total outstanding balance of Pledged Loans in a credit category below that of the Bonds, is the "Largest Borrower Below Bond Credit Quality". The required deposit attributable to the Largest Borrower Below Bond Credit Quality shall equal the total of all debt service payments attributable to the Pledged Loan or Pledged Loans to that Borrower over the four-year period in which such debt service payments are the greatest. For any Pledged Loans to borrowers other than the Largest Borrower Below Bond Credit Quality, the required deposit shall equal the product of the total of all debt service payments attributable to such Pledged Loans over the four-year period in which such debt service payments are the greatest times the factor, described below, assigned to Pledged Loans of the applicable credit category.

Pledged Loans are currently assigned to credit categories based on one or more of the following characteristics; (1) the Fitch rating given to the Municipal Obligation (or its lack of a Fitch rating), (2) the credit quality estimate for the Municipal Obligation based on information available to Fitch from sources it believes to be reliable, or (3) the anticipated amount of annual State payments that can potentially be intercepted by DOA.

The intercept power is described under "LOANS; Statutory Powers". If the Municipal Obligation is not rated by Fitch, the State may request that Fitch assign a credit quality estimate, or "shadow rating", for the Municipal Obligation. The State recognizes that the credit quality estimate, or "shadow rating", is not necessarily the official or public Fitch ratings for the Municipal Obligation and are used solely for purposes of analyzing the credit quality of the Bonds.

Credit categories to which Pledged Loans may be assigned by Fitch currently include the following:

"AAA" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of the highest credit quality, denoting the lowest expectation of credit risk. Assignments to this category are made only in cases of exceptionally strong capacity for timely payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events.

"AA" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of very high credit quality, denoting a very low expectation of credit risk. Assignments to this category are made in cases of very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.

"A" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of high credit quality, denoting a low expectation of credit risk. Assignments to this category are made in cases of strong capacity for timely payment of financial commitments. Nevertheless, this capacity may be more vulnerable to changes in circumstances or in economic conditions than is the case for higher credit quality categories.

"BBB" Credit Quality Category. A Pledged Loan is assigned to this category if its related Municipal Obligation is deemed to be of good credit quality, denoting a currently low expectation of credit risk. Assignments to this category are made in cases of adequate capacity for timely payment of financial commitments. Adverse changes in circumstances and in economic conditions are more likely to impair this capacity than is the case for higher credit quality categories.

Not Rated; Interceptable State Aid Factor 2.0 or Greater. The anticipated amount of annual State payments that can potentially be intercepted by the State is determined by DOA based on the minimum of the five most recent years for which data are available of one source of State payments to the Municipality. A Pledged Loan is currently assigned to this category if

(1) its related Municipal Obligation is not rated by Fitch or is categorized as being of speculative grade credit quality by Fitch and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State equals or exceeds twice the maximum annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire amount has been disbursed.

Not Rated; Interceptable State Aid Factor Less Than 2.0. A Pledged Loan is currently assigned to this category if (1) its related Municipal Obligation is not rated by Fitch or is categorized as being of speculative grade credit quality and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State is less than twice the maximum annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire amount has been disbursed.

The following chart shows the current factor assigned to each of the six credit categories by Fitch.

Category	Factor
"AAA" Credit Quality Category	0%
"AA" Credit Quality Category	0
"A" Credit Quality Category	6
"BBB" Credit Quality Category	12
Not Rated; Interceptable State Aid Factor 2.0 or Greater	6
Not Rated; Interceptable State Aid Factor Less Than 2.0	34

Lower factors may be assigned to Pledged Loans related to Municipal Obligations that are deemed by Fitch to be general obligations secured by the Municipality's full faith and credit, based on Fitch's current rating guidelines for leveraged municipal loan pools. However, the State does not currently opt to assign such lower factors to such Pledged Loans, since the above factors result in a more conservative level of funding for the Loan Credit Reserve Fund.

Fitch's rating on the Bonds is based only in part upon the level of funding in the Loan Credit Reserve Fund and the credit quality of Municipalities receiving Pledged Loans. Other factors upon which the Bonds' rating is based currently include, but are not limited to, Fitch's general obligation bond rating for the State of Wisconsin, structural and legal characteristics of the Clean Water Fund Program, Clean Water Fund Program management, Clean Water Fund Program loan underwriting practices, Clean Water Fund Program loan monitoring practices, and permitted Clean Water Fund Program investments. Factors upon which the Bonds' rating is based may change in the future. The State expects to maintain the Loan Credit Reserve Fund at approximately the same proportional levels as it has since inception of the Clean Water Fund Program, and the State recognizes that the rating maintained by Fitch may be based on the maintenance of amounts greater than the amounts required under this particular Loan Credit Reserve Fund Schedule. In obtaining the Fitch rating, the State has agreed to maintain the Loan Credit Reserve Fund investments as either rated or ratable in the same credit rating category as the Bonds. The State has further agreed that, if practicable, it will provide Fitch with at least 30 days notice of significant changes in either the credit quality or amounts maintained in the Loan Credit Reserve Fund.

Moody's Investors Service, Inc.

As part of the Schedule submitted to Moody's, the State has indicated that it will maintain the Loan Credit Reserve Requirement at a level that corresponds to certain loan portfolio credit characteristics. The amount required to be on deposit in the Loan Credit Reserve Fund is the product of the average annual debt service of the outstanding, disbursed Pledged Loans times a factor of 120%, and is based on an evaluation of the Pledged Loans shown in "SECURITY AND SOURCE OF PAYMENT FOR BONDS; Pledged Loans". A different factor may be applied if loan portfolio credit characteristics change.

Standard & Poor's Ratings Services

Based on certain credit characteristics, each Pledged Loan will be assigned one of five categories, which are explained below. The amount required to be deposited or on deposit in the Loan Credit Reserve Fund with respect to a particular disbursement from the Loan Fund is the product of the maximum annual debt service payment on the Pledged Loan attributable to the disbursement times the factor assigned to that particular category.

The following chart shows the current factor assigned to each of the five categories by S&P. Following the chart is an explanation of the characteristics of each category.

Category	Factor
Higher Investment Grade Rating	0%
Medium Investment Grade Rating	40
Lower Investment Grade Rating	64
Not Rated; Greater State Aids	40
Not Rated; Lesser State Aids	140

Pledged Loans are categorized based on two characteristics: (1) the rating given to the Municipal Obligation (or its lack of a rating), and (2) the anticipated amount of annual State payments that can potentially be intercepted by DOA.

The intercept power is described under "LOANS; Statutory Powers". If the Municipal Obligation is not rated by S&P, the State may request permission from S&P to assign the Municipal Obligation to a particular category.

The anticipated amount of annual State payments that can potentially be intercepted by DOA is determined by DOA based on the minimum of the five most recent years for which data are available of one source of State payments to the Municipality.

Higher Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in either of the two highest rating categories (AAA or AA).

Medium Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in the third highest rating category (A). S&P may also permit a Pledged Loan to be assigned to this category, regardless of whether or not the Municipal Obligation is rated, in the event the State designates the Pledged Loan as one to which the State "moral obligation" applies. The State "moral obligation" is described in "LOANS; Statutory Powers".

Lower Investment Grade Rating. A Pledged Loan is assigned to this category if the Municipal Obligation is rated by S&P in the minimum investment grade rating category (BBB).

Not Rated; Greater State Aids. A Pledged Loan is assigned to this category if (1) the Municipal Obligation either is not rated or is rated below investment grade and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State equals or exceeds twice the average annual debt service payments on the entire amount of the Loan, whether or not the entire amount has been disbursed.

Not Rated; Lesser State Aids. A Pledged Loan is assigned to this category if (1) the Municipal Obligation either is not rated or is rated below investment grade and (2) the anticipated amount of annual State payments that can potentially be intercepted by the State is less than twice the average annual debt service payments on the entire amount of the Pledged Loan, whether or not the entire amount has been disbursed.

The rating maintained by S&P is based in part upon the level of funds available in the Loan Credit Reserve Fund. The State expects to maintain the Loan Credit Reserve Fund at approximately the same proportional levels as it has since inception of the Clean Water Fund Program, and the State recognizes that the rating maintained by S&P may be based on the maintenance of amounts greater than the amounts required under this Loan Credit Reserve Fund Schedule. In obtaining the S&P rating, the State has agreed to maintain the Loan Credit Reserve Fund investments as either rated or ratable in the same rating category as the Bonds. The State has further agreed that, if practicable, it will provide S&P with at least 30 days' notice of significant changes in either the credit quality or amounts maintained in the Loan Credit Reserve Fund.

The State has agreed that if the rating on or ratability of an investment in the Loan Credit Reserve Fund is based on either a credit enhancement policy or financial guarantee, the State will notify S&P not less than 30 days prior to the expiration of such policy and indicate what action, if any, is expected to be taken with respect to the credit quality of the investment.

Ratings on Municipal Obligations

Any further explanation of the significance of a rating with respect to a Municipal Obligation may only be obtained from the Rating Agency furnishing the rating. There is no assurance that the rating given to a Municipal Obligation will be maintained for any period of time; a rating may be lowered or withdrawn entirely by the Rating Agency if in its judgment circumstances warrant.

MUNICIPALITIES

Pursuant to the Act, the Clean Water Fund Program is authorized to provide financial assistance in the form of loans to any Municipality. The following discussion applies to all loans under the Clean Water Fund Program. A Municipality may be any city, town, village, county, town sanitary district, public inland lake protection and rehabilitation district, metropolitan sewerage district, or federally recognized American Indian tribe or band located in the State. Due to the diversity of the types of potential recipients of financial assistance, the manner in which the Municipalities raise revenues and issue and secure debt will vary.

Prospective municipal borrowers fall into several general categories

- *General purpose Municipalities*, such as counties, cities, villages, and towns and Indian tribes and bands. General purpose Municipalities may borrow for a variety of public purposes, including the construction or improvement of wastewater and water facilities. Such general purpose Municipalities may incur long-term obligations in the form of general obligation debt secured by property tax levies, revenue obligations secured by user fees and special assessments, and installment lease contracts.

- *Special purpose Municipalities*, such as town sanitary districts, public inland lake protection rehabilitation districts and metropolitan sewage districts. Special purpose Municipalities may borrow for the purpose for which they are created, primarily wastewater and water facilities. Debt may be incurred by special purpose Municipalities in generally the same forms as may be incurred by general purpose Municipalities. Town utility districts may be utilized by towns to allocate tax levies, but the town is the actual borrower; and any general obligation issued for a town utility district is secured by the full faith and credit of the entire town.

- *Indian tribes and bands.* These are sovereign governments that may borrow for various purposes, include the construction or improvement of wastewater and water facilities.
- *Intergovernmental Cooperation Commissions* ***(ICC)***, which are special purpose intergovernmental bodies formed by agreements authorized under State law between two or more Municipalities, some of which own and operate wastewater treatment facilities. Because ICCs do not have general taxing powers and typically depend upon their contracting members to collect revenues via user fees or tax levies from individual users of wastewater facilities, loans are ordinarily made only to the individual Municipalities that constitute the ICC.

Constitutional and Statutory Requirements

Municipal powers are derived in some instances from the State Constitution and from a variety of sources within the Wisconsin Statutes. To the extent not inconsistent with the State Constitution and State law, Municipalities may adopt and amend local laws and ordinances relating to their property, affairs, or government.

In general, the State Constitution and State law limit the power of Municipalities to issue Municipal Obligations and otherwise to contract indebtedness. As a condition for making any loan, the State will require an opinion of counsel to the effect that (subject to certain exceptions for bankruptcy, insolvency and similar laws affecting creditors' rights or remedies and equitable principles) the Financial Assistance Agreement and the Municipal Obligation evidencing the loan constitute legal, valid, and binding obligations of the Municipality enforceable against the Municipality in accordance with their respective terms.

Limitations on Indebtedness

Generally, the aggregate general obligation debt that may be incurred by a Municipality may not exceed 5% of the equalized value of all real estate in the Municipality. Municipalities are not limited as to the amount of revenue obligations that they may incur. However, as described under "LOANS; Lending Criteria", the Act requires that a Municipality must comply with a number of requirements, including but not limited to establishing a dedicated source of revenue for the repayment of financial assistance and developing and adopting a system of equitable user charges.

Revenues

Revenues of counties, cities, villages, and towns are principally derived from property taxes, state and federal aids, and fees and charges. Counties may levy a sales tax of up to a 0.5% rate. See "MUNICIPALITIES; Collection of Real Property Taxes and Assessments" below for a discussion of real property taxes and special assessments.

Counties, cities, villages, and towns receive financial assistance from the State (**State Aid**). The State is not constitutionally obligated to maintain or continue State Aid. Accordingly, no assurance can be given that present State Aid levels will be maintained in the future. The payment of State Aid by the State is subject to appropriations being made by the Legislature. As discussed in more detail under "LOANS; Statutory Powers", DOA may intercept State Aid payable to certain types of Municipalities if such a Municipality defaults on a loan.

Collection of Real Property Taxes and Assessments

Real property taxes, special assessments, and special charges are collected by the county treasurer and remitted to the proper taxing authority. Special assessments may be levied generally by a taxing authority as an assessment against property to compensate for all or part of the costs of a public work or improvement which benefits the property. The right to levy special assessments may be made under the taxing power of the Municipality or the police power of the Municipality. The clearest difference between the two types of special assessments is that under the taxing power, the amount of the special assessment may not exceed the benefit conferred on the property, while under the police power, the amount of the special assessment need only be determined upon a reasonable basis as determined by the governing body of the Municipality. Costs of any work or improvements that may be reflected in whole or in part by special assessments may include the direct and indirect costs thereof and the anticipated interest on a Municipal Obligation issued in anticipation of the collection of the assessments. Special assessments are collected by county treasurers along with general property taxes.

Although general property taxes may be paid in installments in the year following the levy thereof (so long as all installments are paid no later than July 31) special assessments and special charges that are included in the tax roll must be paid in full on or before January 31, and even though a person elects to pay general property taxes in installments, if any special assessment or special charge entered on the tax roll is delinquent because it is not paid by January 31, the entire annual amount of real property taxes on that parcel that is unpaid becomes delinquent as of February 1. If the county treasurer receives a payment that is not sufficient to pay all general property taxes, special assessment and special charges, the county treasurer applies the payments to the amounts due, including interest and penalties, in the following order:

- Special charges
- Special assessments
- Special taxes
- General property taxes

The county treasurer settles with the appropriate taxation district on January 15 of each year for all payments received through the previous December 31, and on February 15 for all payments received through January 31, including all special assessments and special charges received.

Counties are authorized, but not required, to settle in full with all taxing jurisdictions for special assessments and special charges, and if so directed by the County Board, August 15 would be the date upon which the Municipality would receive the cash in settlement of unpaid special assessments and special charges.

As discussed under "LOANS; Statutory Powers", if a Municipality is in default of payment on its Municipal Obligation, the State may, pursuant to the Act, add a special charge to the amount of State taxes levied upon the county. The enforceability of such a procedure has not been tested in court. Therefore, no assurance can be given as to the enforceability of this procedure.

A Municipality issuing a general obligation to the State must levy sufficient taxes, upon the adoption of the resolution authorizing the Municipal Obligation, to pay debt service on the Municipal Obligation, which tax levy will be collected along with other real estate taxes as discussed above. A Municipality may abate such levy, however, to the extent it deposits amounts in its statutorily required debt service fund before the date it carries the levy unto the tax roll. A Municipality issuing a revenue obligation may rely entirely upon sewer utility revenues to pay the Municipal Obligation or, alternately, may in addition levy special assessments upon property within the boundaries of the Municipality in an amount sufficient to pay all or part of the Municipal Obligation.

LOANS

Financial Assistance

The interest rate on each loan varies by project type and the Clean Water Fund Program's costs of borrowing. Currently, projects are generally segregated into four different project-type categories. The interest rate for each loan is based on the Clean Water Fund Program's actual or calculated cost of borrowing and statutorily prescribed percentage depending on the type of project. Setting interest rates by type of project is designed to provide greater incentives for compliance with environmental requirements than for new sewer systems or correcting discharge permit violations.

- *Compliance Maintenance Projects*–Projects that are necessary to maintain compliance with permit requirements or to implement new or changed effluent limits required by DNR. These projects may receive loans that bear interest at a per annum rate equal to 55% of the Clean Water Fund Program's cost of borrowing. If the project includes construction of a septage receiving and treatment facility, that portion of the project may be eligible for an interest rate of 0%.
- *Stormwater & Nonpoint Projects*–Projects pertaining to urban stormwater and nonpoint pollution sources. These projects may receive loans that bear interest at a per annum rate equal to 65% of the Clean Water Fund Program's cost of borrowing.
- *Unsewered Projects*–Projects involving unsewered areas within Municipalities. These projects may receive loans that bear interest at a per annum rate equal to 70% of the Clean Water Fund Program's cost of borrowing. More than two-thirds of the initial flow must be from wastewater originating from residences in existence before October 17, 1972 in order to qualify for this type of project.
- *Industrial, Violator, & Future Growth Projects*–Projects that address violations of a DNR discharge permit or that provide industrial or reserve capacity, or that involve certain other capital costs attributed to industrial or commercial needs, or involve unsewered areas where residences were not in existence before October 17, 1972. These projects may receive loans that bear interest at a per annum rate equal to 100% of the Clean Water Fund Program's cost of borrowing.

In the event a Municipality proposes a project that includes more than one of the above categories, the respective portions of the project may be allocated accordingly, resulting in a loan with a blended interest rate.

In a limited number of cases, the Clean Water Fund Program may provide additional financial assistance in the form of grants or loans with interest rates lower than those indicated above for qualifying projects. Under current law, the maximum amount of financial assistance that any Municipality may receive is a grant equal to 70% of project costs and an interest-free loan for the remaining 30% of project costs. State law allows that, during each biennium, 15% of the present value of all Clean Water Fund Program subsidies may be awarded as grants or additional subsidized loans. Between October 1, 1989 and November 15, 2006, agreements to fund $189 million in project costs with such grants or further subsidized loans have been entered into.

The majority of loans have been made for compliance maintenance projects.

Requirements Under the Act

The Act sets forth certain requirements for eligibility of a Municipality to receive financial assistance from the Clean Water Fund Program. Each Municipality must be one of the types of governments specified by the Act. The Act further requires that the Municipality comply with a number of other requirements, including, but not limited to, establishing a dedicated source of revenue for the repayment of the financial assistance, complying with the requirements of the Water Quality Act, developing a program of water conservation as required by DNR, and developing and adopting a system of equitable user charges. While the Act permits financial assistance to take forms other than loans, such as guaranteeing or purchasing insurance for Municipal Obligations, awarding grants to certain hardship Municipalities, or subsidizing the interest cost on certain other loans, the State currently makes financial assistance available from the Clean Water Fund Program primarily by making loans to Municipalities at interest rates which are at or below market rates as specified in the Act.

DNR is responsible for establishing eligibility criteria for determining which applicants and which projects are eligible to receive financial assistance. Among the criteria DNR considers are water quality and public health. A Municipality is eligible for financial assistance from the Clean Water Fund Program for a wastewater project that corrects a DNR discharge violation.

Loan Application Process

DOA and DNR have developed an application form for Municipalities to apply for financial assistance from the Clean Water Fund Program. The application form requires the Municipality to provide technical information regarding the proposed project and the existing wastewater system, a project schedule, financial information relating to the project, and financial and other information relating to the Municipality. The application is reviewed by DNR for items pertaining to technical, administrative and environmental matters, including project eligibility and determination of the interest rate category for which the project is eligible. The application is reviewed by DOA to determine, among other things:

- The financial capability of the applicant to repay its loan,
- The financial terms and conditions of the loan, and
- The security that will be required to be pledged by the Municipality for the loan.

No loan is made to a Municipality that DOA determines is unlikely to be able to repay the loan.

Lending Criteria

The same general loan underwriting standards are applied to all loans regardless of the Clean Water Fund Program loan portfolio to which they will be assigned.

DOA, in consultation with DNR, has the statutory responsibility to establish the financial terms and conditions of loans, including what type of Municipal Obligation is required. In establishing these terms and conditions, DOA may consider factors that it finds relevant, including the type of Municipal Obligation or the Municipality's creditworthiness. DOA must be satisfied that the Municipality has the financial capacity to assure sufficient revenues to operate and maintain the project for its useful life and to pay debt service on the loan according to its terms.

The following is a summary of the current lending criteria of DOA. DOA may change its lending criteria from time to time.

DOA requires each loan to be evidenced by one of three types of Municipal Obligations:

- A revenue obligation secured by a covenant to assess user fees and a pledge of the utility's revenues,
- A revenue obligation secured by special assessments and other utility revenue and a pledge of the utility's revenues, or
- A general obligation secured by a tax levy and a pledge of all available financial resources of the Municipality.

Some loans may be evidenced by more than one type of Municipal Obligations.

Revenue Obligations

When a local government issues a revenue obligation, the obligation is a limited obligation of the government. Only revenues that are specifically pledged are available to pay the principal of and interest on the revenue obligation. Sewer utility revenues typically include sewer user charges and investment earnings but may also include impact fees, hook-up fees, and payments from tax incremental finance districts for their beneficial share of wastewater projects.

So long as the following criteria can be met, DOA will accept revenue obligations from all types of Municipalities except counties. Under the State constitution a county's issuance of revenue obligations is treated as public debt. A metropolitan sewerage district will be required to provide general obligations unless the rating from each Rating Agency on its revenue obligations is equal to or greater than the current rating on the Bonds.

<u>Coverage Ratio.</u> For a revenue obligation, DOA will require the Municipality to covenant to generate each year "net revenues", (that is, utility revenues after deducting operating and maintenance expenses but not deducting depreciation, debt service, tax equivalents, and capital expenditures), equal to at least 110% of the annual principal of and interest on the loan and other revenue obligations payable from the revenues of the utility (**110% Coverage**). The net revenues from the existing utility revenues or projected net revenues from a newly imposed user fee rate structure may establish the "net revenues". If the Municipality does not have outstanding any other obligations with a lien on pledged revenues, DOA will require the Municipality to covenant to generate "net revenues" sufficient to provide 110% Coverage. In the event the Municipality has other obligations outstanding with a lien on pledged revenues, DOA will require that the Municipality covenant to generate "net revenues" at least equal to the highest level of debt service coverage (but not less than 110% Coverage) then required under the Municipality's outstanding revenue bonds. In the event an outstanding obligation requires a debt service reserve fund for a parity obligation or requires payment dates that do not match the loan payment dates, or requires other conditions which prevent the loan from being a parity obligation, DOA will accept a subordinate obligation but will normally require any additional revenue obligations (whether superior, subordinate or on a parity) to meet a coverage test equal to the highest ratio then in effect on any other obligations (including the loan). During construction periods when the annual principal and semiannual interest payments are based on cumulative amounts drawn under the Financial Assistance Agreement, user fees may be assessed such that the level of coverage available is estimated based on debt service projections.

In the event a Municipality breaches any of the covenants described above, it would be subject to a suit for mandamus to compel performance of such covenants. However, enforcement of the covenants through a suit for mandamus would likely be subject to the delays and costs inherent in litigation.

Collection of Delinquent Sewer User Charges. The Clean Water Fund Program loan documents require that the Municipality take all actions permitted by law to certify any delinquent user fees to the County Treasurer in order that such unpaid user fees will be added as a special charge to the property tax bill of the user.

Senior Revenue Bonds. In most instances the Clean Water Fund Program loan documents limit a Municipality's ability to issue additional bonds payable out of the revenues of the wastewater system that have payment priority over the bonds sold to the Clean Water Fund Program. In some situations this provision has been modified by the Clean Water Fund Program to allow additional senior bonds if the Municipality can demonstrate to the satisfaction of DOA that, following the issuance of the senior bonds, the rating of the Municipality's senior revenue obligations will be no lower than one letter grade below the ratings on the Bonds.

Service Contract. DOA will also require the Municipality to agree to pay for the value of sewerage services provided to it and to stipulate that the value equals any unpaid debt service on the loan or debt coverage short fall. Although such provisions are often used in revenue obligations from Wisconsin local governments, their enforceability has not been tested in court. Accordingly, no assurance can be given as to the enforceability of such a service contract. Moreover, the Wisconsin Statutes or local law may limit the value of the sewerage service and, unless the Municipality has already appropriated money for such payment, it would be necessary for the Municipality to levy and collect a tax, which could result in some delay in payment. In addition, a levy limit applicable to counties may diminish the ability of a county to levy taxes for this purpose.

No Debt Service Reserve Fund or Mortgage. Although Wisconsin municipalities issuing revenue obligations typically establish a debt service reserve fund and often pledge a mortgage to secure the revenue obligations, the current policy of DOA does not permit a debt service reserve fund to be established, and DOA will not require a mortgage on the property the Municipality uses to operate its wastewater facilities.

Special Assessment-Secured Revenue Obligations

Special assessments may be levied by a Municipality to pay the costs of a public improvement. Payments to the Municipality of such special assessments may be used to repay a revenue obligation. The special assessments are paid in annual installments as established by the Municipality. Because special assessments under State law may not exceed the cost of the project, the regularly scheduled special assessment revenue alone will typically not meet the 110% Coverage test. In the event the Municipality receives prepayments of its special assessment installments, or the term of the Clean Water Fund Program loan exceeds the term of the special assessments, or the interest rate on the special assessment exceeds the interest rate on the Clean Water Fund Program loan, the Municipality may have more special assessment revenue in a year than required for debt service on its Clean Water Fund Program loan. In general, excess special assessment revenue collected by the Municipality will be applied to reduce debt incurred for the public improvement project. If special assessments are levied to secure revenue obligations, payments on the special assessments are deposited in the funds and accounts of the revenue-generating enterprise.

Collection of Delinquent Special Assessments. When it secures a revenue obligation, a special assessment constitutes a lien on the property against which it is levied on behalf of the local government that levies it. Delinquent special assessment payments are entered on the tax roll as a delinquent tax on the property against which they are levied and are subject to the same proceedings for collection, return, and sale of property that apply to delinquent real estate taxes.

General Obligations

When a local government issues a general obligation, its full faith and credit are pledged to secure payment when due of the principal of and interest on the obligation. State law requires the local government to levy taxes that will be collected in amounts and at times sufficient to make these payments (or to appropriate available funds for payments that are required to be made before taxes can be levied and collected). If the government fails to make a payment when due, the owner of a general obligation can bring a suit for mandamus to require the tax levy to be collected and applied to debt service. A suit for mandamus would likely be subject to the delays and costs inherent in litigation.

Tax Levy. With respect to general obligations:

- The amount of the general obligation may not exceed the constitutional or statutory limits. For an American Indian tribe or band, the amount of the general obligation may not exceed the amount that would be permitted if the constitutional and statutory limits were to apply to the tribe or band.
- The Municipality must levy taxes sufficient to pay when due the principal of and interest on the loan.

A levy limit applicable to counties may affect the ability of a county to issue general obligations.

Intergovernmental Cooperation Commissions. The Clean Water Fund Program does not make loans to intergovernmental cooperation commissions. Instead, DOA will analyze each member's credit, and the loan will be apportioned among its members according to their participation in the project.

Loan Terms

Loan Size. The size of each loan is determined as follows:

- The principal amount of the loan will not exceed 100% of the estimated project costs, plus a contingency of up to 10% where applicable, plus any allowable amount of capitalized interest on the loan.
- A contingency amount may be allowed only if the project has not been completed.
- In general, capitalized interest is only allowed for unsewered municipalities that will not have revenues available for loan debt service until after the project is complete.

Final Maturity and Amortization. The final maturity on a loan may not exceed 20 years from the date of its origination. DOA requires principal amortization on a level-debt-service basis or, in certain cases, on a level-principal basis, with principal amortization beginning not later than 12 months (except in the case of a refinancing) after the expected date of substantial completion of the project.

Debt Service Payment Dates. Principal payments are required on May 1 and interest payments on May 1 and November 1. For loans secured primarily by special assessments, an annual payment on May 1 of principal and interest may be allowed to better match the date of when the Municipality's collection of the special assessments is deposited into its debt service fund.

Special Provisions. DOA requires that the Financial Assistance Agreement include certain provisions that apply if there is an event of default. These provisions permit the State to intercept any State aids to the Municipality, appoint a receiver to manage the Municipality's utility operations, and require the Municipality, to the extent it has taxing power, to add delinquent user charges to the tax bill of the respective property.

Levy Limit for Counties

Counties are subject to a tax rate limit. The tax levy of each county is limited, generally to the rate at which taxes were levied in 1992 or a higher rate approved by the voters at referendum. The tax rate limit excludes taxes levied for debt service on general obligations approved by the voters at a referendum or by a three-quarters vote of the county board of supervisors. Further, the tax rate limit excludes taxes levied for debt service on general obligations issued or authorized before the effective date of the legislation. As of November 15, 2006, only a small principal amount ($187,643) was outstanding from the one Pledged Loan previously made to a county, and no significant amount of additional Pledged Loans to counties is anticipated.

Commitments

Upon a determination by DOA that the Municipality meets the financial criteria established by DOA, DNR and DOA may approve an application and issue a Commitment to the Municipality to finance all or part of the project. The Commitment will include an estimated loan repayment schedule and other terms of the financial assistance. The Commitment may contain certain conditions that the Municipality must meet to secure a Financial Assistance Agreement.

Financial Assistance Agreements

The Financial Assistance Agreement is the loan agreement by which the loan is made. The Financial Assistance Agreement contains the terms and conditions of the loan, including the final maturity, maximum principal amount, interest rate, procedures for disbursement of funds to the Municipality, agreements of the Municipality to construct the project, and covenants of the Municipality regarding proper use of loan proceeds and compliance with Clean Water Fund Program requirements.

Certain Provisions of Financial Assistance Agreements

Prior to loan disbursements, proceeds expected to be loaned to Municipalities are held by the State, with undisbursed proceeds of Pledged Loans held by the Trustee in the Loan Fund. Interest earnings on proceeds held in the Loan Fund shall be for the benefit of the Clean Water Fund Program. As proceeds are disbursed pursuant to a Municipality's Financial Assistance Agreement, interest on the respective loan shall accrue and be payable on the amount disbursed from the date of disbursement until the date such amount is repaid.

In most instances, the repayment schedule of each loan is structured to provide level annual debt service from the disbursement dates until the final maturity date specified in the respective Municipality's Financial Assistance Agreement. Upon project completion, a Municipality's loan repayment schedule under its Financial Assistance Agreement will reflect the principal amortization of the cumulative disbursements to the Municipality.

If the final audit of the project reveals that the eligible project costs are less than the amount disbursed to the Municipality, the Municipality agrees to reimburse the State within 60 days after DNR or DOA provides a notice of overpayment.

If the Municipality fails to make any payment when due on the Municipal Obligation or fails to observe or perform any other covenant, condition, or agreement on its part under the Financial Assistance Agreement for a period of 30 days after written notice specifying the default and requesting that it be remedied has been given to the Municipality by DNR, the State shall, to the extent permitted by law, have all remedies provided by law and the Financial Assistance Agreement.

The Financial Assistance Agreement may be modified or amended upon a written agreement between the State and the Municipality.

Loans and Municipal Obligations

Upon execution of a Financial Assistance Agreement, each Municipality is required to issue and deliver to the State one or more Municipal Obligations evidencing the obligation of the Municipality to repay the loan. The Municipal Obligations will reflect the terms of the loan set forth in the Financial Assistance Agreement. Upon execution of a Financial Assistance Agreement and issuance of one or more Municipal Obligations, a Municipality will be required to deliver an opinion of counsel concerning the validity and enforceability of its obligations under the agreement.

Statutory Powers

The Act includes several provisions that may provide additional security in the event a Municipality does not make payment of principal of or interest on its loan. These provisions include state aid intercept, collection through county treasurers, and state moral obligation, if designated.

State Aid Intercept

The Act confers an "intercept power" upon DOA. If a Municipal Obligation to the State is in default, DOA, which is the paying agent for State moneys payable to Wisconsin municipalities, is required to place on file a certified statement of all amounts due under the loan. Thereafter, DOA is authorized to collect all amounts due under the loan by deducting those amounts from any State payments due the Municipality. The State has covenanted in the General Resolution to exercise this intercept power to the extent State payments are available. Certain Municipalities, including town sanitary districts, public inland lake protection rehabilitation districts, metropolitan sewage districts, and intergovernmental cooperation commissions do not receive such State payments. The amount of money realized by the Clean Water Fund Program from the exercise of the intercept power will depend on the level of State payments to the Municipality. The level of State payments to Municipalities may vary in the future. Although State payments can be intercepted by the State for certain other purposes, current administrative rules require DOA to exercise the Clean Water Fund Program intercept as a first charge against State payments due a particular Municipality.

Collection Through County Treasurers

If a Municipal Obligation to the State is in default, the Act gives DOA the authority, after placing on file the certified statement of amounts due under a loan, to add the amount due on the loan as a special charge to the amount of taxes levied upon the county in which the defaulting Municipality is located. In turn, the county treasurer is required to apportion the amount of such special charges to the underlying governmental entities, and the special charges are then collected with the annual property tax. The enforceability of this procedure for collection of special charges has not been tested in court. Accordingly, no assurance can be given as to the enforceability of this procedure.

Power to Designate a Loan as a State Moral Obligation

At the time a loan is made, the Commission may by resolution designate the loan as one to which the State "moral obligation" applies. If such "moral obligation" applies, the Act provides that, if at any time the payments received or expected to be received from a Municipality on any loan are insufficient to pay when due the principal of and interest on such loan, DOA shall certify the amount of such insufficiency to the Secretary of Administration, the Governor, and the Joint Committee on Finance. The Joint Committee on Finance is then required to introduce a bill appropriating the amount so requested for the purpose of payment of the Municipal Obligation secured thereby. Recognizing its "moral obligation" to do so, the Legislature has expressed its expectation and aspiration that, if ever called upon to do so, it would make the appropriation. The "moral obligation" applies to individual loans and not to the Bonds. In addition, the loans to which a "moral obligation" applies must be specifically designated by the Commission at the time the loan is made.

In the opinion of Bond Counsel, the provisions of the Act relating to the State's "moral obligation" do not violate the constitution of the State or any other law of the State, but such provisions do not constitute a legally enforceable obligation or create a debt on behalf of the State. No loan currently financed from proceeds of the Bonds has been designated as a "moral obligation" loan, and no loan is expected to be so designated.

Interest Rate Subsidies for Small Loans

In addition to providing loans to directly fund project costs, the Clean Water Fund Program is authorized to subsidize the interest cost on loans made by the State Board of Commissioners of Public Lands to municipalities for construction or improvement of their wastewater facilities. This subsidy is only available on loans of $1,000,000 or less. The Clean Water Fund Program makes payments to municipalities in March of each year to reduce the municipalities' interest cost on their loans with the State Board of Commissioners of Public Lands. As of November 15, 2006 the Clean Water Fund Program has outstanding agreements with 33 municipalities to provide an annual interest subsidy on 39 projects. Proceeds of the Bonds are not used for this purpose.

SUMMARY OF CERTAIN PROVISIONS OF GENERAL RESOLUTION

The General Resolution contains various covenants and security provisions, certain of which are summarized below. Various words or terms used in the following summary are defined in the General Resolution and reference thereto is made for full understanding of their import. See also "GLOSSARY" for definitions of certain capitalized terms. As indicated earlier in this part of the Annual Report, the term "Pledged Loans" is being used in this Annual Report to refer to the same loans that are called "Leveraged Loans" and "Loans" in the General Resolution. A copy of the General Resolution may be obtained by contacting the State at the address provided on the first page of this part of the Annual Report.

Resolution to Constitute a Contract

In consideration of the purchase and acceptance of the Bonds by those who shall own the same from time to time, the provisions of the General Resolution shall be a part of the contract of the State with the Bondowners and shall be deemed to be and shall constitute a contract among the State, the Trustee, and the owners from time to time of the Bonds, and such provisions are covenants and agreements with such Bondowners which the State determines to be necessary and desirable for the security and payment thereof. The provisions, covenants and agreements set forth in the General Resolution (except for those relating to funds pledged to defease any specific Bonds) to be performed by or on behalf of the State shall be for the equal benefit, protection, and security of the owners of any and all of the Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority, or distinction of any of the Bonds over any other thereof except as expressly provided in the General Resolution.

Pledge

Under the General Resolution, the State pledges to the Trustee, for the benefit of all current and future Bondowners with respect to all Bonds and any owner of a Parity Reimbursement Obligation, the Pledged Receipts, all funds and accounts established in connection with the issuance of such Bonds (except the Rebate Fund or the State Equity Fund), the investments thereof and the proceeds of such investments, if any, for the payment of the principal and redemption price of and interest on the Bonds in accordance with the terms and provisions of the General Resolution and the payment of any Parity Reimbursement Obligation, subject only to the provisions of the General Resolution permitting or further limiting the application thereof for the purposes and on the terms and conditions set forth in the General Resolution. Subject to the provisions of the General Resolution providing for defeasance of Bonds, the pledge shall be valid and binding from and after the date of adoption of the General Resolution, and the Pledged Receipts and all other moneys and securities in the pledged funds and accounts established by the General Resolution shall immediately be subject to the lien of such pledge without any physical delivery thereof or further act, and such lien shall be a just lien and shall be valid and binding as against all parties having claims of any kind in tort, contract, or otherwise against the State, irrespective of whether such parties have notice thereof.

Establishment of Funds and Accounts

The following funds (and within certain of the funds, the following accounts) are established and required to be maintained pursuant to the provisions of the General Resolution:

(1) Loan Fund

(2) Revenue Fund

(3) Debt Service Fund

- (a) Interest Account
- (b) Principal Account
- (c) Redemption Account
- (d) Capitalized Interest Account

(4) Loan Credit Reserve Fund

- (a) SRF Account
- (b) Non-SRF Account

(5) Subsidy Fund

(6) Administrative Fund

- (a) Costs of Issuance Account
- (b) Expense Account

(7) State Equity Fund

(8) Rebate Fund

Each of the above funds shall be deposited with and held by a Depository and maintained by the Trustee pursuant to the provisions of the General Resolution, except for the State Equity Fund, which shall be held and maintained by the State.

Loan Fund

There shall be deposited into the Loan Fund the amount of the proceeds of the Bonds of any Series required to be deposited therein and such other State moneys as shall be specified and determined by the Series Resolution authorizing such Series of Bonds. Moneys in the Loan Fund shall be expended only for the Clean Water Fund Program subject to the provisions and restrictions of the General Resolution. Amounts in the Loan Fund shall be applied by the State from time to time as follows:

(1) For financing Pledged Loans to Municipalities under the Clean Water Fund Program, including transfers of Pledged Loan capitalized interest to the Revenue Fund;

(2) As directed in a certificate of an Authorized Officer, for deposit into the Revenue Fund; and

(3) To the extent that other moneys are not available, for deposit into the Debt Service Fund.

Moneys may be withdrawn from the Loan Fund for financing a Pledged Loan upon a requisition of an Authorized Officer certifying: (1) that the aggregate amount of the requisition is equal to the sum of amounts disbursable to Municipalities pursuant to properly submitted and approved requisitions of such Municipalities; (2) that the amount requisitioned for each Municipality does not exceed the amount available to be disbursed pursuant to that Municipality's Financial Assistance Agreement and Municipal Obligation; (3) the identity of the Municipalities receiving disbursements from the requisition, the amount of the requisition allocable to each such Municipality, and the designation of the Municipal Obligations evidencing the applicable Pledged Loan; (4) that there is on deposit in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement; and (5) that the Contribution Amount has been transferred (or deemed transferred) to the Loan Credit Reserve Fund. Prior to the initial transfer of amounts to a Municipality with respect to a Pledged Loan, the State shall deliver to the Trustee: (1) a copy of the original executed Financial Assistance Agreement evidencing the Pledged Loan to be so made, and (2) a copy of the Municipal Obligation evidencing or securing such Pledged Loan in an aggregate principal amount equal to the maximum permissible Pledged Loan amount.

In addition, money and earnings in the Loan Fund may be transferred to the Revenue Fund, provided that the amount in the Subsidy Fund is at least equal to the Subsidy Fund Requirement.

Revenue Fund

The Trustee shall promptly deposit the following into the Revenue Fund:

(1) Transfers of capitalized interest on a Pledged Loan from the Loan Fund (which shall be deemed to be Pledged Loan disbursements), as directed in a certificate of an Authorized Officer;

(2) Other transfers of moneys from the Loan Fund;

(3) All Pledged Loan Repayments (excluding prepayments of Pledged Loans, which shall be deposited in the Redemption Account of the Debt Service Fund) received by the Trustee; and

(4) On the business day preceding an interest payment date, interest earned on Investment Obligations in the Loan Credit Reserve Fund (less amounts required to be transferred to the Rebate Fund).

The Revenue Fund shall be applied as follows:

(1) First, to the Interest Account of the Debt Service Fund for the payment of interest due or to become due on the next succeeding interest payment date;

(2) Second, to the Principal Account of the Debt Service Fund for the payment of principal and sinking fund installments, if any, on the next succeeding interest payment date; and

(3) Third, to the Rebate Fund so that the balance in the Fund shall equal the amount required to be deposited therein.

Debt Service Fund

The Trustee shall promptly deposit the following receipts in the Debt Service Fund:

(1) Any accrued interest received as proceeds of a Series of Bonds as set forth in the applicable Series Resolution, which shall be deposited in the Interest Account;

(2) All amounts required to be transferred from the Revenue Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(3) The Subsidy Fund Transfer Amount transferred from the Subsidy Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(4) All amounts required to be transferred from the Loan Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(5) Any amounts directed by the State to be transferred from the Administrative Fund, which shall be deposited first in the Interest Account up to the amount of interest due or to become due on the next succeeding interest payment date, and then in the Principal Account up to the amount of principal or sinking fund installments due or to become due on the next succeeding interest payment date;

(6) Any amounts received by the Trustee for the purpose of redeeming Bonds, which shall be deposited in the Redemption Account; and

(7) Any portion of Bond proceeds designated by a Series Resolution as capitalized interest on the Bonds, which shall be deposited into the Capitalized Interest Account.

The Trustee shall transfer from the Capitalized Interest Account to the Interest Account on the business day preceding each interest payment date the amount required for the payment of capitalized interest on such Bonds due on such interest payment date.

The Trustee shall pay out of the Interest Account of the Debt Service Fund (1) on each interest payment date, the amount required for the payment of interest on Bonds due on such interest payment date and (2) on any redemption date, the amount required for the payment of accrued interest on Bonds redeemed, unless the payment of such accrued interest shall be otherwise provided for.

The Trustee shall pay out of the Principal Account on each principal payment date or sinking fund redemption date, as applicable (as set forth in a Series Resolution), the amounts required for the payment of such principal on such date or such sinking fund redemption price on such date, as applicable.

The amount accumulated in the Principal Account for each sinking fund redemption may, and if so directed by the State shall, be applied (together with amounts accumulated in the Interest Account of the Debt Service Fund with respect to interest on the Bonds subject to sinking fund redemption) by the Trustee prior to the 45th day preceding the sinking fund redemption date, or such shorter period as shall be acceptable to the Trustee, to:

(1) the purchase of Bonds of the Series and maturity of such Bonds subject to such sinking fund redemption, at prices (including any brokerage and other charges) not exceeding the redemption price payable for such Bonds pursuant to such sinking fund redemption plus unpaid interest accrued to the date of purchase, or

(2) the redemption of such Bonds if then redeemable by their terms, at the redemption price referred to in paragraph (1) above.

Upon any such purchase or redemption of Bonds of any Series and maturity, for which sinking fund installments shall have been established, an amount equal to the applicable redemption prices thereof shall be credited toward any one or more of such sinking fund installments, as directed by the State in an Authorized Officer's certificate, or failing such direction by the 45th day preceding such sinking fund redemption date, toward such sinking fund installments in inverse order of their due dates. The portion of any such sinking fund installment remaining after the deduction of any such amounts credited toward the same (or the original amount of any such sinking fund installment if no such amounts shall have been credited toward the same) shall constitute the unsatisfied balance of such sinking fund installment for the purpose of the calculation of principal installments due on a future date.

If, after all transfers provided for above have been made, the moneys in the Debt Service Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds on any interest payment date, the Trustee shall apply amounts from the following funds to the extent necessary to cure the deficiency in the order of priority as provided below:

(1) First, from the Loan Credit Reserve Fund;

(2) Second, from the Subsidy Fund;

(3) Third, from the Loan Fund, which transfers shall not be deemed to be a Pledged Loan disbursement subject to the requirements applicable to Pledged Loan disbursements; and

(4) Fourth, from any other fund or account (except the Rebate Fund and the State Equity Fund).

As soon as practicable after the 45th day preceding the date of any sinking fund redemption, the Trustee shall proceed to call for redemption on such redemption date Bonds of the Series and maturity for which such sinking fund redemption was established in such amount as shall be necessary to complete the retirement of the principal amount specified for such sinking fund redemption. The State may designate the amounts, from the SRF Account and Non-SRF Account, respectively, to be applied by the Trustee for such redemption.

The Trustee shall pay out of the Redemption Account of the Debt Service Fund to Paying Agents on each redemption date (as set forth in a Series Resolution) for any such Bonds for which there have not been made sinking fund installments, the amounts required for the payment of such redemption price on the redemption date and such amounts shall be applied by the Paying Agents to such payments.

Loan Credit Reserve Fund

See "GLOSSARY" for a definition and calculation of the Loan Credit Reserve Fund Requirement. If at any time the moneys in the Debt Service Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds, the Trustee shall apply amounts from the Loan Credit Reserve Fund to the extent necessary to cure the deficiency as provided in the provisions of the General Resolution concerning the Debt Service Fund.

Whenever moneys and securities in the Loan Credit Reserve Fund (excluding earnings required to be transferred to the Revenue Fund) shall exceed the Loan Credit Reserve Fund Requirement, the Trustee may, at the direction of an Authorized Officer, subject to the conditions stated below, transfer all or any portion of such surplus from the SRF Account to any account within the Clean Water Fund or from the Non-SRF Account to the State Equity Fund. However, if any Municipality is in default with respect to Pledged Loan Repayments, no such transfer shall be made to the extent it would cause the balance in the Loan Credit Reserve Fund to be less than the sum of the Loan Credit Reserve Fund Requirement plus the amount of Pledged Loan Repayments then in default and not otherwise provided for. After a defaulting Municipality has cured its default and has fully resumed its payment obligations under the Financial Assistance Agreement, such surplus amounts may be withdrawn from the Loan Credit Reserve Fund.

Subsidy Fund

See "GLOSSARY" for a definition of the Subsidy Fund Requirement and the Subsidy Fund Transfer Amount. Whenever the money in the Debt Service Fund and money available in the Loan Credit Reserve Fund are insufficient to pay the interest, principal, and sinking fund installments due on Bonds, the Trustee shall transfer amounts from the Subsidy Fund to the Debt Service Fund to the extent necessary to cure the deficiency.

The Trustee shall transfer any amount in the Subsidy Fund in excess of the Subsidy Fund Requirement upon the direction of an Authorized Officer:

(1) First, to the Loan Credit Reserve Fund to replenish the Loan Credit Reserve Fund to the then-current Loan Credit Reserve Fund Requirement; and

(2) Second, to the State Equity Fund or for any Program purpose.

Notes

Whenever the Commission shall authorize the issuance of a Series of Bonds, the Commission is authorized to issue Notes (and renewals thereof) in anticipation of such Series. The principal of and interest on such Notes and renewals thereof shall be payable solely from the proceeds of such Notes or renewals thereof or from the proceeds of the sale of the Series of Bonds in anticipation of which such Notes were issued. The proceeds of such Bonds may be pledged for the payment of the principal of and interest on such Notes, and any such pledge shall have a priority over any other pledge of such proceeds created by the General Resolution. Notes shall not be secured by any fund or account established under the General Resolution.

Issuance of Additional Bonds Other Than Refunding Bonds

The State shall not create or permit the creation of or issue any obligations, other than the initial Series of Bonds or Refunding Bonds, which will be secured by a charge and lien on the Pledged Receipts and any other security pledged under the General Resolution, except that additional Series of Bonds may be issued from time to time on a parity with all other Bonds issued pursuant to the General Resolution and secured by an equal charge and lien on the Pledged Receipts and any other security pledged under the General Resolution.

No additional Series of Bonds shall be issued unless:

(1) The principal amount of the additional Bonds then to be issued, together with the principal amount of the Bonds theretofore issued, will not exceed in aggregate principal amount any limitation thereon imposed by law; and

(2) All other requirements applicable to the issuance of Bonds are met including, without limitation, the requirement that there be in the Subsidy Fund an amount at least equal to the Subsidy Fund Requirement and there be in the Loan Credit Reserve Fund an amount at least equal to the Loan Credit Reserve Fund Requirement.

The State expressly reserves the right to adopt one or more other general resolutions and reserves the right to issue bonds and notes and any other obligations so long as the same are not a charge or lien on the Pledged Receipts or payable from any fund or account (except for the State Equity Fund or the Rebate Fund) established under the General Resolution.

Refunding Bonds

The General Resolution authorizes the Commission to issue one or more Series of Refunding Bonds to refund all or any part of one or more Series of outstanding Bonds. Refunding Bonds may be issued only upon receipt by the Trustee (in addition to the other requirements applicable to the issuance of Bonds) of:

(1) Irrevocable instructions to the Trustee to give notice of redemption of all the Bonds which are to be redeemed prior to maturity on the redemption dates specified in such instructions;

(2) Irrevocable instructions to the Trustee to give notice of redemption to the owners of the Bonds being refunded; and

(3) Either (a) obligations described under “Defeasance” in such principal amounts, of such maturities, bearing such interest, and otherwise having such terms and qualifications, or (b) any moneys, as shall be necessary to comply with the defeasance provisions of the General Resolution.

Payment of Bonds

The State shall duly and punctually pay or cause to be paid the principal or redemption price of and interest on the Bonds, but only from the Pledged Receipts and other revenues or receipts, funds or moneys pledged therefor as provided in the Act and the General Resolution, at the dates and places and in the manner provided in the Bonds according to the true intent and meaning thereof, and shall duly and punctually satisfy all sinking fund installments becoming payable with respect to any Series of Bonds.

Power to Issue Bonds and Make Pledges

The State represents that it is duly authorized pursuant to law to authorize and issue the Bonds and to adopt the General Resolution and to pledge the Pledged Receipts and other revenues, receipts, funds, or moneys purported to be pledged by the General Resolution in the manner and to the extent provided in the General Resolution. The Pledged Receipts and other revenues, receipts, funds, and moneys so pledged are and will be free and clear of any pledge, lien, charge, or encumbrance thereon or with respect thereto prior to, or of equal rank with, the pledge created by the General Resolution, and all action on the part of the State to that end has been duly and validly taken. The State represents that the Bonds and the provisions of the General Resolution are and will be the valid and legally enforceable obligations of the State in accordance with their terms and the terms of the General Resolution. The State covenants that it shall at all times, to the extent permitted by law, defend, preserve, and protect the pledge of the Pledged Receipts and revenues, receipts, funds, or moneys pledged under the General Resolution and all the rights of the Bondowners under the General Resolution against all claims and demands of all persons whomsoever.

Agreement of the State

The State pledges and agrees with the Bondowners that the State will not limit or alter the terms of any agreements made with Bondowners or in any way impair the rights and remedies of the Bondowners until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondowners, are fully met and discharged.

Federal Tax Covenant

The State covenants that it shall at all times do and perform all acts and things permitted by law and necessary or desirable in order to assure that interest paid on the Bonds shall, for the purposes of federal income taxation, be excluded from the gross income of the recipients thereof.

The State shall not permit at any time any of the proceeds of the Bonds or other funds of the State to be used, directly or indirectly, to acquire any asset or obligation the acquisition of which would cause any Note or Bond to be an “arbitrage bond” for the purposes of Section 148 of the Internal Revenue Code of 1986, as amended.

Notwithstanding the foregoing, 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 federal tax covenants contained in the General Resolution shall not apply to such Bonds.

Accounts and Reports

The State shall keep, or cause to be kept, proper books of record and account in which complete and correct entries shall be made of its transactions relating to all Pledged Loan Repayments, Municipal Obligations, the Fees and Charges, if any, and all funds and accounts established by the General Resolution.

The State shall annually, on or before January 1 in each year, file with the Trustee and with the Rating Agencies a copy of the audited financial statement for the preceding Fiscal Year with respect to the Leveraged Loan Program, accompanied by an Accountant’s Certificate, setting forth in complete and reasonable detail: (1) its receipts and expenditures during such Fiscal Year in accordance with the categories or classifications established by the State for its operating and capital outlay purposes; (2) its assets and liabilities at the end of such Fiscal Year, including a schedule of its Pledged Loan Repayments, Municipal Obligations, Fees and Charges, a list of Municipalities in default and the status of the funds and accounts established by the General Resolution; and (3) a schedule of its Bond and Notes outstanding and other obligations outstanding at the end of such Fiscal Year, together with a statement of the amounts paid, redeemed and issued during such Fiscal Year.

A copy of the independent auditor's report and financial statements for the Environmental Improvement Fund for the years ended June 30, 2006 and 2005 is set forth in APPENDIX A.

Clean Water Revenue Bond Program

In order to provide sufficient moneys with which to pay the principal and interest and sinking fund installments when due and payable on its Bonds, the State covenants that it shall from time to time, with all practical dispatch and in a sound and economical manner consistent in all respects with the Act and the Water Quality Act as then amended and as interpreted in regulations adopted by EPA and DNR and in effect and with the provisions of the General Resolution, use and apply the proceeds of the Bonds for the Leveraged Loan Program, to finance Pledged Loans pursuant to such Act as so amended and the General Resolution, to earn sufficient interest on its funds and accounts established within the General Resolution to generate income which when combined with moneys received with respect to the Municipal Obligations shall at least equal the principal and interest and sinking fund installments on the Bonds and shall do all such acts and things necessary to receive and collect the Pledged Loan Repayments and the interest on all funds and accounts established within the General Resolution and shall diligently enforce, and take all steps, actions, and proceedings for the enforcement, of all terms, covenants, and conditions of the Pledged Loans for the enforcement of all terms, covenants and conditions of the Pledged Loans.

Events of Default

Each of the following events constitutes an "Event of Default":

(1) The State shall default in the payment of the principal or redemption price of any Bond when and as the same shall become due whether at maturity or upon call for redemption; or

(2) The State shall default in the payment of any installment of interest on any Bonds; or

(3) The State shall fail or refuse to comply with the provisions of the Act or shall default in the performance or observance of any other of the covenants, agreements or conditions contained in the General Resolution, any Series Resolution, any Supplemental Resolution, or in the Bonds, and such failure, refusal or default shall continue for a period of 45 days after written notice thereof is given to the State by the Trustee or the owners of not less than 25% in principal amount of Bonds outstanding.

Remedies

Upon the occurrence and continuance of any Event of Default specified in paragraphs (1) and (2) immediately above, the Trustee shall proceed, or upon the occurrence and continuance of any Event of Default specified in paragraph (3) immediately above, the Trustee may proceed, and upon the written request of the owners of not less than 25% in principal amount of the outstanding Bonds shall proceed, in its own name, to protect and enforce its rights and the rights of the Bondowners by such of the following remedies, as the Trustee, being advised by counsel, shall deem most effectual to protect and enforce such rights:

(1) By mandamus or other suit, action, or proceeding at law or in equity, enforce all rights of the Bondowners, including the right to require the State to collect Pledged Loan Repayments adequate to carry out the covenants and agreements as to, and pledge of, such Pledged Loan Repayments, and other properties and to require the State to carry out any other covenant or agreement with Bondowners and to perform its duties under the Act;

(2) By bringing suit upon the Bonds;

(3) By action or suit in equity, require the State to account as if it were the trustee of any express trust for the owners of the Bonds; or

(4) By action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the owners of the Bonds.

In the enforcement of any remedy under the General Resolution, the Trustee shall be entitled to sue for, enforce payment on, and receive any and all amounts due from the State for principal, redemption price, interest or otherwise, under any provision of the General Resolution or a Series Resolution or of the Bonds, and unpaid, with interest, if any, on overdue payments at the rate or rates of interest specified in such Bonds, together with any and all costs and expenses of collection and of all proceedings hereunder and under such Bonds, without prejudice to any other right or remedy of the Trustee or of the Bondowners, and to recover and enforce a judgment or decree against the State for any portion of such amounts remaining unpaid, with interest, costs, and expenses, and to collect from any moneys available for such purpose, in any manner provided by law, the moneys adjudged or decreed to be payable.

Program Expenses

The State covenants to pay all program expenses when due and payable, but only from the sources provided in the General Resolution.

The State covenants to pay to the Fiduciaries from time to time reasonable compensation for all services rendered under the General Resolution, and also all reasonable expenses, charges, counsel fees, and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under the General Resolution. The State further agrees to indemnify and save each Fiduciary harmless against any liabilities that it may incur in the exercise and performance of its powers and duties under the General Resolution, and which are not due to its willful misconduct, negligence, or bad faith.

Defeasance

If the State shall pay or cause to be paid to the owners of all Bonds then outstanding, the principal or redemption price and interest to become due thereon, at the times and in the manner stipulated therein and in the General Resolution, then, at the option of the State, expressed in an instrument in writing signed by an Authorized Officer and delivered to the Trustee, the covenants, agreements, and other obligations of the State to the Bondowners shall be discharged and satisfied. In such event, the Trustee shall, upon the request of the State, execute and deliver to the State all such instruments as may be desirable to evidence such discharge and satisfaction and the Fiduciaries shall pay over or deliver to the State all money, securities, and funds held by them pursuant to the General Resolution which are not required for the payment or redemption of Bonds not theretofore surrendered for such payment or redemption.

Bonds or interest installments for the payment or redemption of which at the maturity or redemption date thereof moneys or securities shall have been set aside and shall be held in trust by the Fiduciaries (through deposit by the State of funds for such payment or redemption or otherwise) shall be deemed to have been paid within the meaning and with effect expressed in the immediately preceding paragraph. All outstanding Bonds of any Series shall prior to the maturity or redemption date thereof be deemed to have been paid within the meaning and with the effect expressed in the immediately preceding paragraph if all the following conditions apply:

(1) In case any of said Bonds are to be redeemed on any date prior to their maturity, the State shall have given to the Trustee in form satisfactory to the Trustee irrevocable instructions to give notice of redemption of such Bonds as provided in the General Resolution.

(2) There shall have been deposited with the Trustee either moneys in an amount which shall be sufficient, or Investment Obligations, the principal of and the interest on which when due will provide moneys which, together with the moneys, if any, deposited with the Trustee at the same time, which shall be sufficient to pay when due the principal or redemption price and interest on said Bonds on and prior to the redemption date or maturity date thereof, as the case may be.

(3) In the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the State shall have given the Trustee irrevocable instructions to publish, as soon as practicable, at least twice, at an interval of not less than seven days between publications, in Authorized Newspapers a notice to the owners of such Bonds that the deposit required by clause (2) 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 moneys are to be available for the payment of the principal or redemption price on said Bonds. Neither Investment Obligations nor moneys 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 or redemption price, if applicable, and interest on said Bonds; provided that any cash received from such principal or interest payments on such Investment Obligations deposited with the Trustee, if not then needed for such purpose, shall, to the extent practicable, be reinvested in Investment Obligations maturing at times and in amounts sufficient to pay when due the principal or redemption price and interest due and 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 reinvestment shall be paid over to the State, as received by the Trustee, free and clear of any trust, lien, or pledge.

For the purposes of the defeasance provisions of the General Resolution, Investment Obligations shall mean and include direct general obligations of the United States of America and obligations (including obligations of any federal agency or corporation) the payment of the principal and interest on which, by act of the Congress of the United States 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 full faith and credit of the United States of America, or so long as such investments will not adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency, any other evidences of an ownership interest in obligations or in specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in this paragraph.

Anything in the General Resolution to the contrary notwithstanding, any moneys held by a Fiduciary in trust for the payment and discharge of any of the Bonds which remain unclaimed for six years after the date when such Bonds have become due and payable, either at their stated maturity dates or by call for earlier redemption, if such moneys were held by the Fiduciary at such date, or for six years after the date of deposit of such moneys if deposited with the Fiduciary after the said date when such Bonds became due and payable, shall, at the written request of the State, be repaid by the Fiduciary to the State, as its absolute property and free from trust, and the Fiduciary shall thereupon be released and discharged with respect thereto and the Bondowners shall look only to the State for the payment of such Bonds; provided, however, that before being required to make any such payment to the State, the Fiduciary shall, at the expense of the State, cause to be published at least once in Authorized Newspapers, a notice that said moneys remain unclaimed and that, after a date named in said notice, which date shall not be less than 30 days after the date of the first publication of such notice, the balance of such moneys then unclaimed will be returned to the State.

GLOSSARY

The following definitions apply to capitalized terms used in this Part VI of the Annual Report.

Accreted Value means, with respect to any Capital Appreciation Bond, the initial principal amount at which such Capital Appreciation Bond is sold to the initial purchaser by the State without reduction to reflect underwriter's discount, compounded from the date of delivery of such Bonds semiannually on each interest payment date prior to the date of calculation (and including such date of calculation if such date of calculation is an interest payment date) at the original issue yield to maturity less, with respect to Bonds with interest payable on a current basis, interest paid and payable during such period plus, if such date of calculation is not an interest payment date, a portion of the difference between the Accreted Value as of the immediately preceding interest payment date and the Accreted Value as of the immediately succeeding interest payment date calculated based upon an assumption that Accreted Value accrues during any semiannual period in equal daily amounts (based on a 360-day year of twelve 30-day months); provided, however, that the calculation of Accreted Value for purposes of determining whether Bondowners of the requisite amount of Outstanding Bonds have given any requisite demand, authorization, direction, notice, consent, or waiver under the General Resolution shall be based upon the Accreted Value calculated as of the interest payment date immediately preceding such date of calculation (unless such date of calculation is an interest payment date, in which case it shall be calculated as of the date of calculation).

Act means Sections 281.58 and 281.59 of the Wisconsin Statutes, as amended.

Administrative Fund means the fund of that name established by the General Resolution.

Aggregate Debt Service for any period means, with respect to the Bonds, as of any date of calculation, the sum of the amounts of Debt Service for such period.

Authorized Officer means the Capital Finance Director of the State and any other person designated in writing to the Trustee by the Capital Finance Director or by the Commission as an Authorized Officer.

Bond or **Bonds** means any bond or bonds, as the case may be, authenticated and delivered under the General Resolution pursuant to a Series Resolution.

Bondowners or **Owner of Bonds** or **Owner** (when used with reference to Bonds) or any term of similar import means the person or party in whose name the Bond is registered.

Business Day means any day other than a Saturday or Sunday or other day on which commercial banks in the city in which the principal office of the Trustee is located are not open for business, except as may be provided in a Series or Supplemental Resolution.

Capital Appreciation Bonds means Bonds that provide for the addition of all or any part of accrued and unpaid interest thereon to the principal due thereon upon such terms and for such periods of time as may be determined by the applicable Series Resolution.

Capitalized Interest Account means the account of that name established within the Debt Service Fund by the General Resolution.

Clean Water Fund Program means the program established pursuant to the Act and operated and administered as part of the Environmental Improvement Fund.

Code means the Internal Revenue Code of 1986, as amended from time to time, and all regulations promulgated thereunder to the extent applicable to any Bonds, loans, or Municipal Obligations, as the case may be.

Commission means the State of Wisconsin Building Commission or any successor body having the power under the Subchapter II of Chapter 18, as amended, of the Wisconsin Statutes to authorize and direct the issuance of Bonds.

Contribution Amount has the meaning set forth in the definition of "Loan Credit Reserve Fund Requirement."

Costs of Issuance means, except as limited in any Series Resolution, any items of expense directly or indirectly payable by or reimbursable to the State and related to the authorization, sale and issuance of Bonds or Notes and the investment of the proceeds thereof, including, but not limited to, printing costs, costs of reproducing documents, filing and recording fees, initial fees and charges of Fiduciaries, legal fees and charges, professional consultants' fees, costs of credit ratings, premiums for insurance of the payment of Bonds or Notes, or any fees and expenses payable in connection with any entity insuring the State, the Trustee or the owners of the Bonds or Notes against loss on loans or Municipal Obligations, fees and charges for execution, transportation and safekeeping of Bonds or Notes, costs and expenses of refunding of Bonds or Notes, fees and expenses payable in connection with any Credit Facility, remarketing agreements, tender agent agreements or interest rate indexing agreements, and other costs, charges, and fees in connection with the original issuance of Bonds or Notes.

Costs of Issuance Account means the account of that name established within the Administrative Fund by the General Resolution.

Credit Facility means a letter of credit, revolving credit agreement, standby purchase agreement, surety bond, insurance policy, guaranty or similar obligation, arrangement, or instrument issued by a bank, insurance company, or other financial institution or the federal government or an agency thereof which (1) provides for payment of all or a portion of the principal of, Redemption Price of, or interest on any Series of Bonds, (2) provides funds for the purchase of such Bonds or portions thereof, (3) provides deposits for a fund or account under the General Resolution, or (4) provides for or further secures payment of loans or Municipal Obligations, provided that with respect to (3) above, the issuer of which Credit Facility is rated, or the effect of which Credit Facility would cause bonds insured or secured thereby to be rated, by each Rating Agency in a rating category no lower than the then current rating on the Bonds (without such Credit Facility).

Debt Service for any period means, as of any date of calculation and with respect to any Series, an amount equal to the sum of (1) interest payable during such period on Bonds of such Series, (2) that portion of the Principal Installments for such Series which are payable during such period, and (3) any "Reimbursement Obligation" or "Parity Reimbursement Obligation" as defined in the General Resolution. Such interest and Principal Installments for such Series shall be calculated on the assumption that no Bonds of such Series Outstanding at the date of calculation will cease to be Outstanding except by reason of the payment of each Principal Installment on the due date thereof.

Debt Service Fund means the fund of that name established by the General Resolution.

Depository means any bank, trust company, or national banking association, which may be the Trustee, selected by the Commission and approved by the Trustee as a depository of moneys and securities held under the provisions of the General Resolution and its successor or successors.

Direct Loan means loans made primarily from the proceeds of federal capitalization grants, the State match, or repayments of Direct Loans, and excludes any Pledged Loan or Proprietary Loan. This type of loan is not funded with Bond proceeds.

DNR means the State of Wisconsin Department of Natural Resources.

DOA means the State of Wisconsin Department of Administration.

DTC means The Depository Trust Company, New York, New York.

Environmental Improvement Fund means the nonlapsible trust fund of that name created by Section 25.43, Wisconsin Statutes.

EPA means the United States Environmental Protection Agency.

Expense Account means the account of that name established within the Administrative Fund established by the General Resolution.

Fees and Charges means all fees and charges, if any, charged by the State to Municipalities pursuant to the terms and provisions of Loans or Municipal Obligations but does not include principal of and interest on such Municipal Obligations.

Fiduciary or **Fiduciaries** means the Trustee, any Paying Agent, any Depository, or any or all of them, as may be appropriate.

Financial Assistance Agreement means any agreement entered into between DNR, DOA, and a Municipality for financial assistance.

Fiscal Year means any 12 consecutive calendar months commencing with the second day of June and ending on the first day of the following June.

General Resolution means the Clean Water Revenue Bond General Resolution adopted by the Building Commission on March 7, 1991, as amended by resolutions adopted by the Commission on July 30, 2003 and June 28, 2006, as the same may be further amended and supplemented from time to time.

Information Services means an institution or other service providing information with respect to called bonds, which shall include but not be limited to those identified in the General Resolution and others designated by an Authorized Officer.

Interest Account means the account of that name established within the Debt Service Fund by the General Resolution.

Investment Obligation means any of the following that at the time are legal investments for moneys of the State:

(1) direct general obligations of the United States of America and obligations (including obligations of any federal agency or corporation) the payment of the principal and interest on which, by act of the Congress of the United States 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 full faith and credit of the United States of America, or so long as at the time of their purchase such investments will not adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency, any other evidences of an ownership interest in obligations or in specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in this clause (1);

(2) any bonds or other obligations of any state of the United States of America or of any agency, instrumentality or local governmental unit of any such state (a) which are not callable at the option of the obligor or otherwise prior to maturity or as to which irrevocable notice has been given by the obligor to call such bonds or obligations on the date specified in the notice, (b) which are fully secured as to principal and interest and redemption premium, if any, by a fund consisting only of cash or bonds or other obligations of the character described in clause (1) above which fund may be applied only to the payment of

interest when due, principal of and redemption premium, if any, on such bonds or other obligations on the maturity date or dates thereof or the specified redemption date or dates pursuant to such irrevocable instructions, as appropriate, (c) as to which the principal of and interest on the bonds and obligations of the character described in clause (1) hereof which have been deposited in such fund along with any cash on deposit in such fund is sufficient to pay interest when due, principal of and redemption premium, if any, on the bonds or other obligations described in this clause (2) on the maturity date or dates thereof or on the redemption date or dates specified in the irrevocable instructions referred to in subclause (a) of this clause (2), as appropriate, and (d) which at the time of their purchase under the General Resolution bear the highest rating available from each Rating Agency;

(3) bonds, debentures, participation certificates (representing a timely guaranty of principal and interest), notes or similar evidences of indebtedness of any of the following: Federal Financing Bank, Federal Home Loan Bank System, Federal Farm Credit Bank, Federal National Mortgage Association (excluding "stripped" securities), Federal Home Loan Mortgage Corporation, Resolution Funding Corporation, Government National Mortgage Association, Student Loan Marketing Association or Tennessee Valley Authority;

(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 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; provided, however, that any investment purchased pursuant to this clause shall be rated at the time of its purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(5) obligations of any state of the United States of America or of any political subdivision or public agency or instrumentality thereof, including the State, provided that at the time of their purchase under the General Resolution such obligations are rated by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(6) direct obligations of the State or obligations guaranteed by the State that have the same rating as direct obligations of the State;

(7) prime commercial paper of a corporation incorporated under the laws of any state of the United States of America, having at the time of their purchase under the General Resolution the highest rating available from each Rating Agency;

(8) interest-bearing time deposits, certificates of deposit or other similar banking arrangements with banks (which may include any Fiduciary), provided such deposits are made with banks rated by each Rating Agency at the time the deposit is made no lower than the rating assigned to the Bonds by such Rating Agency;

(9) shares of a diversified open-end management investment company as defined in the Investment Company Act of 1940, which is a money market fund, which are rated at the time of their purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency;

(10) repurchase agreements for obligations of the type specified in clauses (1) and (3) above, provided either (a) the repurchase agreement is an unconditional obligation of the counterparty and such counterparty is rated at the time of its purchase by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency or (b) the repurchase agreement is an obligation of a counterparty that is rated at the time of its

purchase by each Rating Agency in an investment grade category and is collateralized by obligations which are marked to market daily and have a value equal to not less than the percentage of the amount thereby secured specified by each Rating Agency, taking into account the maturity of such obligations;

(11) any investment obligation or deposit the investment in which will not, at the time such investment is made, adversely affect the then current ratings, if any, assigned to the Bonds by each Rating Agency;

(12) any investment agreement with a bank, bank holding company, insurance company or other financial institution rated at the time such investment is made by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency or guaranteed by an entity rated by each Rating Agency no lower than the rating assigned to the Bonds by such Rating Agency; and

(13) the Local Government Pooled–investment Fund of the State established under Chapter 25 of the Wisconsin Statutes.

Loan Credit Reserve Fund means the fund of that name established by the General Resolution.

Loan Credit Reserve Fund Requirement means and is calculated as follows:

(1) DOA has delivered to the Trustee, with respect to each Rating Agency, a schedule of credit quality categories and loan credit reserve fund requirements (each a **Loan Credit Reserve Fund Schedule** or **Schedule**) approved by such Rating Agency. Each Schedule sets forth the percentage of the annual debt service attributable to each Loan disbursement from the Loan Fund to be deposited in the Loan Credit Reserve Fund with respect to each Loan disbursement. A Schedule may be amended from time to time upon the presentation to the Trustee of a certificate of an Authorized Officer, supported by a certificate from the Rating Agency to which such Schedule applies, confirming that such amendment to the Schedule will not adversely affect the then-outstanding rating assigned to the Bonds by such Rating Agency.

(2) The amount required in the Schedules for each Loan disbursement from the Loan Fund (and if the Schedules provide for different amounts, then the highest amount) is the "**Contribution Amount**".

(3) The Loan Credit Reserve Fund Requirement shall be, as of any date of calculation, the total Contribution Amount derived from each Schedule (and if the Schedules provide for different total Contribution Amounts, then the highest total Contribution Amount) that would be required were all disbursements from the Loan Fund outstanding to be disbursed on that date, based on the then-current Schedules.

Loan Fund means the fund of that name established by the General Resolution.

Municipal Obligations means the bonds, notes, or other evidences of debt issued by any Municipality and authorized by law and acquired by the State as evidence of indebtedness of a Pledged Loan, Direct Loan, or Proprietary Loan to the Municipality pursuant to the Act. Municipal Obligations may constitute any of a combination of the following: a revenue obligation secured by a covenant to assess user fees and a pledge of the utility's revenues, a revenue obligation secured by special assessments and other utility revenue and a pledge of the utility's revenues, or a general obligation secured by a tax levy and a pledge of all available financial resources of the Municipality.

Municipality means a political subdivision of the State constituting a "municipality" within the meaning of the Act, duly organized and existing under the laws of the State and any successor entity or a federally recognized American Indian tribe or band in the State.

Non-SRF Account means account of that name established within the Loan Credit Reserve Fund.

Notes means any bond anticipation notes issued by the State pursuant to the Act.

Outstanding, when used with reference to Bonds, other than Bonds owned or held by or for the account of the State, means, as of any date, Bonds theretofore or then being delivered under the provisions of the General Resolution, except: (1) any Bonds cancelled by the Trustee or any Paying Agent at or prior to such date, (2) any Bonds for the payment or redemption of which moneys equal to the principal amount or Redemption Price thereof, as the case may be, with interest to the date of maturity or redemption date, shall be held by the Trustee or the Paying Agents in trust (whether at or prior to the maturity or redemption date), provided that if such Bonds are to be redeemed, irrevocable notice of such redemption shall have been given as provided in the General Resolution or provision satisfactory to the Trustee shall have been made for the giving of such notice, (3) any Bonds in lieu of or in substitution for which other Bonds shall have been delivered pursuant to the General Resolution, and (4) Bonds deemed to have been paid as provided in the General Resolution. In determining whether Bondowners of the requisite amount of Outstanding Bonds have given any requisite demand, authorization, direction, notice, consent or waiver under the General Resolution, the principal amount of a Capital Appreciation Bond that shall be deemed Outstanding for such purposes shall be the Accreted Value thereof.

Parity Reimbursement Obligation means the obligation of the State to directly reimburse the issuer of a Credit Facility for amounts paid under the terms of such Credit Facility, together with interest thereon, whether or not such obligation to so reimburse is evidenced by a promissory note or other similar instrument, which obligation shall be secured on a parity with the lien created by the Program Resolution.

Paying Agent for the Bonds of any Series means the bank, trust company, or national banking association, which may be the Trustee, and its successor or successors, appointed pursuant to the provisions of the General Resolution and a Series Resolution or any other resolution of the Commission adopted prior to authentication and delivery of the Series of Bonds for which such Paying Agent or Paying Agents shall be so appointed.

Pledged Loan or Leveraged Loan means a loan heretofore or hereafter made by the State to a Municipality from the Loan Fund pursuant to a Financial Assistance Agreement and the Act. This type of loan is funded from the Loan Fund and with Bond proceeds.

Pledged Loan Repayments or Leveraged Loan Repayments means any payment on a Pledged Loan pursuant to a Financial Assistance Agreement, or on the Municipal Obligations evidencing and securing the same, on account of the principal, interest, and premium, if any, due on such Pledged Loan, including without limitation scheduled payments of principal and interest on such Loan or Municipal Obligation, any payment made to cure a default, prepayments of principal or interest, and any additional amounts payable upon prepayment of such Pledged Loan or Municipal Obligations, and any amounts paid with respect to such Pledged Loan or Municipal Obligation on account of (1) acceleration of the due date of such Pledged Loan or such Municipal Obligation, (2) the sale or other disposition of such Pledged Loan or the Municipal Obligations and other collateral securing such Pledged Loan, (3) the receipt of proceeds of any insurance or guaranty of such Pledged Loan or Municipal Obligations or any Credit Facility applicable to such Pledged Loan or Municipal Obligations, and (4) the exercise of any right or remedy granted to the State and available under law or the applicable Financial Assistance Agreement upon default on such Pledged Loan or Municipal Obligations, but specifically excluding any payment of Fees and Charges.

Pledged Receipts means:

(1) all Pledged Loan Repayments, including both timely and delinquent payments,

(2) Fees and Charges held or collected by the State,

(3) any moneys received by the State under Section 281.59 (11)(b) of the Wisconsin Statutes (that is, State payments intercepted by DOA and taxes collected by county treasurers) upon a default under a Municipal Obligation,

(4) any moneys made available to the Clean Water Fund Program pursuant to Section 281.59 (13m) of the Wisconsin Statutes (that is, as a result of the designation of an individual Loan as one to which the State's "moral obligation" applies),

(5) any moneys collected by recourse to collateral and security devices under the Municipal Obligations, and

(6) any other moneys held or received by the State or the Trustee relating to the Municipal Obligations.

Principal Account means the account of that name established within the Debt Service Fund by the General Resolution.

Principal Installment means, as of any date of calculation and with respect to any Series of Bonds Outstanding, (1) the principal amount or Accreted Value of Bonds of such Series due on any payment date for which no Sinking Fund Installments have been established, or (2) the Sinking Fund Installment due on a date for Bonds of such Series, or (3) if such dates coincide, the sum of such principal amount or Accreted Value of Bonds and of such Sinking Fund Installment(s) due on such date; in each case in the amounts and on the dates as provided in the Series Resolution authorizing such Series of Bonds; provided, however, that Principal Installments shall not include the principal of Notes.

Project means any municipal project for the design, acquisition, construction, improvement, repair, reconstruction, renovation, or expansion of any municipal wastewater collection or treatment system or water supply system that is eligible for financing by the State pursuant to the Act.

Proprietary Loan means financial assistance made primarily from the proceeds of State general obligation bonds or repayment of Proprietary Loans, and excludes any Direct Loan or Pledged Loan. This financial assistance or type of loan is not funded with Bond proceeds.

Rating Agency means a credit rating agency which is nationally recognized for skill and expertise in rating the credit of obligations similar to the Bonds and which has assigned and currently maintains a rating on any Outstanding Bonds at the request of the State (which request may be withdrawn by the State so long as following such withdrawal of request, the Bonds are rated by at least two Rating Agencies), and any successor to any such agency by merger, consolidation or otherwise.

Rebate Fund means the fund of that name established by the General Resolution.

Record Date means, unless otherwise determined by a Series Resolution for a Series of Bonds, the close of business on the 15th day preceding a payment date or, if such day shall not be a Business Day, the immediately preceding Business Day. (The Series Resolution for the 2006

Series 2 Bonds provides that, for the 2006 Series 2 Bonds, **Record Date** means the close of business on the 15th day (whether or not a business day) of the calendar month next preceding the interest payment date.)

Redemption Account means the account of that name established within the Debt Service Fund by the General Resolution.

Redemption Price, means (1) when used with respect to a Bond other than a Capital Appreciation Bond, or a portion thereof to be redeemed, means the principal amount of such Bond or such portion thereof plus the applicable premium, if any, payable upon redemption thereof, plus interest to the redemption date, pursuant to the General Resolution and the applicable Series Resolution and (2) when used with respect to a Capital Appreciation Bond, "Redemption Price" means the Accreted Value on the date of redemption of such Bond or portion thereof plus the applicable premium, if any, pursuant to the General Resolution and the applicable Series Resolution.

Refunding Bonds means Bonds issued to refund other Bonds.

Revenue Fund means the fund of that name established by the General Resolution.

Series of Bonds or Bonds of a Series or words of similar meaning means the series of Bonds authorized by a Series Resolution.

Series Resolution means a resolution of the Building Commission authorizing the issuance of a Series of Bonds in accordance with the terms and provisions of the General Resolution.

Sinking Fund Installment means, as of any particular date of calculation, (i) the amount required by the General Resolution and a Series Resolution to be deposited by the State for the retirement of Bonds which are stated to mature subsequent to such date or (ii) the amount required by the General Resolution and a Series Resolution to be deposited by the State on a date for the payment of Bonds at maturity on a subsequent date.

State means the State of Wisconsin.

State Equity Fund means the fund of that name established by the General Resolution.

Subsidy Fund means the fund of that name established by the General Resolution.

Subsidy Fund Requirement means that amount which, when invested as permitted in the General Resolution, is projected by an Authorized Officer to result in an amount being available during each period commencing on an interest payment date and ending on the next interest payment date **(Period)** which is at least equal to the amount by which Aggregate Debt Service payable during the Period exceeds the sum of (1) scheduled disbursements from the Capitalized Interest Account and (2) Loan Repayments scheduled to be received during the Period from sources other than transfers of Loan capitalized interest from the Loan Fund. In making the projections set forth above, the State may treat undisbursed amounts in the Loan Fund as if (a) such undisbursed amounts were invested at an appropriate rate of interest to the final maturity of Bonds and (b) such undisbursed amounts and the earnings thereon were transferred from time to time to the Revenue Fund to pay debt service, and for purposes of calculating the Subsidy Fund Requirement, such amounts may be treated as if they were Loan Repayments made pursuant to clause (2) above; provided that prior to each Loan disbursement the State recalculates the Subsidy Fund Requirement assuming for purposes of calculation that the disbursement has been made (and is repayable in accordance with the applicable Municipal Obligations). If such calculation fails to confirm that, following the disbursement the Subsidy Fund Requirement will be met, the State may not make a requisition for the disbursement.

Subsidy Fund Transfer Amount means, with respect to any Interest Payment Date, the amount by which Aggregate Debt Service payable during the Period (as such term is used in the definition of Subsidy Fund Requirement) ending on such Interest Payment Date exceeds the sum of (1) Loan Repayments scheduled to be received and delinquent Loan Repayments actually received during the Period, (2) earnings on the Loan Credit Reserve Fund deposited in the Revenue Fund during the Period, (3) any moneys on deposit in the Revenue Fund, the Interest Account of the Debt Service Fund, or the Principal Account of the Debt Service Fund at the beginning of the Period, (4) any amounts in the Loan Fund transferred to the Revenue Fund during the Period as directed in a certificate of an Authorized Officer, and (5) amounts scheduled to be transferred from the Capitalized Interest Account to the Interest Account during the Period.

Supplemental Resolution means a resolution supplemental to or amendatory of the General Resolution, adopted by the Commission in accordance with the General Resolution.

Trustee means U.S. Bank National Association, and its successor or successors and any other bank, trust company or national banking association at any time substituted in its place pursuant to the General Resolution.

APPENDIX A

AUDITED FINANCIAL STATEMENTS

The following are the independent auditor's report and financial statements for the Environmental Improvement Fund for the years ended June 30, 2006 and 2005, along with supplemental information as of June 30, 2006, and the independent auditor's report and financial statements for the Leveraged Loan Portfolio for the year ended June 1, 2006.

Financial statements present the financial position, results of operations and cash flows of the Environmental Improvement Fund for the fiscal years ended June 30, 2006 and 2005. These financial statements are not intended to predict future cash flows that will be available for the benefit of bondholders pursuant to the bond resolutions.

Virchow, Krause & Company LLP, the independent auditors of the Environmental Improvement Fund, has not been engaged to perform and has not performed, since the date of their reports included on the following pages, any procedures on the financial statements addressed in those reports. Virchow, Krause & Company LLP also has not performed any procedures related to this Part VI of the Annual Report.

{This page number is the last sequential page number of the Annual Report to be used in this Part VI of the Annual Report. The following uses page numbers from the financial statements and independent auditor's report. The sequential page numbers for the Annual Report continue in Part VII.}

STATE OF WISCONSIN

ENVIRONMENTAL IMPROVEMENT FUND
AND
LEVERAGED LOAN PORTFOLIO

STATE OF WISCONSIN

ENVIRONMENTAL IMPROVEMENT FUND

FINANCIAL STATEMENTS
For the Years Ended June 30, 2006 and 2005,
SUPPLEMENTAL INFORMATION
For the Year Ended June 30, 2006, and
Independent Auditors' Report

AND

LEVERAGED LOAN PORTFOLIO

FINANCIAL STATEMENTS
For the Year Ended June 1, 2006 and
Independent Auditors' Report

STATE OF WISCONSIN

TABLE OF CONTENTS

Virchow Krause & company

INDEPENDENT AUDITORS' REPORT

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

We have audited the accompanying financial statements of the State of Wisconsin Environmental Improvement Fund, an enterprise fund of the State of Wisconsin, as of June 30, 2006 and 2005, and for the years then ended as listed in the table of contents. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in 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 of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the State of Wisconsin Environmental Improvement Fund and are not intended to present fairly the financial position of the State of Wisconsin, and the changes in its financial position and its cash flows in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the State of Wisconsin Environmental Improvement fund as of June 30, 2006 and 2005, and the changes in its financial position and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The State of Wisconsin Environmental Improvement Fund has not presented the management's discussion and analysis that accounting principles generally accepted in the United States of America require to supplement, although not to be part of, the financial statements.

The supplemental information as identified in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Virchow, Krause & Company, LLP
Certified Public Accountants & Consultants • An Independent Member of Baker Tilly International

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

The "Other Information" on page 31 is presented for informational purposes only and is not a required part of the financial statements of the State of Wisconsin Environmental Improvement Fund. The information has not been audited by us and, accordingly, we express no opinion on such information.

Madison, Wisconsin
September 21, 2006

Virchow Krause + Company LLP

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENTS OF NET ASSETS
June 30, 2006 and 2005

	2006	2005
ASSETS		
Current Assets		
Unrestricted cash and cash equivalents	$ 190,953,390	$ 190,955,803
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	29,807,922	23,386,696
Receivables		
Loans to local governments - current portion	110,463,531	99,829,820
Due from other funds	150,604	202,202
Due from other governmental entities	8,214,030	7,799,927
Accrued investment income	353,662	329,808
Prepaid items	20,357	20,947
Total Current Assets	339,963,496	322,525,203
Noncurrent Assets		
Restricted assets - cash equivalents	78,075,624	72,700,346
Investments - State of Wisconsin general obligation clean water bonds, at fair value	125,681,542	145,895,768
Loans to local governments	1,381,941,727	1,300,881,128
Prepaid items	285,671	302,558
Deferred debt expense	2,583,704	2,826,909
Total Noncurrent Assets	1,588,568,268	1,522,606,709
TOTAL ASSETS	$ 1,928,531,764	$ 1,845,131,912
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accrued expenses	$ 138,304	$ 192,116
Accrued interest on bonds	3,686,983	2,775,085
Due to other funds	925,371	1,885,855
Due to other governmental entities	23,108	472,844
Revenue obligation bonds - current maturities	47,085,000	44,775,000
Total Current Liabilities	51,858,766	50,100,900
Noncurrent Liabilities		
Revenue obligation bonds, net (including deferred charge)	643,787,506	607,437,777
Due to other governmental entities	1,455,224	996,824
Accrued expenses	40,326	30,832
Total Noncurrent Liabilities	645,283,056	608,465,433
Total Liabilities	697,141,822	658,566,333
Net Assets		
Restricted for environmental improvement	1,202,236,503	1,156,713,081
Unrestricted	29,153,439	29,852,498
Total Net Assets	1,231,389,942	1,186,565,579
TOTAL LIABILITIES AND NET ASSETS	$ 1,928,531,764	$ 1,845,131,912

See accompanying notes to financial statements.

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
For the Years Ended June 30, 2006 and 2005

	2006	2005
OPERATING REVENUES		
Loan interest	$ 24,697,084	$ 22,484,992
Interest income used as security for revenue bonds	17,459,358	17,674,648
Other	6,032	46,767
Total Operating Revenues	42,162,474	40,206,407
OPERATING EXPENSES		
Interest	33,196,947	33,677,059
Salaries and benefits	3,602,129	3,598,007
Contractual services and other	1,248,825	1,348,529
Total Operating Expenses	38,047,901	38,623,595
Operating Income	4,114,573	1,582,812
NONOPERATING REVENUES (EXPENSES)		
Investment income	6,384,761	3,914,291
Investment income used as security for revenue bonds	4,050,090	16,404,323
Operating grants	29,817,943	61,713,353
Hardship grants awarded	(4,716,573)	(858,753)
Total Nonoperating Revenues, Net	35,536,221	81,173,214
INCOME BEFORE TRANSFERS	39,650,794	82,756,026
Transfers in/(out)	5,173,569	(6,066,332)
Increase in Net Assets	44,824,363	76,689,694
TOTAL NET ASSETS - Beginning of Year	1,186,565,579	1,109,875,885
TOTAL NET ASSETS - END OF YEAR	$ 1,231,389,942	$ 1,186,565,579

See accompanying notes to financial statements.

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENTS OF CASH FLOWS
For the Years Ended June 30, 2006 and 2005

	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to employees for services	$ (1,719,791)	$ (3,202,225)
Payments to suppliers and other	(4,143,790)	(1,691,462)
Other operating revenues	24,105	46,767
Net Cash Flows Used by Operating Activities	(5,839,476)	(4,846,920)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES		
Operating grants received	29,728,046	62,489,992
Grants paid	(4,716,573)	(858,753)
Transfers in (out)	5,173,569	(6,066,332)
Proceeds from issuance of long-term debt	84,800,000	117,509,813
Refunding bond proceeds deposited in irrevocable trust	-	(117,380,148)
Retirement of long-term debt	(44,775,000)	(39,340,000)
Interest payments	(33,301,015)	(34,573,762)
Net Cash Flows From (Used by) Noncapital Financing Activities	36,909,027	(18,219,190)
CASH FLOWS FROM INVESTING ACTIVITIES		
Origination of loans	(195,870,878)	(190,745,993)
Collection on loans	104,176,567	88,621,015
Interest received on loans	30,633,887	39,845,698
Purchase of investments	(80,818,298)	(46,773,506)
Liquidation of investments	74,397,071	46,773,242
Investment and interest income	41,784,965	9,282,899
Net Cash Flows Used by Investing Activities	(25,696,686)	(52,996,645)
Net Increase (Decrease) in Cash and Cash Equivalents	5,372,865	(76,062,755)
CASH AND CASH EQUIVALENTS - Beginning of Year	263,656,149	339,718,904
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 269,029,014	$ 263,656,149

	2006	2005
RECONCILIATION OF OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES		
Operating income	$ 4,114,573	$ 1,582,812
ADJUSTMENTS TO RECONCILE OPERATING INCOME TO NET CASH FLOWS FROM OPERATING ACTIVITIES		
Amortization	(969,603)	(647,200)
Interest income classified as investing activity	(42,109,171)	(40,159,640)
Interest expense classified as noncapital financing activity	33,254,650	34,507,280
Changes in assets and liabilities		
Due from other funds	(90,980)	72,787
Prepaid items	17,477	(319,523)
Deferred debt expense	-	(151,380)
Accrued expenses	(44,316)	(48,461)
Accrued interest on bonds	911,899	(183,021)
Due to other funds	(924,005)	530,746
Due to other governmental entities	-	(31,320)
Total Adjustments	(9,954,049)	(6,429,732)
NET CASH USED BY OPERATIONS	$ (5,839,476)	$ (4,846,920)
RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS		
Unrestricted cash and cash equivalents - statement of net assets	$ 190,953,390	$ 190,955,803
Restricted cash and cash equivalents - statement of net assets	78,075,624	72,700,346
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 269,029,014	$ 263,656,149

NONCASH INVESTING AND NONCAPITAL FINANCING ACTIVITIES: NONE

See accompanying notes to financial statements.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity—The State of Wisconsin Environmental Improvement Fund (the "Fund") is an enterprise fund of the State of Wisconsin (the "State") administered by the State of Wisconsin Department of Natural Resources (the "DNR") and the State of Wisconsin Department of Administration (the "DOA").

The Fund was established with the adoption of the 1997-1999 State of Wisconsin budget. The Fund replaced the Clean Water Fund Program and expanded loan activity to include drinking water system loans and brownfield loans. The Fund provides for three separate environmental financing programs: the Clean Water Fund Program, the Safe Drinking Water Loan Program, and the Land Recycling Loan Program.

The Clean Water Fund Program was established in 1990 and provides financial assistance to municipalities at subsidized interest rates for the purpose of constructing or improving municipal wastewater facilities. The Safe Drinking Water Loan Program was established in 1997 and provides municipal loans for the construction or repair of municipal drinking water facilities. The following four loan portfolios comprise the Environmental Improvement Fund:

- Leveraged Loan Portfolio—This portfolio is funded by proceeds of revenue obligation bonds and operating transfers from the State. Assets in this portfolio are used for loans for Wisconsin municipal wastewater projects that meet applicable State eligibility and reporting requirements of the Clean Water Fund Program.

- Direct Loan Portfolio—This portfolio is funded by the U.S. Environmental Protection Agency (the "EPA") grants and operating transfers from the State (i.e., a minimum 20% match of EPA capitalization grant). Repayments from loans in this portfolio are also used to fund new loans. Loans in this portfolio are made for wastewater projects that comply with EPA eligibility and reporting requirements of the Clean Water Fund Program.

- Proprietary Loan/Grant Portfolio—This portfolio is funded by operating transfers from the State. Assets of this portfolio are used to fund both loans and hardship grants for qualifying wastewater projects. Repayments from loans in this portfolio may be used to fund new loans or hardship grants under the Clean Water Fund Program.

- Drinking Water Loan Portfolio—This portfolio is funded by the EPA grants and operating transfers from the State (the State is required to match a minimum of 20% of EPA grants). Repayments from loans in this portfolio may be used to fund new loans. Loans in this portfolio are made for drinking water projects that comply with EPA eligibility and reporting requirements under the Safe Drinking Water Loan Program.

The Land Recycling Loan Program is a municipal loan program for the remediation of contaminated lands. There have been seven loans granted under this program for a total of $11,666,140. As of June 30, 2006, the total amount drawn on these loans was $10,873,172. The Land Recycling Program loans are included in the Clean Water Fund Program – Direct Loan Portfolio for reporting purposes.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Reporting Entity (cont.)—The Fund applies all applicable Governmental Accounting Standards Board ("GASB") pronouncements as well as the following pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure.

Net Operating Income/Loss—The Fund incurred net operating income of $4.1 million in 2006 and net operating income of $1.6 million in 2005. Management expects the Fund will generally incur net operating losses in most years. As explained in Note 2, a loss will generally result from the Fund's statutory mission to provide loans to municipalities at interest rates below the Fund's own cost of funds. Previous losses have historically been funded by EPA grants and operating transfers from the State of Wisconsin. EPA grants were approximately $29.8 million and $61.7 million in 2006 and 2005, respectively, and are classified as operating grants. Operating transfers from the State of Wisconsin were approximately $11.3 million and $-0- million in 2006 and 2005, respectively, and are classified as transfers in. Management expects the grants and transfers will continue for the foreseeable future sufficient to fund both the anticipated future net operating losses and, together with additional borrowing, to fund additional loans to municipalities.

Loans Receivable—Loans receivable are recorded at cost. Direct costs to originate loans are not material and are expensed as incurred. Fees received to originate loans are not material and are recorded as income when received.

Interest on Loans Receivable—Interest on loans receivable is recognized on an accrual basis and recorded within Due From Other Governmental Entities on the statements of net assets.

Investments—The Fund may invest in direct obligations of the United States and Canada, securities guaranteed by the United States, certificates of deposit issued by banks in the United States, and solvent financial institutions in the State, commercial paper and nonsecured corporation notes and bonds, bankers acceptances, participation agreements, privately placed bonds and mortgages, common and preferred stock and other securities approved by applicable sections of the Wisconsin Statutes, bond resolutions, and various trust indentures (see Note 3 to the financial statements).

United States Treasury Notes, Purchased in Connection with Forward Delivery Agreements—The Fund holds United States Treasury Notes as investments at June 30, 2006 and 2005 and records the notes at cost. The Fund purchased these securities in accordance with the Forward Delivery Agreements (see Note 4).

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

United States Treasury Notes, Purchased in Connection with Forward Delivery Agreements (cont.)—GASB Statement No. 31 (GASB No. 31) states that investments in participating interest-earning investment contracts must be reported at fair value. The three forward delivery agreements with Wachovia Bank, NA ("Wachovia"); one forward delivery agreement with Westdeutsche Landesbank Girozentral ("WestLB"); and one forward delivery agreement with JP Morgan Chase Bank ("JP Morgan") described in Note 4 would be considered participating investment contracts under GASB No. 31. Management has accounted for the agreements as investments in short-term U.S. treasury notes, at cost, rather than as investment contracts at fair value because management believes the difference between cost and fair value does not have a material impact on the financial statements. At June 30, 2006 and 2005, the fair value of the Fund's interest in these three agreements exceeded the cost of the treasury securities owned by approximately $500,000 and $2.8 million, respectively.

Investments—Investments that are stated at fair value include the State of Wisconsin Investment Board Local Government Investment Pool (see Note 3) and the State of Wisconsin General Obligation Clean Water Bonds (see Note 8). The Fund has received fair value information for investments from external sources. Changes in the fair value of investments are included in investment income. All other investments are reported at cost. Accrued interest on investments is recorded as earned. To the extent interest income on investments exceeds applicable arbitrage limits specified in the internal Revenue Code; the amount that must be rebated ("estimated arbitrage") to the U.S. Treasury is recorded as a reduction of investment income (see Note 8). Investment transactions are recorded on the trade date.

Deferred Debt Expense—Issuance costs relating to the revenue obligation bonds are capitalized and are being amortized as a component of interest expense using the effective rate method.

Revenue Obligation Bonds—Interest expense on revenue obligation bonds is recognized on an accrual basis.

Debt Defeasance—Advance refundings of debt obligations that meet the criteria of GASB Statement No. 23 are recorded as an extinguishment of debt. The securities held in trust and the defeased obligations are not reported in the financial statements (see Note 6).

Deferred Charge—The Fund defers the difference between the reacquisition price and the net carrying amount of defeased debt and amortizes it as a component of interest expense over the shorter of the remaining life of the old debt or the life of the new debt. The unamortized deferred charge related to debt defeasance is classified as a reduction of revenue obligation bonds.

Cash Equivalents—The Fund considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Fund also considers as cash equivalents guaranteed investment contracts or repurchase agreements permitting withdrawals required by the bond resolution to meet insufficiencies in debt service payments. Repurchase agreements and guaranteed investment contracts are valued at cost because they are nonparticipating contracts due to the non-negotiability of these investments and because the amount of any withdrawals made do not consider market interest rates.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Cash Equivalents (cont.)—Cash and cash equivalents in the Direct Loan Portfolio and Leveraged Loan Portfolio, while classified as unrestricted assets under accounting principles generally accepted in the United States ("GAAP"), are restricted as to use under federal statute and code and under the Clean Water Revenue Bond covenants and indenture. Those federal restrictions require that, with few exceptions, the funds can only be used for purposes of making loans to municipalities for program purposes, and that the funds must be kept available "in perpetuity" for such purposes. Likewise, the Clean Water Revenue Bond indenture specifies the use of bond proceeds, proceeds from loan repayments, and money in other accounts created under the bond indenture.

Restricted Assets—Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements. The restricted assets will be used for retirement of related long-term debt in the event that sufficient resources are not otherwise available.

Net Assets—Net assets are classified as either restricted or unrestricted based on the presence or absence of restrictions.

Revenue Recognition—Loan interest and investment income are recognized as revenue when earned. Operating grants are recognized as revenue in the period the related expenditure occurs and include $29.8 million and $61.7 million of EPA contributions in 2006 and 2005, respectively.

Hardship Grants—Hardship grants are recognized as an expense when the funds are granted and disbursed.

Transfers In/(Out)—Transfers in consist of capital contributions from the State of Wisconsin and are recognized as the contributions are received. Transfers out consist of capital returned to the state's general fund.

Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 – LOANS TO LOCAL GOVERNMENTS

Loans to local governments at June 30, 2006 and 2005 represent loans for wastewater treatment projects or drinking water projects and are for terms of up to 20 years. These loans are made at a variety of prescribed interest rates based on project type categories. In order to effectuate statutory policy, virtually all of the loans issued by the Clean Water Fund Program, Safe Drinking Water Loan Program and Land Recycling Loan Program are at interest rates that are below the State's cost of borrowing. The net losses that can result from this negative interest margin are funded by State transfers. Interest rates on loans receivable ranged from 0% to 5.8% in both 2006 and 2005. The weighted average interest rate was 2.765% and 2.999% at June 30, 2006 and 2005, respectively. The loans contractually are revenue obligations or general obligations of the local governments, or both. Additionally, various statutory provisions exist which provide further security for payment.

NOTE 2 – LOANS TO LOCAL GOVERNMENTS (cont.)

In the event of a default, the State can intercept State aid payments due to the applicable local government, induce an additional charge to the amount of property taxes levied by the county in which the applicable local government is located, or both. Accordingly, no reserve for loan loss is deemed necessary. At June 30, 2006, all loans were performing in accordance with the contractual terms.

Of the loans outstanding at June 30, 2006 and 2005, $433,032,125 and $408,701,660 (28% and 29%), respectively, were loans due from the Milwaukee Metropolitan Sewerage District.

The Clean Water Fund Program, Safe Drinking Water Loan Program and Land Recycling Loan Program have made additional financial assistance commitments of $191,618,675 as of June 30, 2006. From July 1, 2006 to September 21, 2006, the Fund made loan disbursements of $31,485,849 from these additional commitments. These loan commitments are generally met through the proceeds from additional Federal grants and from the issuance of additional revenue obligation bonds (See Note *5).*

NOTE 3 – CASH AND CASH EQUIVALENTS

As of June 30, 2006 and 2005, cash and cash equivalents consisted of the following:

	2006	2005
State of Wisconsin Investment Board ("SWIB") Local Government Investment Pool ("LGIP"), at fair value	$ 233,338,622	$ 227,965,378
Investments reported at cost:		
MBIA Guaranteed Investment Agreement	6,250,292	6,250,292
Repurchase Agreement with Bayerische Landesbank	7,597,910	7,597,910
American International Group Matched Funding Corp. ("AIG") Guaranteed Investment Agreement	21,842,081	21,842,081
Miscellaneous cash	109	488
	269,029,014	263,656,149
Less Amounts classified as restricted assets (see Note 5)	(78,075,624)	(72,700,346)
Total Unrestricted Cash and Cash Equivalents	$ 190,953,390	$ 190,955,803

The LGIP is an investment fund managed by SWIB that accepts investment deposits from over 1,000 municipalities and other public entities in the State of Wisconsin. The objectives of the LGIP are to provide safety of principal, liquidity, and a reasonable rate of return. The LGIP is insured as to credit risk. The LGIP functions in a manner similar to a money market fund in that the yield earned changes daily and participants may invest or withdraw any or all amounts on a daily basis at par value. The LGIP is strategically managed with a longer average life than a money market fund. The LGIP is not a Securities and Exchange Commission ("SEC") registered investment, but is regulated by Wisconsin Statutes 25.14 and 25.17. At June 30, 2006, the current yield on the LGIP was 4.91%. The LGIP investment is stated at fair value.

NOTE 3 – CASH AND CASH EQUIVALENTS (cont.)

The investment with MBIA Investment Management Corporation is secured by a financial guarantee insurance policy issued by the MBIA Insurance Corporation. At June 30, 2006, the investment had a market value of $6,567,326 and was accruing interest at the rate of 6.2%. The investment with AIG is secured by a financial guarantee insurance policy issued by the parent of AIG, American International Group. At June 30, 2006, the agreement had a market value of $24,461,289 and was accruing interest at the rate of 8.1%.

The repurchase agreement with Bayerische Landesbank is collateralized by U.S. Treasury notes, bonds and debentures. At June 30, 2006, the repurchase agreement had a market value of $8,222,385. The collateral is held by Wells Fargo Bank pursuant to a custody agreement. The repurchase agreement contains a fixed yield of 6.5%. Both the repurchase agreement, along with the MBIA and AIG investment agreements, provide for liquidation of investments at par if and when required by the terms of the Clean Water Revenue Bond General Resolution.

	Amount	GASB 3 Category	Credit Risk	Interest Rate Risk	Interest Rate Highly Sensitive	Foreign Currency Rate	% of Portfolio
LGIP	$ 233,338,622	N/A	Not rated	28 days weighted average maturity	N/A	N/A	55.0%
MBIA-GIC	6,250,292	N/A	Aaa	6-1-13 final maturity	N/A	N/A	1.5
Repo BL (vs. veterans affairs)	7,597,910	Category 1	Not rated	6-15-28 final maturity	N/A	N/A	1.8
AIG-GIC	21,842,081	N/A	Aa2	6-1-11 final maturity	N/A	N/A	5.1
Treasury notes – Forward delivery	29,807,922	Category 1	N/A	See Note 4	N/A	N/A	7.0
GO Bonds-WI	125,681,542	Category 1	Aa3	5-1-24 final maturity	N/A	N/A	29.6
Miscellaneous cash	109	N/A	N/A	N/A	N/A	N/A	

The EIF does not have an investment policy for custodial credit risk, credit risk, interest rate risk, or concentration of credit risk.

Restricted assets of $78,075,624 and $72,700,346 at June 30, 2006 and 2005, respectively, represent amounts legally restricted by the Clean Water Revenue Bonds. The amounts restricted are the product of the average annual debt service of the outstanding, disbursed loans times a factor of 120%.

NOTE 4 – FORWARD DELIVERY AGREEMENTS

The Fund has entered into five agreements for the future delivery and purchase of securities to be held as investments of the loan credit reserve fund of the Revenue Obligation Bonds (see Note 5). Three of the agreements are with Wachovia, one is with WestLB, and one is with JP Morgan and each provides for the delivery to, and purchase by, the Fund, of securities with a maturity value equal to the purchase price plus earnings calculated at the rate of the agreements. The agreements were entered into in conjunction with the 1993 Series 1, 1997 Series 1, 1998 Series 1, 1999 Series 1, and 2006 Series 1 Revenue Obligation Bonds.

Every six months during the term of the agreements, Wachovia, WestLB, and JP Morgan are required to deliver United States Treasury securities ("Treasury securities") to the Fund for purchase. The Treasury securities are held as investments by the Fund. The price paid by the Fund for the Treasury securities is determined under the contract. That price is that which results in the predetermined annual earnings rate computed on the notional amount, taking into account the coupon interest on the delivered Treasury securities. The redemption value of the securities purchased for investment must equal at least the purchase price of the securities plus earnings calculated by multiplying the notional amount times the annual earnings rate as calculated for the term until the next bond payment date. The Wachovia agreements may be terminated at the option of the Fund and a payment between the parties will be made to compensate for the difference in present value of the earnings expected under each agreement and the earnings available on similar agreements at the time of the termination. Management has asserted that it does not anticipate terminating the agreements at a time when a payment would be required from the Fund to Wachovia. If the agreements were terminated at a time when a payment would be due to Wachovia, management has also asserted that it would be able to enter into similar agreements that would have consistent present values as the agreements are valued in relation to prevailing Treasury security rates. In addition, if the agreements are terminated in whole or in part due to the need to use funds at the maturity date for making a debt service payment on the bonds, then there is not a compensating payment made between the parties.

The agreement with WestLB was amended effective December 10, 2002 to modify the termination provision. Other than a default by any of the parties to the agreement, the agreement may only be terminated on the last scheduled bond payment date for the 1993 Series 1 bonds which is June 1, 2013.

By GASB Statement No. 3 definition, these securities are classified as category one investments. The par values, coupon rates, the cost and rate at which the Treasury Notes accrue interest in accordance with the Forward Delivery Agreements at June 30, 2006, are as follows:

	Par Value of Treasuries	Coupon Rate of Treasuries	Cost of Treasuries	Agreement Interest Rate	Agreement Maturity Date	Agreement Market Value
Series 1997-1 Agreement	$ 7,085,000	2.875%	$ 6,991,698	5.58%	June 1, 2017	$ 6,987,663
Series 1998-1 Agreement	7,369,000	2.875	7,292,135	5.01	June 1, 2018	6,940,974
Series 1993-1 Agreement	2,241,000	N/A	2,183,992	5.22	June 1, 2013	2,172,422
Series 1999-1 Agreement	7,036,000	2.875	6,918,505	6.32	June 1, 2020	7,421,897
Series 2006-1 Agreement	6,475,000	2.875	6,421,592	4.56	June 1, 2027	5,779,062

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

NOTES TO FINANCIAL STATEMENTS
Years Ended June 30, 2006 and 2005

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS

REVENUE OBLIGATION BONDS

Revenue bonds are payable only from revenues derived from the operation of the loan programs.

	Beginning Balance	Increases	Decreases	Ending Balance
Revenue bonds				
Add/(subtract) deferred	$ 641,435,000	$ 80,000,000	$ 44,775,000	$ 676,660,000
amounts for:				
Refundings-gains/(losses)	(14,576,383)	-	(2,758,361)	(11,818,022)
Premiums/discounts	25,354,160	4,951,135	4,274,767	26,030,528
Totals	$ 652,212,777	$ 84,951,135	$ 46,291,406	$ 690,872,506

Revenue obligation serial and term bonds as of June 30, 2006 and 2005 consisted of the following:

	2006	2005
1991 Series 1:		
Term Bonds, mandatory redemption of bonds at 100% of par, June 1, 2009 through June 1, 2011	$ 57,445,000	$ 57,445,000
Unamortized discount on bonds	(110,571)	(134,357)
	57,334,429	57,310,643
1993 Series 2:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2004	15,845,000	30,780,000
Unamortized premium on bonds	125,379	403,634
	15,970,379	31,183,634
1997 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2008	3,845,000	7,470,000
Unamortized premium on bonds	32,027	98,740
	3,877,027	7,568,740
1998 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2008	27,520,000	31,385,000
Unamortized discount bonds	(155,924)	(95,680)
	27,364,076	31,289,320

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

	2006	2005
1998 Series 2:		
Serial Bonds, no optional redemption	$ 90,400,000	$ 90,400,000
Unamortized premium on bonds	3,643,539	4,167,567
	94,043,539	94,567,567
1999 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2009	10,135,000	13,220,000
Unamortized premium on bonds	16,809	29,999
	10,151,809	13,249,999
2001 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2011	38,870,000	41,535,000
Unamortized discount on bonds	(126,723)	(85,601)
	38,743,277	41,449,399
2002 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2012	62,725,000	65,980,000
Unamortized premium on bonds	163,936	359,976
	62,888,936	66,339,976
2002 Series 2:		
Serial Bonds, no optional redemption	69,575,000	79,400,000
Unamortized premium on bonds	3,197,178	4,193,103
	72,772,178	83,593,103
2004 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2014	113,275,000	116,795,000
Unamortized premium on bonds	4,535,152	5,473,607
	117,810,152	122,268,607
2004 Series 2:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	107,025,000	107,025,000
Unamortized premium on bonds	9,845,118	10,943,172
	116,870,118	117,968,172
2006 Series 1:		
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2016	80,000,000	-
Unamortized premium on bonds	4,864,608	-
	84,864,608	-
Total of All Series	702,690,528	666,789,160
Unamortized deferred charge related to debt defeasance (Note 6)	(11,818,022)	(14,576,383)
Revenue Obligation Bonds, Net of Deferred Charge	$ 690,872,506	$ 652,212,777

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

The original issue discount or premium at issuance and the interest rates at June 30, 2006, on the following bond series were:

Series	Original Issue Discount/ (Premium)	Interest Rates
1991 Series 1	$ 1,366,407	6.875%
1993 Series 2	(2,349,253)	4.75 – 6.125%
1995 Series 1	(1,253,936)	6.25%
1997 Series 1	(288,312)	5.25 – 6.00%
1998 Series 1	(811,362)	4.00 – 5.00%
1998 Series 2	(7,739,808)	4.00 – 5.50%
1999 Series 1	(58,061)	5.00 – 5.75%
2001 Series 1	(1,022,362)	4.50 – 5.25%
2002 Series 1	(2,426,001)	4.00 – 5.25%
2002 Series 2	(7,344,300)	3.00 – 5.50%
2004 Series 1	(6,632,300)	4.00 – 5.00%
2004 Series 2	(11,408,668)	3.25 – 5.25%
2006 Series 1	(4,951,135)	3.50 – 5.00%

Principal maturities of the bonds, net of advance refundings, as of June 30, 2006, are as follows:

Years Ending June 30,	Principal	Interest	Totals
2007	$ 47,085,000	$ 33,466,671	$ 80,551,671
2008	51,960,000	31,026,740	82,986,740
2009	54,560,000	28,352,296	82,912,296
2010	57,425,000	25,289,271	82,714,271
2011	60,810,000	22,072,156	82,882,156
2012-2016	188,530,000	76,781,850	265,311,850
2017-2021	147,005,000	33,680,144	180,685,144
2022-2026	63,170,000	7,283,368	70,453,368
2027	6,115,000	152,875	6,267,875
Totals	$ 676,660,000	$ 258,105,371	$ 934,765,371

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

The revenue obligation bonds are collateralized by a security interest in all assets of the Leveraged Loan Portfolio. At June 30, 2006 and 2005, the total assets of the Leveraged Loan Portfolio were $852,502,763 and $826,969,052, respectively. Neither the full faith and credit nor the taxing power of the State is pledged for the payment of the revenue obligation bonds. However, as the loans granted to the municipalities are at an interest rate which is less than the Revenue Bond rate, the State is obligated by the Clean Water Fund General Resolution to fund, prior to each loan disbursement, a reserve, which subsidizes the Leveraged Loan Portfolio in an amount to offset this interest rate disparity.

Among other restrictions under the revenue obligation bond agreements are provisions that require that a specified amount of cash and investments be held by an independent trustee in a reserve account for the purpose of paying bond interest and principal when due. The restricted assets on the statement of net assets consist of substantially all of the MBIA, AIG, Bayerische Landesbank investments (Note 3) and $15 million of the LGIP balance held as a credit reserve. These amounts are required in order to satisfy the conditions of certain agreements related to maintaining the minimum credit ratings on the bonds.

NOTE 6 – ADVANCE REFUNDING

In 1993, the Fund defeased a portion of its 1991 Series 1 bonds through the issuance of 1993 Series 2 Refunding Bonds. The proceeds from the 1993 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2006 and June 30, 2005 there was $32,430,000 and $47,110,000, respectively, of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 1998, the Fund defeased a portion of its 1991 Series 1, 1993 Series 1, 1995 Series 1 and 1997 Series 1 bonds through the issuance of $104,360,000 of 1998 Series 2 Refunding Bonds. The proceeds from the 1998 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2006, and 2005, there was $91,985,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2002, the Fund defeased a portion of its 1993 Series 1, 1995 Series 1, 1997 Series 1, 1998 Series 1, and 1999 Series 1 bonds through the issuance of $85,575,000 of 2002 Series 2 Refunding Bonds. The proceeds from the 2002 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2006 and 2005, there was $71,850,000 and $81,405,000, respectively, of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

NOTE 6 – ADVANCE REFUNDING (cont.)

In 2005, the Fund defeased a portion of its 1998 Series 1, 1999 Series 1, 2001 Series 1, and 2002 Series 1 bonds through the issuance of $107,025,000 of 2004 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 30, 2006, and 2005, there was $109,185,000 of the defeased bonds outstanding that will be served by the irrevocable trust's remaining funds.

NOTE 7 – TRANSFERS IN/(OUT)

Transfers in consist of contributions from the State of Wisconsin, net of amounts returned to the State of Wisconsin (all of which are statutorily mandated). During fiscal 2006 the Fund received $11.3 million in transfers from the state, and returned $6,000,000 of capital to the State. Fiscal 2005 did not require any transfers in, but rather returned $6,000,000 of capital to the State of Wisconsin. The statutorily mandated return of capital is based on amounts the State general fund requires for debt service payments on obligations the State incurred to fund certain operating transfers to the Fund.

NOTE 8 – GLOBAL CERTIFICATE

In April 2004, all of the State of Wisconsin General Obligation Bonds previously owned by the Fund were exchanged for $116,840,689 (par value) of State of Wisconsin General Obligation Bond, Clean Water Fund Program ("Global Certificate"). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 30, 2006 and 2005 is $125,681,542 and 5.83% and $145,895,768 and 6.82%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

Principal maturities of the Global Certificate as of June 30 are as follows:

Years Ending June 30,	2006	2005
2007	$ -	$ -
2008	-	-
2009	-	-
2010	14,518,075	14,518,075
2011	18,642,266	18,642,266
2012-2016	30,812,457	30,812,457
2017-2021	39,563,805	39,563,805
2022-2024	13,304,086	13,304,086
Total	$ 116,840,689	$ 116,840,689

NOTE 9 – INVESTMENT INCOME

Investment income is recorded net of estimated required arbitrage relating to outstanding State of Wisconsin Clean Water Revenue Bonds and consisted of the following for the fiscal years ended June 30, 2006 and 2005:

	2006	2005
Interest:		
State of Wisconsin Investment Board Local Government Investment Pool	$ 8,792,230	$ 5,869,515
MBIA Guaranteed Investment Agreement	387,518	387,518
Repurchase Agreement with Bayerishe Landesbank	493,864	493,864
AIG Guaranteed Investment Agreement	1,769,209	1,769,209
United States Treasury Notes	1,368,213	1,307,178
State of Wisconsin General Obligation Bonds	18,296,820	-
Total Interest	31,107,854	9,827,284
Changes in Unrealized Gains (Losses);		
State of Wisconsin Investment Board Local Government Investment Pool	(1,123)	(328,530)
United States Treasury Notes	23,854	-
State of Wisconsin General Obligation Bonds	(20,214,226)	10,879,450
Total Changes in Unrealized Gains (Losses)	(20,191,495)	10,550,920
Total Interest and Changes in Unrealized Gains (Losses)	10,916,359	20,378,204
Change in Estimated Rebatable Arbitrage Liability	(481,608)	(59,590)
TOTAL INVESTMENT INCOME	$ 10,434,851	$ 20,318,614

NOTE 10 – OPERATING GRANTS AND HARDSHIP GRANTS

EPA Operating Grants for Wastewater Projects—The Federal Water Quality Act of 1987 (the "Water Quality Act") established a joint Federal and state program with the EPA to assist in providing financial assistance to municipalities within the states for governmentally owned wastewater treatment projects. Under the terms of the EPA grant, the State was required (1) to establish the Clean Water Fund Program, a perpetual state revolving fund into which the grant monies must be deposited, (2) to provide State matching funds equal to 20% of the grant and (3) to use the monies to provide financial assistance to municipalities for governmental owned wastewater treatment projects in a number of ways, provided that such assistance is not in the form of a grant. Reauthorization of the Water Quality Act of 1987 is expected to result in the allocation of capitalization grant to Wisconsin of approximately $23.7 million for federal fiscal year 2006. Four percent of the EPA grant amount may be used for wastewater program administrative expenses. Authorization levels for years after 2006 are unknown at this time.

NOTE 10 – OPERATING GRANTS AND HARDSHIP GRANTS (cont.)

EPA Operating Grants for Drinking Water Projects—The Federal Safe Drinking Water Act Amendment of 1996 (the "Safe Drinking Water Act") established a joint Federal and State program with the EPA to assist in providing financial assistance to municipal and community water system projects. Under the terms of the EPA grant, the State was required (1) to establish the Safe Drinking Water Loan Program, a perpetual state revolving fund into which the grant monies must be deposited, (2) to provide State matching funds equal to 20% of the grant and (3) to use the monies to provide financial assistance to municipal and community water system projects. The Safe Drinking Water Act was authorized through federal fiscal year 2006 and a grant to Wisconsin of approximately $15.9 million is expected for federal fiscal year 2006.

Reauthorization of the Safe Drinking Water Act may not be acted upon by the present Congress of the United States, although the Fund expects EPA capitalization grants to states to continue into the future. Four percent of the EPA grant amount may be used for water program administrative expenses plus a portion of the grant may be used by DNR for various water-related issues and initiatives.

Hardship Grants—Wisconsin statutes require that the Fund provide financial hardship assistance for wastewater projects to communities that qualify under Wisconsin Statute 281.58(13). This assistance may come in the form of reduced interest rates (as low as 0%) or grants subject to limitations prescribed by the statute. In 2006 and 2005, the Fund expended hardship grants of $4,716,573 and $858,753, respectively. At June 30, 2006, the Fund was committed to award $5,024,769 of additional hardship grants. At June 30, 2005, the Fund has projected $4,260,441 of additional hardship grants.

SUPPLEMENTAL INFORMATION

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENT OF NET ASSETS
BY PROGRAM
June 30, 2006

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
ASSETS			
Current Assets			
Unrestricted cash and cash equivalents	$ 101,179,663	$ 13,416,271	$ 20,497,932
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	-	-	29,807,922
Receivables			
Loans to local governments - current portion	54,294,615	1,597,635	46,872,320
Due from other funds	-	2,408,716	-
Due from other governmental entities	4,336,096	71,879	2,811,571
Accrued investment income	-	-	353,662
Prepaid items	-	3,470	16,887
Total Current Assets	159,810,374	17,497,971	100,360,294
Noncurrent Assets			
Restricted assets - cash equivalents	-	-	78,075,624
Investments - State of Wisconsin general obligation clean water bonds, at fair value	-	-	125,681,542
Loans to local governments	687,298,940	16,600,597	545,515,929
Prepaid items	-	-	285,671
Deferred debt expense	-	-	2,583,704
Total Noncurrent Assets	687,298,940	16,600,597	752,142,470
TOTAL ASSETS	$ 847,109,314	$ 34,098,568	$ 852,502,764

Safe Drinking Water Loan Program	Eliminations	Totals
$ 55,859,524	$ -	$ 190,953,390
-	-	29,807,922
7,698,961	-	110,463,531
-	(2,258,112)	150,604
994,484	-	8,214,030
-	-	353,662
-	-	20,357
64,552,969	(2,258,112)	339,963,496
-	-	78,075,624
-	-	125,681,542
132,526,261	-	1,381,941,727
-	-	285,671
-	-	2,583,704
132,526,261	-	1,588,568,268
$ 197,079,230	$ (2,258,112)	$ 1,928,531,764

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENT OF NET ASSETS
BY PROGRAM
June 30, 2006

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
LIABILITIES AND NET ASSETS			
Current Liabilities			
Accrued expenses	$ 13,450	$ 76,921	$ -
Accrued interest on bonds	-	-	3,686,983
Due to other funds	130,052	740,993	2,258,112
Due to other governmental entities	-	-	23,108
Revenue obligation bonds - current maturities	-	-	47,085,000
Total Current Liabilities	143,502	817,914	53,053,203
Noncurrent Liabilities			
Revenue obligation bonds, net (including deferred charge)	-	-	643,787,506
Due to other governmental entities	-	-	1,455,224
Accrued expenses	-	40,326	-
Total Noncurrent Liabilities	-	40,326	645,242,730
Total Liabilities	143,502	858,240	698,295,933
Net Assets			
Restricted for environmental improvement	846,965,812	4,086,889	154,206,831
Unrestricted	-	29,153,439	-
Total Net Assets	846,965,812	33,240,328	154,206,831
TOTAL LIABILITIES AND NET ASSETS	$ 847,109,314	$ 34,098,568	$ 852,502,764

Safe Drinking Water Loan Program	Eliminations	Totals
$ 47,933	$ -	$ 138,304
-	-	3,686,983
54,326	(2,258,112)	925,371
-	-	23,108
-	-	47,085,000
102,259	(2,258,112)	51,858,766
-	-	643,787,506
-	-	1,455,224
-	-	40,326
-	-	645,283,056
102,259	(2,258,112)	697,141,822
196,976,971	-	1,202,236,503
-	-	29,153,439
196,976,971	-	1,231,389,942
$ 197,079,230	$ (2,258,112)	$ 1,928,531,764

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
BY PROGRAM
For the Year Ended June 30, 2006

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
OPERATING REVENUES			
Loan interest	$ 20,985,546	$ 468,039	$ -
Interest income used as security for revenue bonds	-	47,403	17,411,955
Other	-	6,032	-
Total Operating Revenues	20,985,546	521,474	17,411,955
OPERATING EXPENSES			
Interest	-	-	33,196,947
Salaries and benefits	443,333	465,824	1,863,294
Contractual services and other	113,714	98,704	484,861
Total Operating Expenses	557,047	564,528	35,545,102
Operating Income (Loss)	20,428,499	(43,054)	(18,133,147)
NONOPERATING REVENUES (EXPENSES)			
Investment income	3,595,070	565,336	-
Investment income used as security for revenue bonds	-	-	4,050,090
Operating grants	11,759,399	-	-
Hardship grants awarded	-	(4,716,573)	-
Total Nonoperating Revenues, Net	15,354,469	(4,151,237)	4,050,090
INCOME BEFORE TRANSFERS	35,782,968	(4,194,291)	(14,083,057)
Transfers in/(out)	(3,604,409)	5,534,638	-
Increase (Decrease) in Net Assets	32,178,559	1,340,347	(14,083,057)
TOTAL NET ASSETS - Beginning of Year	814,787,253	31,899,981	168,289,888
TOTAL NET ASSETS - END OF YEAR	$ 846,965,812	$ 33,240,328	$ 154,206,831

Safe Drinking Water Loan Program	Totals
$ 3,243,499	$ 24,697,084
-	17,459,358
-	6,032
3,243,499	42,162,474
-	33,196,947
829,678	3,602,129
551,546	1,248,825
1,381,224	38,047,901
1,862,275	4,114,573
2,224,355	6,384,761
-	4,050,090
18,058,544	29,817,943
-	(4,716,573)
20,282,899	35,536,221
22,145,174	39,650,794
3,243,340	5,173,569
25,388,514	44,824,363
171,588,457	1,186,565,579
$ 196,976,971	$ 1,231,389,942

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENT OF CASH FLOWS
BY PROGRAM
For the Year Ended June 30, 2006

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to employees for services	$ -	$ -	$ (1,719,791)
Payments to suppliers and other	(583,111)	(1,505,004)	(681,098)
Other operating revenues (expenses)	(9,502)	80,615	(131)
Net Cash Flows Used by Operating Activities	(592,613)	(1,424,389)	(2,401,020)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES			
Operating grants received	11,823,597	-	-
Grants paid	-	(4,716,573)	-
Transfers in (out)	(3,604,409)	5,534,638	-
Proceeds from issuance of long-term debt	-	-	84,800,000
Retirement of long-term debt	-	-	(44,775,000)
Interest payments	-	-	(33,301,015)
Net Cash Flows From Noncapital Financing Activities	8,219,188	818,065	6,723,985
CASH FLOWS FROM INVESTING ACTIVITIES			
Origination of loans	(96,788,969)	(110,534)	(67,587,452)
Collection on loans	51,067,683	1,821,611	44,132,183
Interest received on loans	3,595,070	565,336	24,249,126
Purchase of investments	-	-	(80,818,298)
Liquidation of investments	-	-	74,397,071
Investment and interest income	20,768,411	474,202	17,387,017
Net Cash Flows From (Used by) Investing Activities	(21,357,805)	2,750,615	11,759,647
Net Increase (Decrease) in Cash and Cash Equivalents	(13,731,230)	2,144,291	16,082,612
CASH AND CASH EQUIVALENTS - Beginning of Year	114,910,893	11,271,980	82,490,944
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 101,179,663	$ 13,416,271	$ 98,573,556

Safe Drinking Water Loan Program	Totals
$ -	$ (1,719,791)
(1,374,577)	(4,143,790)
(46,877)	24,105
(1,421,454)	(5,839,476)
17,904,449	29,728,046
-	(4,716,573)
3,243,340	5,173,569
-	84,800,000
-	(44,775,000)
-	(33,301,015)
21,147,789	36,909,027
(31,383,923)	(195,870,878)
7,155,090	104,176,567
2,224,355	30,633,887
-	(80,818,298)
-	74,397,071
3,155,335	41,784,965
(18,849,143)	(25,696,686)
877,192	5,372,865
54,982,332	263,656,149
$ 55,859,524	$ 269,029,014

STATE OF WISCONSIN
ENVIRONMENTAL IMPROVEMENT FUND

STATEMENT OF CASH FLOWS
BY PROGRAM
For the Year Ended June 30, 2006

	Clean Water Fund Program		
	Direct Loan Portfolio	Proprietary Portfolio	Leveraged Loan Portfolio
RECONCILIATION OF OPERATING INCOME (LOSS) TO NET CASH FLOWS FROM OPERATING ACTIVITIES			
Operating income (Loss)	$ 20,428,499	$ (43,054)	$ (18,133,147)
ADJUSTMENTS TO RECONCILE OPERATING INCOME (LOSS) TO NET CASH FLOWS FROM OPERATING ACTIVITIES			
Amortization	-	-	(969,603)
Interest income classified as investing activity	(20,985,548)	(468,038)	(17,412,085)
Interest expense classified as noncapital financing activity	-	-	33,254,650
Changes in assets and liabilities:			
Due from other funds	-	15,119	(106,099)
Prepaid items	-	590	16,887
Accrued expenses	(9,501)	12,061	-
Accrued interest on bonds	-	-	911,899
Due to other funds	(26,063)	(941,067)	36,478
Total Adjustments	(21,021,112)	(1,381,335)	15,732,127
NET CASH USED BY OPERATIONS	$ (592,613)	$ (1,424,389)	$ (2,401,020)

Safe Drinking Water Loan Program	Totals
$ 1,862,275	$ 4,114,573
-	(969,603)
(3,243,500)	(42,109,171)
-	33,254,650
-	(90,980)
-	17,477
(46,876)	(44,316)
-	911,899
6,647	(924,005)
(3,283,729)	(9,954,049)
$ (1,421,454)	$ (5,839,476)

STATE OF WISCONSIN ENVIRONMENTAL IMPROVEMENT FUND

OTHER INFORMATION (UNAUDITED)
Years Ended June 30, 2006 and 2005

In management's opinion, the Governmental Accounting Standards Board (GASB) does not require an MD&A for individual fund reports under GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments. Therefore, the State has not prepared an MD&A for the State of Wisconsin Environmental Improvement Fund. An MD&A is included in the Comprehensive Annual Financial Report for the State of Wisconsin, which includes all funds and component units.

STATE OF WISCONSIN

LEVERAGED LOAN PORTFOLIO

FINANCIAL STATEMENTS
For the Year Ended June 1, 2006 and
Independent Auditors' Report

Virchow Krause & company

INDEPENDENT AUDITORS' REPORT

To the Secretary of the Department of Administration
and the Secretary of the Department of
Natural Resources of the State of Wisconsin

We have audited the accompanying financial statements of the Leveraged Loan Portfolio (an environmental financing program) of the State of Wisconsin Environmental Improvement Fund (an enterprise fund of the State of Wisconsin), as of June 1, 2006, and for the year then ended as listed in the table of contents. These financial statements are the responsibility of management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 1, the financial statements present only the Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund and are not intended to present fairly the financial position of the State of Wisconsin, and the changes in its financial position and its cash flows in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund as of June 1, 2006, and the changes in its financial position and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

The Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund has not presented the management's discussion and analysis that accounting principles generally accepted in the United States of America require to supplement, although not to be part of, the financial statements.

The "Other Information" on page 48 is presented for informational purposes only and is not a required part of the financial statements of the Leveraged Loan Portfolio of the State of Wisconsin Environmental Improvement Fund. The information has not been audited by us, and, accordingly, we express no opinion on such information.

Virchow Krause + Company LLP

Madison, Wisconsin
September 21, 2006

STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO

STATEMENT OF NET ASSETS
June 1, 2006

ASSETS	
Current Assets	
Unrestricted cash and cash equivalents	$ 30,136,300
United States Treasury Notes, purchased in connection with forward delivery agreements, at cost	29,807,922
Receivables	
Loans to local governments - current portion	46,556,125
Due from other governmental entities	1,429,611
Prepaid items	16,887
Total Current Assets	107,946,845
Noncurrent Assets	
Restricted assets - cash equivalents	77,354,370
Investments - State of Wisconsin general obligation clean water bonds, at fair value	125,475,996
Loans to local governments	536,643,952
Prepaid items	287,078
Deferred debt expense	2,622,100
Total Noncurrent Assets	742,383,496
TOTAL ASSETS	$ 850,330,341
LIABILITIES AND NET ASSETS	
Current Liabilities	
Accrued interest payable	$ 793,887
Due to other funds	2,069,936
Due to other governmental entities	21,682
Revenue obligation bonds - current maturities	44,775,000
Total Current Liabilities	47,660,505
Noncurrent Liabilities	
Due to other governmental entities	1,417,861
Revenue obligation bonds, net (including deferred charge)	646,233,473
Total Noncurrent Liabilities	647,651,334
Total Liabilities	695,311,839
Net Assets	
Restricted for environmental improvement	155,018,502
Total Net Assets	155,018,502
TOTAL LIABILITIES AND NET ASSETS	$ 850,330,341

See accompanying notes to financial statements.

STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO

STATEMENT OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
For the Year Ended June 1, 2006

OPERATING REVENUES	
Interest income used as security for revenue bonds	$ 17,399,763
Other revenues	87
Total Operating Revenues	17,399,850
OPERATING EXPENSES	
Interest	33,101,689
Salaries and benefits	1,851,335
Contractual services and other	483,780
Total Operating Expenses	35,436,804
Operating Loss	(18,036,954)
NONOPERATING REVENUES	
Investment income used as security for revenue bonds	3,615,701
Total Nonoperating Revenues, Net	3,615,701
Decrease in Net Assets	(14,421,253)
TOTAL NET ASSETS - Beginning of Year	169,439,755
TOTAL NET ASSETS - END OF YEAR	$ 155,018,502

See accompanying notes to financial statements.

STATE OF WISCONSIN
LEVERAGED LOAN PORTFOLIO

STATEMENT OF CASH FLOWS
For the Year Ended June 1, 2006

CASH FLOWS FROM OPERATING ACTIVITIES	
Payments to employees for services	$ (1,719,790)
Payments to suppliers and other	(671,012)
Net Cash Flows Used by Operating Activities	(2,390,802)
CASH FLOWS FROM NONCAPITAL FINANCING ACTIVITIES	
Proceeds from issuance of long-term debt	84,800,000
Retirement of long-term debt	(44,775,000)
Interest payments	(33,301,015)
Net Cash Flows From Noncapital Financing Activities	6,723,985
CASH FLOWS FROM INVESTING ACTIVITIES	
Origination of loans	(60,774,867)
Collection on loans	44,132,183
Interest and dividends received	24,086,464
Purchase of investments	(80,818,298)
Liquidation of investments	74,397,071
Investment and interest income	17,387,017
Net Cash Flows From Investing Activities	18,409,570
Net Increase (decrease) in cash and cash equivalents	22,742,753
CASH AND CASH EQUIVALENTS - Beginning of Year	84,747,917
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 107,490,670

RECONCILIATION OF OPERATING LOSS TO NET CASH FLOWS FROM OPERATIONS	
Operating Loss	$ (18,036,954)
ADJUSTMENTS TO RECONCILE OPERATING LOSS TO NET CASH USED IN OPERATION	
Amortization	(931,407)
Interest income classified as investing activity	(17,399,763)
Interest expense classified as noncapital financing activity	34,033,096
Changes in assets and liabilities:	
Prepaid items	16,887
Deferred debt expense	(106,100)
Due to other funds	33,439
Total Adjustments	15,646,152
NET CASH FLOWS FROM OPERATIONS	$ (2,390,802)

RECONCILIATION OF CASH AND CASH EQUIVALENTS TO THE STATEMENT OF NET ASSETS	
Unrestricted cash and cash equivalents - statement of net assets	$ 30,136,300
Restricted cash and cash equivalents - statement of net assets	77,354,370
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 107,490,670

See accompanying notes to financial statements.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity—The Leveraged Loan Portfolio (the "Portfolio") is one of three portfolios of the Clean Water Fund Program, an environmental financing program of the State of Wisconsin Environmental Improvement Fund (the "Fund"). The Fund is an enterprise fund of the State of Wisconsin (the "State") administered by the State of Wisconsin Department of Natural Resources (the "DNR") and the State of Wisconsin Department of Administration (the "DOA").

The Portfolio is funded by proceeds of revenue obligation bonds and contributions from the State. Assets in the Portfolio are used for loans for Wisconsin municipal wastewater projects that meet applicable State eligibility and reporting requirements.

The Fund applies all applicable Governmental Accounting Standards Board ("GASB") pronouncements as well as the following pronouncements issued on or before November 30, 1989, unless these pronouncements conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the Committee on Accounting Procedure.

Net Operating Loss—The Portfolio incurred an operating loss of $18 million in 2006. Management expects the Portfolio will generally incur net operating losses for the foreseeable future. As explained in Note 2, the losses result from the Portfolio's statutory mission to provide loans to municipalities at interest rates below the Portfolio's own cost of funds. The losses have historically been funded by transfers from the State. No transfers were required in 2006. Management expects transfers will continue for the foreseeable future sufficient to fund both the future operating losses and, together with additional borrowing, to fund additional loans to municipalities.

Interest on Loans Receivable—Interest on loans receivable is recognized on an accrual basis and recorded within Due From Other Governmental Entities on the statement of net assets.

United States Treasury Notes, Purchased in Connection with Forward Delivery Agreements—The Portfolio holds United States Treasury Notes as investments at June 1, 2006 and records the notes at cost. The Portfolio purchased these securities in accordance with the Forward Delivery Agreements (see Note 4).

GASB Statement No. 31 (GASB No. 31) states that investments in participating interest-earning investment contracts must be reported at fair value. The three forward delivery agreements with Wachovia Bank, NA ("Wachovia"); one forward delivery agreement with Westdeutsche Landesbank Girozentral ("WestLB"); and one forward delivery agreement with JP Morgan Chase Bank (JP Morgan) described in Note 4 would be considered participating investment contracts under GASB No. 31. Management has accounted for the agreements as investments in short-term U.S. treasury notes, at cost, rather than as investment contracts at fair value because management believes the difference between cost and fair value does not have a material impact on the financial statements. At June 1, 2006, the fair value of the Fund's interest in these three agreements exceeded the cost of the treasury securities owned by approximately $440,000.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Investments—Investments that are stated at fair value include the State of Wisconsin Investment Board ("SWIB") Local Government Investment Pool ("LGIP") (see Note 3). The Portfolio has received fair value information for investments from external sources. Changes in the fair value of investments are included in investment income. All other investments are reported at cost. Accrued interest on investments is recorded as earned. To the extent interest income on investments exceeds applicable arbitrage limits specified in the Internal Revenue Code, the amount that must be rebated ("estimated arbitrage") to the U.S. Treasury is recorded as a reduction of investment income (see Note 8). Investment transactions are recorded on the trade date.

Restricted Assets—Mandatory segregations of assets are presented as restricted assets. Such segregations are required by bond agreements. The restricted assets will be used for retirement of related long-term debt in the event that sufficient resources are not otherwise available.

Deferred Debt Expense—Issuance costs relating to the revenue obligation bonds were capitalized and are being amortized as a component of interest expense using the effective rate method.

Revenue Obligation Bonds—Interest expense on revenue obligation bonds is recognized on an accrual basis.

Debt Defeasance—Advance refundings of debt obligations that meet the criteria of GASB Statement No. 23 are recorded as an extinguishment of debt. The securities held in trust and the defeased obligations are not reported in the financial statements (see Note 6).

Deferred Charge—The Portfolio defers the difference between the reacquisition price and the net carrying amount of defeased debt and amortizes it as a component of interest expense over the shorter of the remaining life of the old debt or the life of the new debt. The unamortized deferred charge related to debt defeasance is classified as a reduction of revenue obligation bonds.

Cash Equivalents—The Portfolio considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. The Portfolio also considers as cash equivalents guaranteed investment contracts or repurchase agreements permitting withdrawals required by the bond resolution to meet insufficiencies in debt service payments. Repurchase agreements and guaranteed investment contracts are valued at cost because they are nonparticipating contracts due to the non-negotiability of these investments and because the amount of any withdrawals made do not consider market interest rates.

Net Assets—Net assets are classified as either restricted or unrestricted based on the presence or absence of restrictions.

Transfers In—Transfers in consist of capital contributions from the State of Wisconsin and are recognized as the contributions are received.

NOTE 1 – NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)

Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2 – LOANS TO LOCAL GOVERNMENTS

Leveraged loans to local governments at June 1, 2006, represent loans for wastewater treatment projects and are for terms of up to 20 years. These loans are made at a variety of prescribed interest rates based on project type categories. In order to effectuate statutory policy, a majority of the loans issued by the Portfolio are at interest rates that are below the State's cost of borrowing. The net losses that can result from this negative interest margin are funded by State contributions. Interest rates on loans receivable ranged from 0% to 5.8% in 2005. The weighted average interest rate was 2.854% at June 1, 2006. The loans contractually are revenue obligations or general obligations of the local governments, or both. Additionally, various statutory provisions exist which provide further security for payment. In the event of a default, the State can intercept State aid payments due to the applicable local government, induce an additional charge to the amount of property taxes levied by the county in which the applicable local government is located, or both. Accordingly, no reserve for loan loss is deemed necessary.

Of the loans outstanding at June 1, 2006, $160,529,569 (28%) were loans due from the Milwaukee Metropolitan Sewerage District.

The Portfolio has made additional financial assistance commitments of $199,994,808 as of June 1, 2006. From June 1, 2006 to September 21, 2006, the Portfolio made loan disbursements of $23,098,035 from these additional commitments. These loan commitments are generally met through the proceeds from additional Federal grants and from the issuance of additional revenue obligation bonds (see Note 5).

NOTE 3 – CASH AND CASH EQUIVALENTS

As of June 1, 2006, cash and cash equivalents consisted of the following:

Local Government Investment Pool ("LGIP"), at fair value	$ 71,798,150
Cash held by trustee	2,237
Investments reported at cost:	
MBIA Guaranteed Investment Agreement	6,250,292
Repurchase Agreement with Bayerische Landesbank	7,597,910
American International Group Matched Funding Corp. (AIG) Guaranteed Investment Agreement	21,842,081
	107,490,670
Less: Amounts classified as restricted assets (see Note 5)	(77,354,370)
Total Unrestricted Cash and Cash Equivalents	$ 30,136,300

NOTE 3 – CASH AND CASH EQUIVALENTS (cont.)

The LGIP is an investment fund managed by SWIB that accepts investment deposits from over 1,000 municipalities and other public entities in the State of Wisconsin. The objectives of the LGIP are to provide safety of principal, liquidity, and a reasonable rate of return. The LGIP is insured as to credit risk. The LGIP functions in a manner similar to a money market fund in that the yield earned changes daily and participants may invest or withdraw any or all amounts on a daily basis at par value. The LGIP is strategically managed with a longer average life than a money market fund. The LGIP is not a SEC registered investment, but is regulated by Wisconsin Statutes 25.14 and 25.17. At June 1, 2006, the current yield on the LGIP was 4.82%. The LGIP investment is stated at fair value.

The investment with MBIA Investment Management Corporation is secured by a financial guarantee insurance policy issued by the MBIA Insurance Corporation. At June 1, 2006, the investment had a market value of $6,590,847 and was accruing interest at the rate of 6.2%. The investment with AIG is secured by a financial guarantee insurance policy issued by the parent of AIG, American International Group. At June 1, 2006, the agreement had a market value of $24,572,061 and was accruing interest at the rate of 8.1%.

The repurchase agreement with Bayerische Landesbank is collateralized by U.S. Treasury notes, bonds and debentures. At June 1, 2006, the repurchase agreement had a market value of $8,248,452. The collateral is held by Wells Fargo Bank pursuant to a custody agreement. The repurchase agreement contains a fixed yield of 6.5%. Both the repurchase agreement, along with the MBIA and AIG investment agreements, provide for liquidation of investments at par if and when required by the terms of the Clean Water Revenue Bond General Resolution.

	Amount	GASB 3 Category	Credit Risk	Interest Rate Risk	Interest Rate Highly Sensitive	Foreign Currency Rate	% of Portfolio
LGIP	$ 71,798,150	N/A	Not rated	28 days weighted average maturity	N/A	N/A	27.3%
MBIA-GIC	6,250,292	N/A	Aaa	6-1-13 final maturity	N/A	N/A	2.4
Repo BL (vs. veterans affairs)	7,597,910	Category 1	Not rated	6-15-28 final maturity	N/A	N/A	2.9
AIG-GIC	21,842,081	N/A	Aa2	6-1-11 final maturity	N/A	N/A	8.3
Treasury notes – Forward delivery	29,807,922	Category 1	N/A	See Note 4	N/A	N/A	11.3
GO Bonds-WI	125,475,996	Category 1	Aa3	5-1-24 final maturity	N/A	N/A	47.8
Miscellaneous cash	2,237	N/A	N/A	N/A	N/A	N/A	

The Leveraged Loan Portfolio does not have an investment policy for custodial credit risk, credit risk, interest rate risk, or concentration of credit risk.

NOTE 3 – CASH AND CASH EQUIVALENTS (cont.)

Restricted assets of $77,354,370 represent amounts legally restricted by the Clean Water Revenue Bonds. The amount restricted is the product of the average annual debt service of the outstanding, disbursed loans times a factor of 120%.

NOTE 4 – FORWARD DELIVERY AGREEMENTS

The Portfolio has entered into five agreements for the future delivery and purchase of securities to be held as investments of the loan credit reserve fund of the Revenue Obligation Bonds (see Note 5). Three of the agreements are with Wachovia, one is with WestLB, and one is with JP Morgan and each provides for the delivery to, and purchase by, the Portfolio, of securities with a maturity value equal to the purchase price plus earnings calculated at the rate of the agreements. The agreements were entered into in conjunction with the 1993 Series 1, 1997 Series 1, 1998 Series 1, 1999 Series 1, and 2006 Series 1 Revenue Obligation Bonds.

Every six months during the term of the agreements, Wachovia, WestLB, and JP Morgan are required to deliver United States Treasury securities ("Treasury securities") to the Portfolio for purchase. The Treasury securities are held as investments by the Portfolio. The price paid by the Portfolio for the Treasury securities is determined under the contract. That price is that which results in the predetermined annual earnings rate computed on the notional amount, taking into account the coupon interest on the delivered Treasury securities. The redemption value of the securities purchased for investment must equal at least the purchase price of the securities plus earnings calculated by multiplying the notional amount times the annual earnings rate as calculated for the term until the next bond payment date. The Wachovia agreements may be terminated at the option of the Portfolio and a payment between the parties will be made to compensate for the difference in present value of the earnings expected under each agreement and the earnings available on similar agreements at the time of the termination.

Management has asserted that it does not anticipate terminating the agreements at a time when a payment would be required from the Portfolio to Wachovia. If the agreements were terminated at a time when a payment would be due to Wachovia, management has also asserted that it would be able to enter into similar agreements that would have consistent present values as the agreements are valued in relation to prevailing Treasury security rates. In addition, if the agreements are terminated in whole or in part due to the need to use funds at the maturity date for making a debt service payment on the bonds, then there is not a compensating payment made between the parties.

The forward delivery agreement with WestLB was amended effective December 10, 2002 to modify the agreement termination provision. Other than a default by any of the parties to the agreement, the agreement may only be terminated on the last scheduled bond payment date for the 1993 Series 1 bonds which is June 1, 2013.

By GASB Statement No. 3 definition, these securities are classified as category one investments. The par values, coupon rates, the cost and rate at which the Treasury Notes accrue interest in accordance with the Forward Delivery Agreements at June 1, 2006, are as follows:

NOTE 4 – FORWARD DELIVERY AGREEMENTS (cont.)

	Par Value of Treasuries	Coupon Rate of Treasuries	Cost of Treasuries	Agreement Interest Rate	Agreement Maturity Date	Agreement Market Value
Series 1997-1 Agreement	$ 7,085,000	2.875%	$ 6,991,698	5.58%	June 1, 2017	$ 7,004,476
Series 1998-1 Agreement	7,369,000	2.875	7,292,135	5.01	June 1, 2018	6,955,834
Series 1993-1 Agreement	2,241,000	N/A	2,183,992	5.22	June 1, 2013	2,179,211
Series 1999-1 Agreement	7,036,000	2.875	6,918,505	6.32	June 1, 2020	7,439,268
Series 2006-1 Agreement	6,475,000	2.875	6,421,592	4.56	June 1, 2027	5,781,326

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS

REVENUE OBLIGATION BONDS

Revenue bonds are payable only from revenues derived from the operation of the loan programs.

	Beginning Balance	Increases	Decreases	Ending Balance
Revenue bonds	$ 641,435,000	$ 80,000,000	$ 44,775,000	$ 676,660,000
Add/(subtract) deferred amounts for:				
Refundings-gains/(losses)	(14,809,796)	-	(2,793,369)	(12,016,427)
Premiums/discounts	25,703,974	4,951,135	4,290,209	26,364,900
Totals	$ 652,329,178	$ 84,951,135	$ 46,271,840	$ 691,008,473

Revenue obligation serial and term bonds as of June 1, 2006 consisted of the following:

	2006
1991 Series 1:	
Term Bonds, mandatory redemption of bonds at 100% of par, June 1, 2009 through June 1, 2011	$ 57,445,000
Unamortized discount on bonds	(112,645)
	57,332,355
1993 Series 2:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2004	15,845,000
Unamortized premium on bonds	136,621
	15,981,621
1997 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2008	3,845,000
Unamortized premium on bonds	34,899
	3,879,899
1998 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2008	27,520,000
Unamortized discount bonds	(152,954)
	27,367,046

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

Revenue obligation serial and term bonds as of June 1, 2006 consisted of the following: (cont.)

	2006
1998 Series 2:	
Serial Bonds, no optional redemption	$ 90,400,000
Unamortized premium on bonds	3,688,551
	94,088,551
1999 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2009	10,135,000
Unamortized (discount) premium on bonds	17,434
	10,152,434
2001 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2011	38,870,000
Unamortized (discount) premium on bonds	(124,497)
	38,745,503
2002 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2012	62,725,000
Unamortized premium on bonds	176,744
	62,901,744
2002 Series 2:	
Serial Bonds, no optional redemption	69,575,000
Unamortized premium on bonds	3,264,797
	72,839,797
2004 Series 1:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2014	113,275,000
Unamortized premium on bonds	4,607,812
	117,882,812
2004 Series 2:	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2015	107,025,000
Unamortized premium on bonds	9,938,808
	116,963,808
2006 Series 1	
Serial Bonds, optional redemption for bonds at 100% of par, June 1, 2016	80,000,000
Unamortized premium on bonds	4,889,330
	84,889,330
Total of All Series	703,024,900
Unamortized deferred charge related to debt defeasance (Note 6)	(12,016,427)
Revenue Obligation Bonds, Net of Deferred Charge	$ 691,008,473

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

The original issue discount or premium at issuance and the interest rates at June 1, 2006, on the following bond series were:

Series	Original Issue Discount/ (Premium)	Interest Rates
1991 Series 1	$ 1,366,407	6.875%
1993 Series 2	(2,349,253)	4.75 – 6.125%
1995 Series 1	(1,253,936)	6.25%
1997 Series 1	(288,312)	5.25 – 6.00%
1998 Series 1	(811,362)	4.00 – 5.00%
1998 Series 2	(7,739,808)	4.00 – 5.50%
1999 Series 1	(58,061)	5.00 – 5.75%
2001 Series 1	(1,022,362)	4.50 – 5.25%
2002 Series 1	(2,426,001)	4.00 – 5.25%
2002 Series 2	(7,344,300)	3.00 – 5.50%
2004 Series 1	(6,632,300)	4.00 – 5.00%
2004 Series 2	(11,408,668)	3.25 – 5.25%
2006 Series 1	(4,951,135)	3.50 – 5.00%

Principal maturities of the bonds, net of advance refundings, as of June 1, 2006, are as follows:

Years Ending June 30,	Principal	Interest	Totals
2007	$ 47,085,000	$ 33,466,671	$ 80,551,671
2008	51,960,000	31,026,740	82,986,740
2009	54,560,000	28,352,296	82,912,296
2010	57,425,000	25,289,271	82,714,271
2011	60,810,000	22,072,156	82,882,156
2012-2016	188,530,000	76,781,850	265,311,850
2017-2021	147,005,000	33,680,144	180,685,144
2022-2026	63,170,000	7,283,368	70,453,368
2027	6,115,000	152,875	6,267,875
Totals	$ 676,660,000	$ 258,105,371	$ 934,765,371

The revenue obligation bonds are collateralized by a security interest in all assets of the Leveraged Loan Portfolio. At June 1, 2006, the total assets of the Leveraged Loan Portfolio were $850,330,341. Neither the full faith and credit nor the taxing power of the State is pledged for the payment of the revenue obligation bonds. However, as the loans granted to the municipalities are at an interest rate which is less than the Revenue Bond rate, the State is obligated by the Clean Water Fund General Resolution to fund, prior to each loan disbursement, a reserve, which subsidizes the Leveraged Loan Portfolio in an amount to offset this interest rate disparity.

NOTE 5 – REVENUE OBLIGATION BONDS AND RESTRICTED ASSETS (cont.)

Among other restrictions under the revenue obligation bond agreements are provisions that require that a specified amount of cash and investments be held by an independent trustee in a reserve account for the purpose of paying bond interest and principal when due. The restricted assets on the balance sheets consist of substantially all of the MBIA, AIG, Bayerische Landesbank investments (Note 3) and $15 million of the LGIP balance held as a credit reserve. These amounts are required in order to satisfy the conditions of certain agreements related to maintaining the minimum credit ratings on the bonds.

NOTE 6 – ADVANCE REFUNDING

In 1993, the Fund defeased a portion of its 1991 Series 1 bonds through the issuance of 1993 Series 2 Refunding Bonds. The proceeds from the 1993 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2006, there was $32,430,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 1998, the Fund defeased a portion of its 1991 Series 1, 1993 Series 1, 1995 Series 1 and 1997 Series 1 bonds through the issuance of $104,360,000 of 1998 Series 2 Refunding Bonds. The proceeds from the 1998 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2006, there was $91,985,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2002, the Fund defeased a portion of its 1993 Series 1, 1995 Series 1, 1997 Series 1, 1998 Series 1, and 1999 Series 1 bonds through the issuance of $85,575,000 of 2002 Series 2 Refunding Bonds. The proceeds from the 2002 Series 2 Refunding Bonds were placed in an irrevocable trust to provide for all future debt service payments on the old bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2006, there was $71,850,000 of the defeased bonds outstanding that will be serviced by the irrevocable trust's remaining funds.

In 2005, the Fund defeased a portion of its 1998 Series 1, 1999 Series 1, 2001 Series 1, and 2002 Series 1 bonds through the issuance of $107,025,000 of 2004 Series 2 Refunding Bonds. The proceeds were used to purchase U.S. government securities. Those securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the refunded bonds. Accordingly, the trust assets and the liability for the defeased bonds are not included in the Fund's financial statements. At June 1, 2006, there was $109,185,000 of the defeased bonds outstanding that will be served by the irrevocable trust's remaining funds.

NOTE 7 – TRANSFERS IN

Transfers in consist of contributions from the State of Wisconsin, net of amounts returned to the State of Wisconsin (all of which are statutorily mandated).

NOTE 8 – GLOBAL CERTIFICATE

In April 2004, all of the State of Wisconsin General Obligation Bonds previously owned by the Fund were exchanged for $116,840,689 (par value) of State of Wisconsin General Obligation Bond, Clean Water Fund Program ("Global Certificate"). The estimated market value and weighted average coupon interest rate of the Global Certificate at June 1, 2006 is $125,475,996 and 5.83%, respectively. The Bonds are registered in the name of the Fund and held by an independent trustee.

The Bond is registered in the name of the Portfolio and held by an independent trustee. By GASB Statement No. 3 definition, this security is classified as category one (insured or registered securities held by the Portfolio's agent in the Portfolio's name).

Principal maturities of the Global Certificate as of June 1 are as follows:

Years Ending June 1,	2006
2007	$ -
2008	-
2009	-
2010	14,518,075
2011	18,642,266
2012-2016	30,812,457
2017-2021	39,563,805
2022-2024	13,304,086
Total	$ 116,840,689

NOTE 9 – INVESTMENT INCOME

Investment income is recorded net of estimated required arbitrage relating to outstanding State of Wisconsin Clean Water Revenue Bonds and consisted of the following for the fiscal year ended June 1, 2006:

Interest:	
State of Wisconsin Investment Board Local Government Investment Pool	$ 2,241,820
MBIA Guaranteed Investment Agreement	387,518
Repurchase Agreement with Bayerishe Landesbank	493,864
AIG Guaranteed Investment Agreement	1,769,209
United States Treasury Notes	1,368,213
State of Wisconsin General Obligation Bonds	18,296,820
Total Interest	24,557,444
Changes in Unrealized Gains (Losses);	
State of Wisconsin Investment Board Local Government Investment Pool	1,864
State of Wisconsin General Obligation Bonds	(20,468,887)
Total Changes in Unrealized Gains (Losses)	(20,467,023)
Total Interest and Changes in Unrealized Gains (Losses)	4,090,421
Change in Estimated Rebatable Arbitrage Liability	(474,720)
TOTAL INVESTMENT INCOME	$ 3,615,701

STATE OF WISCONSIN LEVERAGED LOAN PORTFOLIO

OTHER INFORMATION (UNAUDITED)
For the Year Ended June 1, 2006

In management's opinion, the Governmental Accounting Standards Board (GASB) does not require an MD&A for individual fund reports under GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments. Therefore, the State has not prepared an MD&A for the State of Wisconsin Leveraged Loan Portfolio. An MD&A is included in the Comprehensive Annual Financial Report for the State of Wisconsin, which includes all funds and component units.

PART VII

PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS

This part provides information about petroleum inspection fee revenue obligations issued by the State of Wisconsin **(State)**.

Total Outstanding Balance (12/1/2006)	$272,590,000
Amount Outstanding—Fixed Rate Obligations	$130,290,000
Amount Outstanding—Variable Rate Obligations	$142,300,000
Percentage of Outstanding Obligations in form of Variable Rate Obligations	52.20%
Bond Ratings (Fitch/Moody's/Standard & Poor's)[a]	AA–/Aa3/AA[b]
Extendible Municipal Commercial Paper Ratings	F1+/P-1/A-1+

[a] While some petroleum inspection fee revenue bonds have been insured, the ratings presented are the underlying, or unenhanced, ratings assigned to this credit.
[b] On October 5, 2006, Standard & Poor's Ratings Services upgraded the rating on the State's petroleum inspection fee revenue bonds from "AA–" to "AA".

APPENDIX A to this part of the Annual Report includes the auditor's report and the audited financial statement for the Petroleum Inspection Fee Revenue Obligations Program for the years ended June 30, 2006 and June 30, 2005. The State of Wisconsin Building Commission (**Commission**) has supervision over all matters relating to the issuance by the State of revenue obligations. The Capital Finance Office, which is part of the Department of Administration's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs.

Petroleum inspection fee revenue obligations are issued pursuant to the Program Resolution for State of Wisconsin Petroleum Inspection Fee Revenue Obligations, adopted by the Commission on January 19, 2000, as amended and restated on May 2, 2000, and further amended on July 30, 2003 **(Program Resolution)**. The State has issued petroleum inspection fee revenue obligations in the form of bonds and extendible municipal commercial paper. The Bank of New York serves as Trustee for the petroleum inspection fee revenue obligation program **(Trustee)**. The Trustee also serves as registrar and paying agent for the bonds, and U.S. Bank Trust National Association serves as issuing and paying agent for the extendible municipal commercial paper. The law firm of Foley & Lardner LLP provides bond counsel services to the State for the issuance of petroleum inspection fee revenue obligations.

Requests for additional information about petroleum inspection fee revenue obligations may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part VII of the Annual Report may differ from that of terms used in another part. See "DEFINITIONS OF CERTAIN TERMS" for the definition of capitalized terms used in this Part VII of the Annual Report. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included by reference.

OUTSTANDING OBLIGATIONS

The State has issued the petroleum inspection fee revenue obligations shown in Table VII-1. The table also includes the outstanding principal balances as of December 1, 2006.

Table VII-1
OUTSTANDING PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Fixed Rate Obligations				
2000, Series A	3/2/00			
Serial Bonds		2000	$ 1,750,000	-0-
Serial Bonds		2002-12	168,500,000	-0-
2001, Series A	12/18/01	2007-08	30,000,000	-0-
2004, Series A **(2004 Series A Bonds)**	2/4/04	2005-12	45,000,000	$ 35,340,000
2004, Series 1 **(2004 Series 1 Bonds)**	5/20/204	2006-12	95,470,000	94,950,000
Total Fixed Rate Obligations			$ 340,720,000	$ 130,290,000
Variable Rate Obligations				
2000, Extend. Municipal Commercial Paper	5/9/00		$ 80,000,000	$ 80,000,000
2002, Extend. Municipal Commercial Paper	8/1/02		62,300,000	62,300,000
Total Variable Rate Obligations			$ 142,300,000	$ 142,300,000
Total Petroleum Inspection Fee Revenue Obligations			$ 483,020,000	$ 272,590,000

Senior Bonds, as defined in the Program Resolution, include the 2004 Series A Bonds, 2004 Series 1 Bonds, interest payments on all series of Petroleum Inspection Fee Revenue Extendible Municipal Commercial Paper **(EMCP** or **Notes)**, and any additional parity Bonds that may be issued as such under the Program Resolution. **Junior Subordinate Bonds**, as defined in the Program Resolution, include the principal payments on all series of EMCP and any additional parity Bonds that may be issued as such under the Program Resolution. See "FINANCING THE PECFA PROGRAM". The term **Bonds** refers to all revenue obligations, without regard to seniority, that are issued under the Program Resolution and are payable in whole or in part from the Petroleum Inspection Fees. See "SECURITY".

FINANCING THE PECFA PROGRAM

Proceeds of the Bonds are used to fund approved remediation payments under the Petroleum Environmental Cleanup Fund Award **(PECFA)** Program, which is a petroleum storage remediation program. In existence since 1987, the PECFA Program reimburses owners of petroleum storage tanks for 75% to 99% of remediation cost related to soil and groundwater contamination. The State of Wisconsin Department of Commerce **(Department of Commerce)** is responsible for the review and approval of remediation payments.

Prior to the issuance of the Bonds, remediation payments approved under the PECFA Program were paid with Petroleum Inspection Fees, as they were collected; however, the timing of the collections did not permit all remediation payments to be paid at the time they were presented and approved. When the first Bonds were issued in March 2000, the backlog of approved but unpaid claims was about $200 million. The issuance of the Bonds has allowed the PECFA Program to make payments in a timely matter and has provided economic savings to the State, since the debt service costs on the Bonds have been expected to be less than the interest costs that accrue on the unpaid remediation awards.

As of December 1, 2006, the approved remediation payments to be paid in December, 2006 is approximately $1.2 million. In addition, approximately $5.6 million of costs have been submitted and are either in the process of being reviewed or are waiting for review. While $49 million of legislative bonding authority remains, the current amount of claims being received and approved for payments does not exceed amounts appropriated from the State fund that contains Petroleum Inspection Fees in excess of the amounts required to be held by the Trustee under the provisions of the Program Resolution and any Supplemental Resolution. *In the event the excess amounts are not sufficient to pay all future PECFA claims in a timely manner, the State may issue additional Bonds, provided that certain conditions set forth in the Program Resolution to issue additional bonds are met, and if needed, subject to additional legislative authorization.*

Effective April 1, 2006, the rate of the Petroleum Inspection Fee was reduced from $0.03 per gallon to $0.02 per gallon. See "SECURITY" and "PETROLEUM INSPECTION FEES".

The State makes no representations as to the amount or timing of future remediation payments to be submitted or approved for payment.

SECURITY

Proceeds of the Bonds are applied to purposes that do not generate revenues, and the application of these proceeds *does not* create a source for the payment of the Bonds.

Debt service payments on the Senior Bonds are payable from Petroleum Inspection Fees deposited into the Redemption Fund created for the Senior Bonds. The pledge made for the payment of principal on the EMCP is junior to the pledge made for the Senior Bonds. Principal of the EMCP is payable from proceeds of roll-over EMCP or proceeds of Senior Bonds issued to fund the EMCP, or from Petroleum Inspection Fees deposited into the Junior Subordinate Redemption Fund. At the same time the Commission authorized the EMCP, the Commission also authorized the issuance of Senior Bonds, which may be issued at the State's discretion, to fund the EMCP. See "PETROLEUM INSPECTION FEES" and "SUMMARY OF CERTAIN PROVISIONS OF THE PROGRAM RESOLUTION".

The petroleum inspection fee revenue obligations are revenue obligations of the State. The State is not generally liable for these obligations, and they are not a public debt of the State for any purpose whatsoever.

Reduction in Rate of Petroleum Inspection Fees

At the time the Program Resolution was adopted by the Commission and the first Bonds were issued, the rate of Petroleum Inspection Fee was $0.03 per gallon; however, effective April 1, 2006, the rate of the Petroleum Inspection Fee was reduced from $0.03 per gallon to $0.02 per gallon.

Additional Bonds

Additional Bonds, which may be in various forms, including among others Variable Rate Bonds or Bond Anticipation Notes (such as additional EMCP), may be issued under the Program

Resolution if the additional bonds test is met. When applicable, the additional bonds test requires that the Debt Service Coverage Ratio be not less than 2.0. The **Debt Service Coverage Ratio** is Projected Annual Revenues divided by the Maximum Annual Debt Service.

The additional bonds test must be met prior to the initial issuance of Bond Anticipation Notes (such as EMCP), *but compliance with the additional bonds test is not required with respect to the issuance of Senior Bonds to fund the Bond Anticipation Notes*. In other words, compliance with the additional bonds test would not be required if the State were to issue Senior Bonds to fund the currently outstanding EMCP. Furthermore, if Senior Bonds were issued to fund Bond Anticipation Notes, under certain circumstances, the Projected Annual Revenues at that time might be less than 2.0 times Maximum Annual Debt Service.

Additional Bonds may be designated as Senior Bonds (on a parity with the outstanding Senior Bonds), as Subordinate Bonds, or as Junior Subordinate Bonds (on a parity with the principal payments on the EMCP).

See "SUMMARY OF CERTAIN PROVISIONS OF THE PROGRAM RESOLUTION" and "DEFINITIONS OF CERTAIN TERMS" for a complete description of the additional bonds test and a definition of capitalized terms used for the additional bonds test.

Variable Rate Take-Out Capacity Test

Whenever Variable Rate Debt (such as the EMCP) is Outstanding under the Program Resolution, the State will, by the 15th day of each month, provide the Trustee with the results of a Variable Rate Take-Out Capacity Test. Key terms for completing the Variable Rate Take-Out Capacity Test are described in "SUMMARY OF CERTAIN PROVISIONS OF THE PROGRAM RESOLUTION" and "DEFINITIONS OF CERTAIN TERMS".

Using present value calculations, the test estimates the maximum amount of Variable Rate Debt that, if Outstanding, could be refunded by Senior Bonds while maintaining a Debt Service Coverage Ratio of 2.0. This test also compares the Variable Rate Take-Out Capacity with the Variable Rate Debt Exposure. For purposes of this test, any Senior Bonds assumed to refund Variable Rate Debt are assumed to be repaid within 20 years from the date the Variable Rate Take-Out Capacity Test is completed and to bear interest at an annual rate equal to The Bond Buyer Revenue Bond Index plus 3% per annum.

The State is currently required to complete the monthly Variable Rate Takeout Capacity Test. The results of the test for December 15, 2006 shows a Variable Rate Takeout Capacity of $292,019,707, which is in excess of the Variable Rate Debt Exposure of $142,300,000.

Meeting the Variable Rate Take-Out Capacity Test is not a condition to issuing any Bonds. If the test shows that the Variable Rate Take-Out Capacity is equal to or exceeds the Variable Rate Debt Exposure, the State is only required to provide the Trustee with the results of the test. However, if the monthly test shows that the Variable Rate Take-Out Capacity is less than the Variable Rate Debt Exposure, then the State is deemed to have failed the Variable Rate Takeout Capacity Test and is required under the Program Resolution to do the following:

- Promptly notify each Rating Agency.
- Submit to the Trustee and each Rating Agency, within 45 days after the test date, a plan to cause the Variable Rate Take-Out Capacity to equal or exceed the Variable Rate Debt Exposure within 90 days following the test date.

If at any subsequent time the State is able to demonstrate that the Variable Rate Take-Out Capacity is equal to or exceeds the Variable Rate Exposure, the above requirements arising from the failure of a previous Variable Rate Takeout Capacity Test no longer apply.

Failure to meet the Variable Rate Take-Out Capacity Test or failure to implement a submitted plan are not Events of Default under the Program Resolution. Accordingly, the Trustee has no enforcement power with respect to such occurrences. Failure to submit the completed test or any required plan to the Trustee does not initially constitute an Event of Default; however, if the failure is not corrected within 30 days of any notice from the Trustee, it then constitutes an Event of Default.

Debt Service on Outstanding Senior Bonds

Table VII-2 provides the annual debt service amounts, as of December 1, 2006, on Outstanding Senior Bonds. Table VII-2 also provides the projected Petroleum Inspection Fees and estimated debt service coverage, which differs from the Debt Service Coverage Ratio provided in the Program Resolution. The estimated debt service coverage in Table VII-2 is determined using current expectations; the Debt Service Coverage Ratio is determined using assumptions about the amortization of Variable Rate Bonds. The projected Petroleum Inspection Fees are based on the average of Petroleum Inspection Fees for the past five years, adjusted to reflect the reduction, effective April 1, 2006, in the rate of the Petroleum Inspection Fee.

Table VII-2
ANNUAL DEBT SERVICE AMOUNTS
OUTSTANDING SENIOR BONDS

	Senior Bond Debt Service Amount [a]				
Year Ending July 1	Principal	Interest[b]	Total Annual Debt Service	Projected Petroleum Inspection Fees (Reflects Per Gallon Reduction) [c]	Estimated Debt Service Coverage
2007	$ 20,270,000	$ 13,267,100	$ 33,537,100	$ 76,995,823	2.30
2008	21,280,000	12,305,550	33,585,550	76,995,823	2.29
2009	22,350,000	11,296,100	33,646,100	76,995,823	2.29
2010	23,470,000	10,178,600	33,648,600	76,995,823	2.29
2011	24,635,000	9,065,250	33,700,250	76,995,823	2.28
2012	18,285,000	7,896,650	26,181,650	76,995,823	2.94
Totals	$ 130,290,000	$ 64,009,250	$ 194,299,250		

(a) Does not include any principal payment on Outstanding EMCP.

(b) Includes interest payments on the $142,300,000 of Outstanding EMCP. Interest payments on Outstanding EMCP are on parity with the Senior Bonds and calculated at an assumed rate of 5.00% and under the assumption that all EMCP will remain Outstanding until July 1, 2012, which is the last maturity date of Outstanding Senior Bonds having a fixed interest rate. Principal payments on Outstanding EMCP are subordinate to payments made on the Senior Bonds and amortization of the EMCP may occur prior to or after July 1, 2012.

(c) The projection of Petroleum Inspection Fees is based on the average of Petroleum Inspection Fees for the past five fiscal years, adjusted to reflect the reduction of the Petroleum Inspection Fee from $0.03 per gallon to $0.02 per gallon, effective April 1, 2006. The average is based on the amounts actually collected and not on the monthly transfers to the Trustee (which themselves are based on estimates).

Non-Impairment Clause

The State pledges and agrees with the holders of the Bonds that the State will not take any action that would limit or alter the ability of the State to fulfill the terms of its agreements (made in the Program Resolution or with respect to the Bonds) with the holders of Bonds, nor impair the rights and remedies of the holders of the Bonds, while the Bonds are Outstanding.

In the Wisconsin Statutes, the Legislature, recognizing its moral obligation to do so, expresses its expectation and the aspiration that, if the Legislature were to reduce the rate of the Petroleum Inspection Fee and if the Petroleum Inspection Fees were insufficient to pay debt service on the Bonds when due, the Legislature would make an appropriation from the general fund sufficient to pay such debt service. In the opinion of Bond Counsel, this is not a legally enforceable obligation.

PETROLEUM INSPECTION FEES

General

Petroleum Inspection Fees are paid by suppliers on all petroleum products distributed in the State. The current rate of the Petroleum Inspection Fee is $0.02 per gallon; before April 1, 2006, the rate was $0.03 per gallon. The petroleum products include:

- Gasoline products, which include gasoline and gasoline-alcohol fuel blends.
- Oil products, which include fuel oil, burner oil, diesel fuel oil, kerosene, and other refined oils.

Non-petroleum products such as natural gas and liquefied propane are not subject to the Petroleum Inspection Fee.

Collection and Deposit

The Petroleum Inspection Fees and other motor fuel taxes paid by suppliers are received by the State of Wisconsin Department of Revenue **(Department of Revenue)** by the 15th of each month, or the next business day if the 15th falls on a weekend or holiday. The payment is for both Petroleum Inspection Fees and motor fuel taxes due from the suppliers for activity during the previous month. At the time the fees are remitted, the Petroleum Inspection Fees are not separated from the other motor fuel taxes. The allocation is not known until the tax returns evidencing the payments are processed, usually within 30 to 35 days after receipt of the fees and taxes.

As an example, by about December 15, suppliers submit the amount of fees and taxes due for petroleum products shipped in the month of November. By the end of December, suppliers submit tax returns delineating the payments previously made. By about the next January 20, the Department of Revenue processes the tax returns.

Due to a period of about 30 to 35 days between receipt of the combined fees and taxes and tabulation of the returns reporting such fees, the Department of Revenue will transfer to the Trustee on the Revenue Payment Date an estimated portion of the current month’s collection, adjusted upward or downward to reflect the tabulations from the previous month’s returns. Currently, the monthly transfer, before adjustment, is $8.8 million; however, this amount may be adjusted in the future to reflect the reduction in the rate of the Petroleum Inspection Fee. The amount of this monthly transfer may also be changed from time to time to reflect actual collection experience.

The Legislative Audit Bureau has issued a management letter identifying problems with the financial systems that account for the Petroleum Inspection Fees. The audit report for the Petroleum Inspection Fee Revenue Obligations Program also includes a Report on Control and Compliance that discusses the same matters. While the problems identified in the management letter and the report are not believed to be material to the security of the petroleum inspection fee revenue obligations, adjustments required to address these problems have not been completely determined. This part of the Annual Report includes the amount of Petroleum Inspection Fees for the 2005-06 fiscal year that is included in the State's Comprehensive Annual Financial Report for the year ended June 30, 2006.

The Department of Revenue has available to it the same enforcement powers relating to the collection of Petroleum Inspection Fees as it has for the collection of motor vehicle fuel taxes, including the ability to revoke suppliers' licenses, impose penalties, assess interest on late payments, and enforce criminal penalties for the failure to report or pay Petroleum Inspection Fees. The Wisconsin Statutes establish the State as a preferred creditor and the fees as preferred claims in any state court action.

History of Petroleum Inspection Fees

Table VII-3 shows the number of gallons of petroleum products that have been inspected and were subject to the Petroleum Inspection Fee for the last ten fiscal years. Table VII-4 shows the number of gallons of gasoline and oil products that have been inspected for the last ten fiscal years.

Table VII-3
TOTAL GALLONS OF PETROLEUM PRODUCTS INSPECTED AND CHARGED PETROLEUM INSPECTION FEE: 1997 to 2006
(Actual Basis)

Fiscal Year	Total Gallons Inspected	% Increase (Decrease) From Previous Year
1997	3,466,068,221	-
1998	3,563,817,293	2.82
1999	3,673,141,195	3.07
2000	3,728,554,474	1.51
2001	3,741,511,600	0.35
2002	3,677,028,840	(1.72)
2003	3,956,896,084	7.61
2004	4,111,402,392	3.90
2005[(a)]	3,504,363,225	(14.76)
2006	3,731,539,696	6.48

[(a)] Department of Revenue staff indicate that Motor Vehicle Fuel tax filings for June 2005 were low due to a changeover in the method of filing Motor Vehicle Fuel electronic tax returns to the Department of Revenue, and as a result, many of the filings did not get recorded in the Department of Revenue's computer system in a timely manner.

Source: Wisconsin Departments of Commerce and Revenue and Legislative Fiscal Bureau.

Table VII-4
GALLONS INSPECTED PER PETROLEUM PRODUCT AND CHARGED PETROLEUM INSPECTION FEE
1997 to 2006
(Actual Basis)

Fiscal Year	Total Gallons of Gasoline Products Inspected	% Increase (Decrease) From Previous Year	Total Gallons of Oil Products Inspected	% Increase (Decrease) From Previous Year
1997	2,337,339,029	-	1,128,729,192	-
1998	2,424,076,532	3.71	1,139,740,761	0.98
1999	2,485,279,200	2.52	1,187,861,995	4.22
2000	2,561,717,395	3.08	1,166,837,079	(1.77)
2001	2,523,698,301	(1.48)	1,217,813,299	4.37
2002	2,536,415,636	0.50	1,140,613,204	(6.34)
2003	2,722,238,555	7.33	1,234,657,529	8.25
2004	2,863,465,617	5.19	1,247,936,775	1.08
2005[(a)]	2,389,609,072	(16.55)	1,114,754,153	(10.67)
2006	2,540,507,533	6.31	1,191,032,163	6.84

(a) Department of Revenue staff indicate that Motor Vehicle Fuel tax filings for June 2005 were low due to a changeover in the method of filing Motor Vehicle Fuel electronic tax returns to the Department of Revenue, and as a result, many of the filings did not get recorded in the Department of Revenue's computer system in a timely manner.
Source: Wisconsin Departments of Commerce and Revenue and Legislative Fiscal Bureau.

The total amount of Petroleum Inspection Fees collected since 1997 is summarized in Table VII-5. The annual percentage change in the amount of collected Petroleum Inspection Fees in Table VII-5 may not correlate to the annual percentage change in the number of gallons inspected in Table VII-3. This is due to many reasons, including the following:

(1) the collected Petroleum Inspection Fees are reported on an accrual basis through fiscal year 1999 and in fiscal year 2006 (and on a cash basis in the other years), while the amount of inspected gallons is reported on an actual basis, and

(2) adjustments are made to, and refunds provided from, the collected Petroleum Inspection Fees.

Table VII-6 provides the maximum, average, and minimum monthly amount of collected Petroleum Inspection Fees for each year since 1997. The maximum, average, and minimum monthly amounts in Table VII-6 may not correlate to the annual amount of collected Petroleum Inspection Fees in Table VII-5. This is due to the annual amounts being reported on both an accrual and cash basis while the minimum, average, and maximum amounts are reported on a cash basis.

Table VII-5
TOTAL PETROLEUM INSPECTION FEES
1997 to 2006
(Amounts in Millions; Accrual Basis through 1999 and in 2006; Cash Basis for other Years)

Fiscal Year (June 30)	Total	% Increase (Decrease) From Previous Year
1997	$105.8	0.84%
1998	103.8	(1.81)
1999	110.7	6.65
2000	111.6	0.74
2001	114.3	2.46
2002	111.3	(2.65)
2003	117.3	5.39
2004	116.4	(0.60)
2005	115.9	(0.43)
2006[(a)]	105.4	(9.06)

Source: Wisconsin Comprehensive Annual Financial Reports, 1997-1999, 2006; Wisconsin Legislative Audit Bureau, 2000-2005.

[(a)] 2005 Wisconsin Act 25 reduced the rate of the Petroleum Inspection Fee from $0.03 per gallon to $0.02 per gallon. This reduction was effective April 1, 2006.

Table VII-6
MAXIMUM, AVERAGE, AND MINIMUM MONTHLY COLLECTION
PETROLEUM INSPECTION FEES
1997 to 2006
(Amounts in Millions; Cash Basis)

Fiscal Year (June 30)	Maximum Monthly Amount	Average Monthly Amount	Minimum Monthly Amount
1997	$ 9.4	$8.7	$7.8
1998	9.8	8.9	7.5
1999	10.5	9.2	7.5
2000[(a)]	13.0	9.2	3.1
2001	11.0	9.5	8.2
2002	10.6	9.3	8.2
2003	13.8	9.8	5.5
2004	12.8	9.7	8.8
2005	13.4	9.7	8.2
2006[(b)]	16.5	8.8	2.5

Source: Department of Commerce and Department of Revenue.

[(a)] Department of Revenue staff has indicated that the maximum and minimum collection amounts for fiscal year ending June 30, 2000 reflect problems with a data reporting system that have been subsequently corrected.

[(b)] 2005 Wisconsin Act 25 reduced the rate of the Petroleum Inspection Fee from $0.03 per gallon to $0.02 per gallon. This reduction was effective April 1, 2006. These numbers reflect amounts included in the State's CAFR for the year ended June 30, 2006.

Diminished usage of petroleum products would reduce the amount of collected Petroleum Inspection Fees. Diminished usage might occur, for example, due to reduced production of oil, higher prices for petroleum products, usage of alternate fuels, or reduced need for fuels.

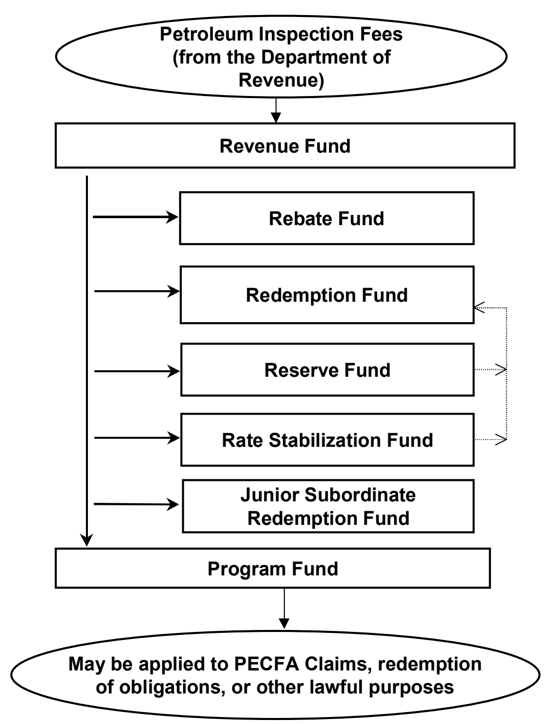
Application of Petroleum Inspection Fees

In accordance with the Program Resolution, Petroleum Inspection Fees received by the Trustee on each Revenue Payment Date in the Revenue Fund are deemed to be revenues of the Trustee and, in general, through deposits in the Funds and Accounts, are applied in the following order:

- To pay arbitrage rebate, if any, due on any Outstanding Bonds.
- To pay interest on all Outstanding Senior Bonds and other parity obligations.
- To pay the principal and redemption price, if any, of all Outstanding Senior Bonds, and other parity obligations, as the same become due.
- To maintain the Debt Service Reserve Requirement, if any, in the Reserve Fund.
- To make any deposits, at the State's discretion, into the Rate Stabilization Fund.
- To make deposits, at the State's discretion or if required, into the Junior Subordinate Redemption Fund.
- To pay any expenses payable from the Program Fund.

Figure VII-1 depicts the flow of funds with respect to the Petroleum Inspection Fees.

Figure VII-1
Application of Petroleum Inspection Fees



The Program Resolution permits the issuance of Subordinate Bonds, which would have a pledge of Petroleum Inspection Fees that is subordinate to the pledge provided the Senior Bonds yet senior to the pledge provided the Junior Subordinate Bonds. As of the date of this Annual Report, Senior Bonds and Junior Subordinate Bonds, but no Subordinate Bonds, have been issued.

The pledge of the Petroleum Inspection Fees remains effective until all Bonds issued under the Program Resolution are fully paid in accordance with their terms. All Petroleum Inspection Fees deposited with the Trustee on each Revenue Payment Date in excess of the amounts required above are transferred at the direction of and to the State for deposit in the Petroleum Inspection Fund and become free of the pledge.

See "SUMMARY OF CERTAIN PROVISIONS OF THE PROGRAM RESOLUTION" for further information on the required transfer of Petroleum Inspection Fees to these various Funds and Accounts.

EXTENDIBLE MUNICIPAL COMMERCIAL PAPER

The State has issued EMCP for this credit, in which investors (and not a bank-provided liquidity facility) provide liquidity. The State has appointed, for the EMCP, Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to serve as **Dealers** and U.S. Bank Trust National Association to serve as **Issuing and Paying Agent.** The Depository Trust Company (**DTC**) serves as **Securities Depository** for **EMCP**.

The State has issued two series of EMCP in the aggregate amount of $142,300,000, and these two series remain outstanding in that amount as of the date of this Annual Report.

The Commission may adopt additional Supplemental Resolutions authorizing the issuance of additional EMCP.

Description of EMCP

Each EMCP 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. Interest is computed on the basis of a year having 365 or 366 days and the actual number of days elapsed (actual/actual basis). Payment of principal of and interest on each EMCP note will be made to the Depository and then distributed by the Depository.

Each EMCP note will mature on its **Original Maturity Date,** which may range from 1 to 180 days from its original issue date, unless the State exercises its option to extend the maturity date. In that case the EMCP note will mature on the **Extended Maturity Date,** which will be the date that is 270 days after its original issue date.

Each EMCP note will bear interest from its original issue date until the Original Maturity Date at the rate determined on the original issue date, payable on the Original Maturity Date, unless the maturity date is extended, in which case interest will be paid on the date described below. If the State exercises its option to extend the maturity date of an EMCP note, it will bear interest after the Original Maturity Date at the Reset Rate and be payable on the dates described below.

If the maturity date of an EMCP note is extended, accrued but unpaid interest to the Original Maturity Date will not be paid on the Original Maturity Date but will be payable on the following date (or any earlier redemption date):

(1) if the Original Maturity Date is before the 15th day of the month, interest will next be payable on the first **Business Day** (which is a day on which banks located in Madison, Wisconsin and in each of the cities that the Principal Office of the Issuing and Paying Agent and Dealers are located are not required or authorized by law or executive order to close for business and a day the New York Stock Exchange is not closed) of the next month, or

(2) if the Original Maturity Date is on or after the 15th day of the month, interest will next be payable on the first Business Day of the second succeeding month after the Original Maturity Date.

For example, if the Original Maturity Date is November 14, interest will first be payable on the first Business Day of December, and if the Original Maturity Date is November 15, interest will first be payable on the first Business Day of January.

Each EMCP note will bear interest from the Original Maturity Date at the **Reset Rate** and will be payable first on the date described above and thereafter, on the first Business Day of each month and on any redemption date or the Extended Maturity Date.

The Reset Rate will be a rate of interest per annum determined by the following formula:

(1.35 x BMA) + E

As used in the formula, the *BMA* variable will be The Bond Market Association Municipal Swap Index, which is calculated weekly and released each Wednesday afternoon, effective Thursday. The *E* variable will be a fixed percentage rate expressed in basis points that is determined based on the ratings assigned to the EMCP **(Prevailing Ratings)**, as follows:

Prevailing Ratings			
Fitch	Moody's Investors Service, Inc.	Standard & Poor's Ratings Services	*E* Variable (basis points)
F1+	P-1	A-1+	100
F1	–	A-1	150
F2	P-2	A-2	200
F3	P-3	A-3	300
Lower than F3 (or rating discontinued)	Lower than P-3 (or rating discontinued)	Lower than A-3 (or rating discontinued)	400

Pursuant to the Program Resolution, if at any time any rating agency announces that a lower rating is under consideration for the EMCP, then the Prevailing Rating from such rating agency will not be the rating then assigned to the EMCP; rather, it will be the next lower rating of such rating agency. If the Prevailing Ratings would indicate different *E* variables as a result of split ratings assigned to the EMCP, the *E* variable will be the arithmetic average of those indicated by the Prevailing Ratings.

The Reset Rate applicable to EMCP will be determined weekly by the Issuing and Paying Agent based on the *BMA* variable and the Prevailing Ratings as of 11:00 a.m. (New York time) on its Original Maturity Date and each Thursday thereafter and will apply through the following Wednesday.

SUMMARY OF CERTAIN PROVISIONS OF THE PROGRAM RESOLUTION

Certain provisions of the Program Resolution are summarized below. Reference should be made to the complete Program Resolution for a full and complete statement of its provisions. A copy of the Program Resolution may be obtained by contacting the State at the address provided on the first page of this part of the Annual Report.

Additional Senior Bonds

The State may issue additional Senior Bonds, upon compliance with certain conditions, including, in some instances, meeting the additional bonds test and having sufficient amount of legislative authorization. In the case of Bond Anticipation Notes (such as EMCP), the conditions need be met only on the first date of issuance of any of the Bond Anticipation Notes authorized under the Supplemental Resolution providing for such Bond Anticipation Notes. These conditions include the following:

- Immediately after issuance, there cannot be a deficiency in the Reserve Fund.
- The State must certify that it is not in default in the performance of any of its covenants and agreements in the Program Resolution (unless an opinion of Independent Counsel is given that the default does not deprive any Beneficial Owner in any material respect of security given by the Program Resolution).
- Except with respect to the issuance of Senior fixed-rate Refunding Bonds issued to fund Bond Anticipation Notes that are also Bonds, the State must certify that, as of the date of issuance of the Bonds, the Debt Service Coverage Ratio will be at least 2 to 1; *provided,* that in connection with the issuance of Senior Refunding Bonds for an economic refunding, the State may instead certify that the issuance of the Senior Refunding Bonds will not increase Maximum Annual Debt Service.

For this purpose:

"Debt Service" means the aggregate principal payments (whether at stated maturity or pursuant to sinking fund redemption requirements), interest payments, and other payments of the State on all Outstanding Bonds and Other Obligations for any Fiscal Year (including any State Swap Payments, less any Counterparty Swap Payments unless the Swap Counterparty is in default with respect to its payment obligations under the related Swap Agreement, and including any fees with respect to Credit Enhancement Facilities); *provided,* however, that for purposes of calculating such amount:

- Any Variable Rate Bonds shall, for any future period for which the actual interest rate is not known on the date of determination (that is, on the date on which Debt Service is being calculated), be assumed to bear interest at the Projected Interest Rate.
- All Outstanding Bond Anticipation Notes (such as the Notes or EMCP) shall be assumed to be funded at or before the stated maturity thereof, and all Bond Anticipation Notes which have been authorized by a Supplemental Resolution but not yet issued shall be assumed to be issued and immediately funded on the date of determination, in each case by the issuance of Senior Refunding Bonds in the full amount authorized with respect to Bond Anticipation Notes bearing interest at the Projected Interest Rate and maturing according to such amortization schedule as the State may determine; *provided,* that the final maturity must not be later than 20 years from the original issuance of the Bond Anticipation Notes.
- Amounts of principal or interest due on a particular date shall be excluded from the determination of Debt Service to the extent that such amounts are payable from amounts deposited in trust, escrowed, or otherwise set aside for the payment thereof with the Trustee or another Person approved by the Trustee (including, without limitation, amounts in an Escrow Account established in the Redemption Fund or amounts in the Capitalized Interest Account of the Proceeds Fund).
- State Swap Payments, Counterparty Swap Payments, and payments with respect to Credit Enhancement Facilities shall be determined based upon such assumptions as may be set forth in the Supplemental Resolution authorizing the related Swap

Agreement or the Credit Enhancement Facility, as the case may be, or in a State Certificate provided to the Trustee with respect to such Swap Agreement or Credit Enhancement Facility.

- For purposes of applying the additional bonds test in connection with the issuance of Refunding Bonds, the proceeds of such Refunding Bonds shall be assumed to have been applied on their issuance date for the purposes provided in the Supplemental Resolution authorizing such Refunding Bonds.
- Except to the extent provided in a Supplemental Resolution adopted to provide for the issuance of Subordinate or Junior Subordinate Bonds, with respect to the determination of Debt Service for purposes of limitations relating to Subordinate or Junior Subordinate Bonds or Subordinate or Junior Subordinate Other Obligations, debt service payments with respect to Subordinate or Junior Subordinate Bonds and Subordinate or Junior Subordinate Other Obligations shall not be taken into account.

"Debt Service Coverage Ratio" means the ratio of Projected Annual Revenues to Maximum Annual Debt Service.

"Projected Annual Revenues" means the largest amount of Petroleum Inspection Fees collected in any twelve consecutive months during the eighteen most recent months for which such information is available. If legislation changes the rate of the Petroleum Inspection Fee, "Projected Annual Revenues" shall be adjusted to take such change into account.

Variable Rate Take-Out Capacity Test

On each Monthly Reporting Date while any Variable Rate Debt is Outstanding, the State shall provide to the Trustee a State Certificate setting forth the Variable Rate Take-Out Capacity and the Variable Rate Debt Exposure based on the most current available information. If the Variable Rate Take-Out Capacity is less than the Variable Rate Debt Exposure, the State agrees to (1) promptly notify the Rating Agencies of such fact, and (2) submit to the Trustee and each Rating Agency, no later than 45 days after such Monthly Reporting Date, a plan to cause the Variable Rate Take-Out Capacity to exceed the Variable Rate Debt Exposure by the third Monthly Reporting Date following the Monthly Reporting Date that made the notification and plan necessary.

For this purpose:

"Debt Service" shall, except as specifically provided, be calculated consistently with the provisions set forth above with respect to the additional bonds test.

"Monthly Reporting Date" means, in each month, a date on or before the fifteenth day of the month, as selected by an Authorized Commission Representative.

"Projected Monthly Revenues" means the average of the Petroleum Inspection Fees collected in each of the twelve most recent months for which such information is available; *provided,* that if the rate of the Petroleum Inspection Fee that will be in effect for any future month will be higher or lower than the rate of Petroleum Inspection Fee in effect for any corresponding prior month, "Projected Monthly Revenues" shall be adjusted to take such change into account.

"Senior Bond Anticipation Notes" includes all Bond Anticipation Notes for which the funding Bonds have been authorized as Senior Bonds.

"Variable Rate Debt" includes Bonds the interest rate on which is not fixed for their entire remaining term to maturity, all Senior Bond Anticipation Notes, and all Bonds with respect

to which the State has entered into interest rate exchange agreements that have the effect of shifting the State's fixed rate liability to a variable rate liability.

"Variable Rate Take-Out Capacity" means an amount equal to the present value of the net revenue stream that would be available after the collection of 50% of the Projected Monthly Revenues in each of the 240 succeeding months and the payment of Debt Service due in each such month with respect to all Outstanding Senior Bonds which do not constitute Variable Rate Debt (assuming the receipt of revenues and the payment of Debt Service on the first day of the month), discounted (on the basis of a 360-day year consisting of twelve 30-day months, and semi-annual compounding) using a discount rate equal to the Projected Interest Rate.

"Variable Rate Debt Exposure" means the difference, if any, of (1) the actual aggregate Outstanding principal amount of Variable Rate Debt, less (2) the sum of (a) the balance in the Principal Account in the Redemption Fund allocable to Variable Rate Debt, plus (b) the balance of the Rate Stabilization Fund established under the Program Resolution.

Funds and Accounts

The Program Resolution establishes the following Funds and Accounts:

- Proceeds Fund (and within it a Capitalized Interest Account, an Issuance and Administrative Account, and a Claims Account).
- Revenue Fund.
- Rebate Fund.
- Redemption Fund (and within it an Interest Account and a Principal Account).
- Reserve Fund.
- Rate Stabilization Fund.
- Junior Subordinate Redemption Fund (and within it a Junior Subordinate Principal Account).
- Program Fund (and within it a Program Expense Account).

Proceeds Fund

Upon the delivery of any series of Bonds, the Trustee will credit to the Proceeds Fund the amount specified in the resolution authorizing the Bonds. The amounts, if any, so designated in the resolution will be credited to the Capitalized Interest Account and the Issuance and Administrative Account, respectively, and the remainder will be credited to the Claims Account.

Moneys in the Capitalized Interest Account will be applied only for the payment of interest on the Senior Bonds. Moneys in the Issuance and Administrative Account will be applied to the payment of costs of issuance of the Bonds and administrative expenses. Moneys in the Claims Account will be applied to costs of the petroleum storage remedial action program.

Revenue Fund

The Trustee will credit all Petroleum Inspection Fees received from the Department of Revenue to the Revenue Fund. On each Revenue Payment Date, the Trustee will transfer the money so credited, as follows:

- *First,* to the Rebate Fund.
- *Second,* to the Interest Account for the payment of interest on Senior Bonds or Senior Other Obligations payable therefrom.

- *Third,* to the Principal Account for the payment of principal of Senior Bonds or the payment of Senior Other Obligations payable therefrom.
- *Fourth,* to the Reserve Fund, if necessary to increase the balance to the Reserve Fund Requirement.
- *Fifth*, to the Rate Stabilization Fund, if directed by the State.
- *Sixth,* to the Junior Subordinate Principal Account within the Junior Subordinate Redemption Fund for the payment of principal of Junior Subordinate Bonds or the payment of Other Obligations payable therefrom.
- *Seventh*, to the Program Fund. If the Commission creates Funds and Accounts for Subordinate Bonds or Subordinate Other Obligations, it may apply money to Funds and Accounts established for those obligations before applying the money to the Program Fund.

The Program Resolution permits the issuance of Subordinate Bonds, which would have a pledge of Petroleum Inspection Fees that is subordinate to the pledge provided the Senior Bonds yet senior to the pledge provided the Junior Subordinate Bonds. If Subordinate Bonds are issued, a Subordinate Redemption Fund will be created.

Rebate Fund

The State will periodically determine, for each issue of Bonds, the arbitrage rebate liability under federal tax law. The State may specify an amount that should be held in the Rebate Account for arbitrage rebate payments. Any amount not required for arbitrage rebate payments will be transferred to the Interest Account.

If the Trustee is furnished with a written opinion of Bond Counsel to the effect that amounts held in the Rebate Fund are not needed to make arbitrage rebate payments, those amounts will be transferred to the Interest Account.

Redemption Fund

The Redemption Fund will be used only for the payment when due of principal of, and premium, if any, and interest on, the Senior Bonds and Senior Other Obligations.

Interest Account

The Trustee will credit to the Interest Account any premium or accrued interest paid as part of the purchase price for a series of Senior Bonds. The Trustee will also deposit in the Interest Account:

- The portion of the sale proceeds from the State's borrowings to be used to pay interest on the Senior Bonds (unless those proceeds are deposited into an Escrow Account).
- All Counterparty Swap Payments.
- All investment earnings from money in the Redemption Fund (unless they are required to be in an Escrow Account), the Reserve Fund, the Rate Stabilization Fund, and the Junior Subordinate Redemption Fund.
- Amounts transferred, at the State's direction, from the Rate Stabilization Fund.
- Amounts transferred from the Rebate Fund.
- Other amounts required to be transferred thereto from the Funds and Accounts.

The Trustee will make periodic deposits to the credit of the Interest Account, at least 30 days before payment is due, of amounts determined or estimated to aggregate the full amount of each installment of interest which falls due upon Outstanding Senior Bonds on each regularly scheduled Interest Payment Date, and the reimbursement to all Credit Facility Providers for payments of interest on the Senior Bonds pursuant to Credit Enhancement Facilities.

If money in the Interest Account is insufficient when needed to pay the accrued interest due on the Senior Bonds, all State Swap Payments, and all reimbursements and fees payable to a Credit Facility Provider, or any portion of the purchase price of Senior Bonds to be purchased attributable to accrued interest, the Trustee will immediately deposit to the credit of the Interest Account an amount equal to such deficiency. Each deposit required to pay the foregoing amounts shall be made by transfer from the following Funds and Accounts, in the following order of priority: the Capitalized Interest Account, the Revenue Fund, the Rate Stabilization Fund, the Reserve Fund, and the Principal Account.

If money in the Interest Account is insufficient when needed to pay amounts payable therefrom, the money shall be applied, *pro rata,* among such obligations based upon such amounts then owing to Beneficiaries and to be paid from the Interest Account.

Principal Account

With respect to each series of Senior Bonds, the Trustee will deposit to the credit of the Principal Account:

- The portion of the sale proceeds from the State's borrowings to be used to pay principal of the Senior Bonds on a Principal Payment Date (unless those proceeds are deposited into an Escrow Account).
- Amounts transferred, at the State's direction, from the Rate Stabilization Fund or the Program Fund.
- Amounts required to be transferred thereto from the Revenue Fund, the Rate Stabilization Fund, and the Reserve Fund.

To provide for the payment of each installment of principal which falls due upon Senior Serial Bonds (other than certain Bond Anticipation Notes) at the stated maturity thereof or Senior Term Bonds on a Sinking Fund Payment Date therefor, the Trustee will make periodic deposits, to aggregate the full amount of such installment at least 30 days before such payment is due. To provide for the payment of the redemption price of Senior Bonds to be redeemed on any other Redemption Date, the Trustee shall make deposits, as directed by a Supplemental Resolution or the State, to aggregate the full amount of such redemption price at least five days before such redemption price is due.

Money in the Principal Account will be applied to the payment of Senior Bonds on a Principal Payment Date or for the payment of reimbursements for amounts paid under a Senior Credit Enhancement Facility to pay principal of and premium, if any, on Senior Bonds, to such payment when due.

Each deposit required to be made to the credit of the Principal Account shall be made by transfer from the following Funds and Accounts, in the following order of priority: the Revenue Fund, the Rate Stabilization Fund, and the Reserve Fund.

When the balance in the Principal Account is not sufficient to pay all amounts payable therefrom on such date, the amounts in the account will be applied in the following order of priority: *first,* to the Interest Account; and *second,* to the payment of Senior Bonds at their stated maturity or on a Redemption Date or the reimbursement of such payments made by a Senior Credit Facility Provider, *pro rata,* among such obligations based upon such amounts then owing to Beneficiaries.

Money in the Principal Account may also be applied to the purchase of Senior Bonds if no deficiencies exist at such time in the Interest Account, the Principal Account, or the Rebate Fund. Any such purchase will be limited to those Senior Bonds whose stated maturity or Sinking Fund Payment Date is the next succeeding Principal Payment Date.

Reserve Fund

From the proceeds of any series of Bonds or, at the option of the State, from any other available moneys under the Program Resolution, the Trustee will credit to the Reserve Fund the amount, if any, specified in a Supplemental Resolution providing for the issuance of a series of Bonds, such that upon issuance of such Senior Bonds, the balance in the Reserve Fund shall not be less than the Reserve Fund Requirement. There is no Reserve Fund Requirement at this time.

If on any Revenue Payment Date the balance in the Reserve Fund is less than the Reserve Fund Requirement, the Trustee will transfer an amount equal to the deficiency from the Revenue Fund (to the extent not required for credit to the Rebate Fund or the Redemption Fund).

Money in the Reserve Fund will be applied solely for the payment when due of principal of and interest on the Senior Bonds and amounts owing under Senior Other Obligations. It will be so applied by transfer to the Redemption Fund, if the amounts therein and available in the Revenue Fund, the Capitalized Interest Account, and the Rate Stabilization Fund are insufficient to meet the amount required for deposit to the credit of the Redemption Fund at such time. Amounts in the Reserve Fund shall be applied, *first,* to the payment of interest on the Senior Bonds and the payment of Senior Other Obligations payable from the Interest Account, and *second,* to the payment of principal of the Senior Bonds and the payment of Senior Other Obligations payable from the Principal Account. On the stated maturity date or any Redemption Date of any Senior Bonds, amounts in the Reserve Fund shall, upon State Direction, be applied to the payment at maturity or redemption of all Outstanding Senior Bonds of a series, to the extent that such application, and payment of all deposits to be made to the credit of the Rebate Fund required by the Program Resolution upon such redemption, will not reduce the balance of the Reserve Fund below the Reserve Fund Requirement (calculated as though the Senior Bonds to be retired on such stated maturity date or Redemption Date were not Outstanding as of the date of such calculation). At any time when the aggregate of the amounts in the Redemption Fund, the Capitalized Interest Account, the Reserve Fund, and the Rate Stabilization Fund equals an amount sufficient and available to discharge and satisfy the obligations of the State with respect to all of the Outstanding Senior Bonds and Senior Other Obligations and to make all deposits to the credit of the Rebate Fund required by the Program Resolution, all in the manner described in the Program Resolution, such amounts shall, upon State Direction, be so applied. If on any Revenue Payment Date the balance in the Reserve Fund exceeds the Reserve Fund Requirement, such excess shall, upon State Direction, be transferred to the Rate Stabilization Fund or the Program Fund.

Rate Stabilization Fund

The Trustee will credit to the Rate Stabilization Fund such amounts as the State directs, from the Revenue Fund, from the Reserve Fund, or from the Program Fund.

On any date on which the balance in the Redemption Fund (after transfers thereto from the Revenue Fund and the Capitalized Interest Account) is not sufficient to pay all amounts payable therefrom on such date, the Trustee will transfer money in the Rate Stabilization Fund, as follows:

- *First,* to the Interest Account for the payment of interest on Senior Bonds or Other Senior Obligations payable therefrom; and

- *Second,* to the Principal Account for the payment of the principal of Senior Bonds or the payment of Other Senior Obligations payable therefrom.

In addition, the Trustee shall transfer from the Rate Stabilization Fund to the Interest Account or the Principal Account such amounts as the State directs.

Junior Subordinate Redemption Fund

The Trustee, or another Fiduciary if directed by a Supplemental Resolution, shall deposit to the credit of the Junior Subordinate Principal Account that portion of the proceeds from the sale of the State's bonds, notes, or other evidences of indebtedness, if any, to be used to pay principal of the Junior Subordinate Bonds (such as principal on the Notes) on a Principal Payment Date (unless those proceeds are deposited into an Escrow Account) or other funds provided by the State.

To provide for the payment of each installment of principal which falls due upon such series of Junior Subordinate Bonds prior to the due date, the Trustee shall make deposits from the Revenue Fund only as directed by a Supplemental Resolution or State Certificate.

The Notes Supplemental Resolution provides that deposits of Petroleum Inspection Fees into the Junior Subordinate Principal Account are required to be made if there is a default by the State in the payment of principal on any Note on its Extended Maturity Date. The Trustee is required from that time forward to make transfers from the Revenue Fund to the Junior Subordinate Principal Account to aggregate the full amount due to Holders of the Note. The amount of these transfers are limited to the amount of Petroleum Inspection Fees deposited into the Revenue Fund and not transferred to Funds and Accounts that are senior to that of the Junior Subordinate Principal Account. Prior to any default by the State, discretionary deposits of Petroleum Inspection Fees may be made at any time into the Junior Subordinate Principal Account. These deposits may be applied to reduce the outstanding principal balance of the Notes while they are outstanding.

The moneys in the Junior Subordinate Principal Account required for the payment of Junior Subordinate Bonds on the maturity date (after taking into account any authorized extension of maturity or any acceleration of maturity) shall be transferred to the Paying Agent for such series of Junior Subordinate Bonds and applied by the Paying Agent to such payment when due without further authorization or direction.

When the balance in the Junior Subordinate Principal Account is not sufficient to pay all amounts payable therefrom on such date, the Trustee shall make periodic deposits from the Revenue Fund, prior to making any deposits to the Program Fund, to aggregate the full amount due on such maturity date from such date to the date of payment, *pro rata,* among such obligations based upon such amounts then owing to Holders of the Junior Subordinate Bonds.

The Program Resolution may be amended to establish Funds and Accounts that are senior in priority to the Junior Subordinate Principal Account.

Program Fund

Any amount in the Revenue Fund that is not required to be transferred to the Rebate Fund, the Redemption Fund, the Reserve Fund, the Rate Stabilization Fund, or any Fund created with respect to a Subordinate class of Bonds or Other Obligations will be transferred to the Program Fund.

Amounts that the State designates will be deposited in the Program Expense Account and will be disbursed for costs of the program of Bond issuance. Money in the Program Fund may be transferred to the Redemption Fund or the Junior Subordinate Redemption Fund, transferred to the Rate Stabilization Fund, or used for the purchase of Bonds. Money in the Program Fund may also be applied to any purpose permitted by law.

Investments

Money in any Fund or Account may be invested in Permitted Investments that mature or are redeemable at the option of the holder before the money is needed for the purpose for which it is held.

Pledge and Security Interest

The Commission has pledged the Petroleum Inspection Fees to the payment of the Bonds and Other Obligations. The Wisconsin Statutes create a security interest, for the benefit of the Holders of the Bonds and the Other Beneficiaries, in the Revenue Fund, the Redemption Fund, the Junior Subordinate Redemption Fund, the Reserve Fund, and the Rate Stabilization Fund.

Nonimpairment

The Program Resolution and each Supplemental Resolution will constitute a contract with the Holders of the Bonds and the other Beneficiaries. The State pledges and agrees with the Holders of the Bonds and the Other Beneficiaries that the State will not limit or alter its powers to fulfill the terms of any agreements made with the Holders of the Bonds and the Other Beneficiaries or in any way impair the rights and remedies of the Holders of the Bonds or the Other Beneficiaries until the Bonds, together with interest and all costs and expenses in connection with any action or proceeding by or on behalf of the Holders of the Bonds are fully met and discharged and the Other Obligations are fully discharged or provided for.

Rating

The State covenants that it will, at all times Bonds are Outstanding, request at least one nationally recognized securities rating agency to maintain a rating on the Bonds.

Termination

If the State pays the principal, premium, if any, and interest payable upon any Bond, the Bond will no longer be entitled to any benefit under the Program Resolution. If all Bonds and Other Obligations are paid and all expenses of the Fiduciaries have been paid, or are deemed to be paid, the pledge of the Petroleum Inspection Fees and the security interest in the Funds and Accounts will cease.

Any Outstanding Bond will be deemed to be paid when there shall have been deposited (in an Escrow Account) either moneys in an amount which, or Federal Securities, the principal of and the interest on which when due, and without any reinvestment thereof, will provide money sufficient to pay when due the principal of and premium, if any, and interest due and to become due on the Bond at or prior to the stated maturity thereof.

Events of Default

If any of the following events occur, it constitutes an Event of Default:

- Default in the due and punctual payment of any interest on any Bond of the most senior class then Outstanding.
- Default in the due and punctual payment of the principal of, or premium, if any, on, any Bond of the most senior class then Outstanding, whether at the stated maturity or a redemption date.
- Default by the State in its obligation to purchase any Bond of the most senior class then Outstanding (or Beneficial Ownership Interests in such a Bond) on a Tender Date.

- Default in the due and punctual payment of any amount owed by the State to any Other Beneficiary under a Swap Agreement or Credit Enhancement Facility.
- Default in the performance of any of the State's obligations to transmit money to be credited to the Revenue Fund, the Rebate Fund, or the redemption fund established for the payment of Bonds of the most senior class then Outstanding as required by the Program Resolution and such default shall have continued for a period of 30 days.
- Default in the performance or observance of any other of the covenants, agreements, or conditions on the part of the State contained in the Program Resolution, or in the Senior Bonds, and such default shall have continued for a period of 30 days after written notice; *provided* that, except with respect to the State's arbitrage rebate covenants, if the default is such that it can be corrected, but not within such 30 days, it shall not constitute an Event of Default if corrective action is instituted by the State within such 30 days and is diligently pursued until the default is corrected.

Acceleration

Whenever any Event of Default has occurred and is continuing, the Trustee may, and upon the written request of the Acting Beneficiaries Upon Default (and for this purpose the specified percentage shall be 25% of the aggregate Principal Amount of Outstanding Bonds of the pertinent class), the Trustee shall, by notice in writing delivered to the State, declare the principal of and interest accrued on all Bonds then Outstanding due and payable.

Before a judgment or decree for payment of the money due has been obtained by the Trustee, the Acting Beneficiaries Upon Default may rescind and annul such declaration and its consequences if there has been paid to or deposited with the Trustee by or for the account of the State, or provision satisfactory to the Trustee has been made for the payment of, a sum sufficient to pay:

- All overdue installments of interest on all Bonds of the most senior class Outstanding.
- The principal of (and premium, if any, on) any Bonds of the most senior class Outstanding which have become due otherwise than by such declaration of acceleration, together with interest thereon at the rate or rates borne by such Bonds.
- To the extent that payment of such interest is lawful, interest upon overdue installments of interest on the Bonds of the most senior class Outstanding at the rate or rates borne by such Bonds.
- All Other Obligations on a parity with Bonds of the most senior class Outstanding which have become due other than as a direct result of such declaration of acceleration.
- All other sums required to be paid to satisfy the State's obligations to transmit money to be credited to the Revenue Fund, the Rebate Fund and the redemption fund established for payment of Bonds of the most senior class Outstanding as required by the Program Resolution.
- All sums paid or advanced by the Trustee or any other Fiduciary under the Program Resolution and the reasonable compensation, expenses, disbursements, and advances of the Trustee or other Fiduciaries, their agents, and their counsel.

Similarly, before a judgment or decree for payment of the money due has been obtained by the Trustee, the Acting Beneficiaries Upon Default may rescind and annul such declaration and its consequences if all Events of Default, other than the non-payment of the principal of Bonds of the most senior class Outstanding or Other Obligations on a parity with Bonds of the most senior class Outstanding which have become due solely by, or as a direct result of, such declaration of acceleration, have been cured or waived.

No rescission and annulment will affect any subsequent default or impair any right consequent thereon.

Other Remedies; Rights of Beneficiaries

If an Event of Default has occurred and is continuing, the Trustee may bring legal proceedings to collect money due or to enforce the covenants made by the State.

If an Event of Default has occurred and is continuing, and if it is requested so to do by the Acting Beneficiaries Upon Default (and for this purpose the specified percentage shall be a majority of the aggregate Principal Amount of Outstanding Bonds) or any Other Beneficiary and is indemnified, the Trustee will be obliged to exercise such of the rights and powers as the Trustee, being advised by its counsel, deems most expedient in the interests of the Beneficiaries.

If a default occurs under a Swap Agreement or a Credit Enhancement Facility, the Other Beneficiary may exercise such remedies as are provided therein.

Remedies are not exclusive, and delay in acting is not a waiver.

Application of Moneys

All moneys received by the Trustee pursuant to any right given or action taken will, after payment of the cost and expenses of the proceedings resulting in the collection of such moneys and of the expenses, liabilities, and advances incurred or made by the Trustee with respect thereto, be applied as follows (except that money received with respect to Credit Enhancement Facilities shall be applied only to the purposes for which such Credit Enhancement Facilities were provided, and shall be so applied prior to the application of other money):

(A) In every case, the Trustee shall apply the amounts to each class in order of priority, namely, Senior Bonds and Senior Other Obligations shall be paid in full before any payment shall be made with respect to Junior Subordinate Bonds and Junior Subordinate Other Obligations.

(B) Unless the principal of all the Outstanding Bonds of a particular class shall have become or shall have been declared due and payable, all such money will be applied to the payment to the Beneficiaries of all installments of principal and interest then due on the Bonds and all Other Obligations, and if the amount available is not sufficient to pay all such amounts in full, then to the payment ratably, in proportion to the amounts due, without regard to due date, to the Holders and to each Other Beneficiary, without any discrimination or preference (being applied first to interest and then to principal).

(C) If the principal of all Outstanding Bonds of a particular class shall have become due or shall have been declared due and payable and such declaration has not been annulled and rescinded, all such moneys will be applied to the payment to the Beneficiaries of the principal and interest then due and unpaid upon the Bonds and all Other Obligations, 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 Beneficiary over any Other Beneficiary, ratably, according to the amounts due, to the Persons entitled thereto without any discrimination or preference.

(D) If the principal of all the Outstanding Bonds of a particular class shall have been declared due and payable and if such declaration shall thereafter have been rescinded and annulled, then (subject to the provisions of paragraph (C) above, in the event that the principal of all the Outstanding Bonds shall later become or be declared due and payable) the money held by the Trustee hereunder will be applied in accordance with the provisions of paragraph (B) above.

Whenever money is to be applied by the Trustee as described above, the money will be applied by it when the Trustee determines, having due regard to the amount of such money available and the likelihood of additional money becoming available in the future. Whenever the Trustee shall apply such funds, it shall fix the date upon which such application is to be made and upon such date interest on the amounts of principal to be paid shall cease to accrue. The Trustee shall give such notice as it may deem appropriate of the deposits with it of any such moneys and of the fixing of any such date, and shall not be required to make payment to the Holder of any unpaid Bond until such Bond shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

Limitation on Suits by Beneficiaries

Except as may be permitted in a Supplemental Resolution with respect to an Other Beneficiary, no Holder of any Bond or Other Beneficiary shall have any right to institute any suit, action, or proceeding in equity or at law for the enforcement of the Program Resolution or for the execution of any trust or for the appointment of a receiver or any other remedy unless all of the following conditions apply:

- An Event of Default shall have occurred and be continuing.
- The Acting Beneficiaries Upon Default (and for this purpose the specified percentage shall be 25% of the aggregate Principal Amount of Outstanding Bonds) shall have made written request to the Trustee.
- Such Beneficiary or Beneficiaries shall have offered to the Trustee indemnity.
- The Trustee shall have thereafter failed for a period of 60 days after the receipt of the request and indemnification or refused to exercise the powers granted under the Program Resolution or to institute such action, suit, or proceeding in its own name.
- No direction inconsistent with such written request shall have been given to the Trustee during such 60-day period by such Acting Beneficiaries Upon Default.

No one or more Holders of the Bonds or any Other Beneficiary shall have any right in any manner whatsoever to affect, disturb, or prejudice the security interest created in the Revenue Fund, the Redemption Fund, the Rate Stabilization Fund, the Reserve Fund, and the Junior Subordinate Redemption Fund or to enforce any right except in the manner provided in the Program Resolution. All proceedings at law or in equity shall be instituted, had and maintained in the manner provided in the Program Resolution and for the benefit of the Holders of all Outstanding Senior Bonds and Other Beneficiaries under the Program Resolution as their interests may appear thereunder. The Acting Beneficiaries Upon Default may institute any suit, action, or proceeding permitted under the Program Resolution in their own names for the benefit of the Holders of all Outstanding Senior Bonds and Other Beneficiaries thereunder.

Supplemental Resolutions Without Beneficiary Consent

The Commission may, without the consent of or notice to the Beneficiaries, adopt Supplemental Resolutions as follows:

- To cure any formal defect, omission, inconsistency, or ambiguity in the Program Resolution; *provided,* that no such action shall adversely affect the interests of the Beneficiaries who have not consented thereto.

- To add other covenants or agreements, or to surrender any right or power reserved or conferred upon the State, and which shall not adversely affect the interests of the Beneficiaries who have not consented thereto.
- To issue a particular series of Senior Bonds or enter into a Swap Agreement or obtain a Credit Enhancement Facility and, in connection therewith, to establish provisions for making deposits to the Redemption Fund to provide for the payment of any Senior Bonds, or Other Obligations and to establish assumptions for computing the Debt Service obligations with respect thereto.
- To cause the Program Resolution to comply with the requirements of the Trust Indenture Act of 1939.
- To provide for the removal of a Fiduciary or the Securities Depository, or the appointment of an additional or successor Fiduciary or a successor Securities Depository.
- To make any change in the Program Resolution required by any Rating Agency in order to maintain the current, or restore the previous, rating by such Rating Agency on the Bonds, and which shall not adversely affect the interests of the Beneficiaries who have not consented thereto.
- To provide for the creation of Funds or Accounts, to which amounts in the Revenue Fund may be credited on any Revenue Payment Date prior to transfer of such amounts to the Junior Subordinate Redemption Fund, but only after all transfers therefrom to the Rebate Fund, the Redemption Fund, the Reserve Fund, the Rate Stabilization Fund, or the creation of one or more subordinate classes of Bonds payable solely from Funds and Accounts created under that or another Supplemental Resolution; *provided,* that no such subordinate class of Bonds or Other Obligations may be senior in any respect to any previously created class of Senior Bonds or Other Obligations any of which are then Outstanding, except to the extent specifically authorized or permitted by the Supplemental Resolution authorizing such previously created class or except to the extent consented to by each Beneficiary who would be adversely affected thereby.
- To modify, alter, amend, or supplement the Program Resolution in any other respect which is not materially adverse to the Beneficiaries who have not consented thereto or which is permitted for Bonds of one or more particular series, as provided in the Supplemental Resolution for Bonds of those series and affects only (1) the Holders of such Bonds and (2) any other Beneficiaries who have consented thereto.
- To modify, alter, amend, or supplement the Program Resolution in any other respect so long as each Rating Agency shall have confirmed that no outstanding ratings on any of the Outstanding Bonds will be reduced or withdrawn as a result of such modification, alteration, amendment, or supplement, as evidenced by written confirmations thereof delivered from each Rating Agency.

In connection with the adoption of any Supplemental Resolution without consent of the Holders of the Bonds, the Trustee must be given an opinion of Bond Counsel to the effect that such Supplemental Resolution is authorized or permitted by the Program Resolution and the Revenue Obligations Act, complies with their respective terms, will be valid and binding upon the State in accordance with its terms, and will not adversely affect the exclusion of the interest payable on the Bonds from gross income of the Holders of the Bonds for federal income tax purposes pursuant to the Code.

Supplemental Resolutions With Beneficiary Consent

The Commission may, with the prior written consent of the Holders of a majority of the principal amount of each class of Bonds Outstanding affected by such Supplemental Resolution, and with the prior written consent of the Other Beneficiaries, adopt a Supplemental Resolution to modify, alter, amend, or supplement the Program Resolution in any respect. No Supplemental Resolution, however, may permit any of the following:

- An extension of the stated maturity or reduction in the principal amount of, a reduction in the rate or extension of the time for paying interest on, a reduction of any premium payable on the redemption of, a reduction in the purchase price payable on a Tender Date for, or a reduction in the amount or extension of the time for any principal payment required for any sinking fund or otherwise applicable to, any of the Bonds without the consent of the Holders of all the Bonds and Other Beneficiaries which would be affected by the action to be taken.
- The creation of any security interest prior to or on a parity with the security interest in the Funds and Accounts for the benefit of the Holders of the Bonds and the Other Beneficiaries without the consent of the Holders of all the Bonds Outstanding and the Other Beneficiaries which would be adversely affected by such creation.
- A reduction in the aggregate principal amount of Bonds the Holders of which are required to consent, or the elimination of a requirement that any Other Beneficiary consent, to any Supplemental Resolution without the consent of the Holders of all Bonds at the time Outstanding, and any Other Beneficiary which would be affected by the action to be taken.
- A modification of the rights, duties, or immunities of the Trustee or any Fiduciary without the written consent of the Trustee or Fiduciary.
- The creation of a privilege or priority of any Obligation of one class over any other Obligation of the same class, or of any other class except as provided in the Program Resolution, or the surrender of a privilege or a priority granted by the Program Resolution, to the detriment of another Beneficiary.

DEFINITIONS OF CERTAIN TERMS

The following definitions apply to capitalized terms used in this part of the Annual Report.

"2004 Series A Bonds" means the $45,000,000 State of Wisconsin Petroleum Inspection Fee Revenue Bonds, 2004 Series A, issued on February 4, 2004.

"2004 Series 1 Bonds" means the $95,470,000 State of Wisconsin Petroleum Inspection Fee Revenue Refunding Bonds, 2004 Series 1, issued on May 20, 2004.

"Account" means any of the accounts in the Funds.

"Acting Beneficiaries Upon Default" means:

- for purposes of the provisions of the Program Resolution concerning acceleration of maturity, the Holders of not less than the specified percentage of the aggregate Principal Amount of Senior Bonds Outstanding if Senior Bonds are Outstanding and otherwise the Holders of not less than the specified percentage of the most senior class of Bonds Outstanding, and
- for all other purposes under the Program Resolution, any Senior Other Beneficiary or the Holders of not less than the specified percentage of the aggregate Principal Amount of Senior Bonds Outstanding if Senior Bonds or Senior Other Obligations are Outstanding and otherwise the Holders of not less than the specified percentage of Bonds of the most senior class of any Bonds or Other Obligations of which are Outstanding and any Other Beneficiary of such class.

"Authorized Commission Representative" means any person at the time designated to act on behalf of the State by written certificate furnished to the Trustee containing the specimen signature of such person and signed on behalf of the State by the Capital Finance Director, and also includes the Capital Finance Director.

"Authorized Department Representative" means any person at the time designated to act on behalf of the Department by written certificate furnished to the Trustee containing the specimen signature of such person and signed on behalf of the Department by the Secretary of the Department, and also includes the Secretary.

"Beneficial Owner" means the Person in whose name a Bond is recorded as beneficial owner of such Bond by the Securities Depository, Participant, or Indirect Participant, as the case may be.

"*Beneficial Ownership Interest"* means the right to receive payments and notices with respect to Bonds which are held by the Securities Depository under a Book-Entry System and for which the Securities Depository does not act on behalf of the Beneficial Owner in connection with the optional or mandatory tender of Bonds on a Tender Date.

"Beneficiary" means any Holder of Bonds, any Swap Counterparty, and any Credit Facility Provider.

"Bond Anticipation Notes" means obligations for the funding of which the Building Commission has authorized the issuance of Bonds in a Supplemental Resolution.

"Bond Counsel" means any Independent Counsel selected by the State and nationally recognized as an attorney or firm of attorneys whose opinions are generally accepted in the municipal bond market and who is familiar with the transactions contemplated under the Program Resolution. Unless specifically otherwise provided, any opinion of Bond Counsel required by the Program Resolution shall be in writing.

"Bonds" means revenue obligations of the State, however designated and whether Senior, Subordinate, or Junior Subordinate, that are issued pursuant to the Program Resolution and payable, in whole or in part, from the Petroleum Inspection Fees and does not include Bond Anticipation Notes that are payable solely from the proceeds of Bonds authorized in a Supplemental Resolution.

"The Bond Buyer Revenue Bond Index" means the 25-Bond Revenue Bond Index as published by *The Bond Buyer*.

"Book-Entry System" means a book-entry system established and operated for the recordation of Beneficial Owners of Bonds.

"Building Commission" or "Commission" means the State of Wisconsin Building Commission.

"Business Day" or *"business day"* means, with respect to any series of Bonds, a day on which (a) banks located in the city in which the Principal Office of any Fiduciary with responsibilities for that series of Bonds is located are not required or authorized by law or executive order to close for business, and (b) the New York Stock Exchange is not closed; *provided,* that a Supplemental Resolution may provide for a different meaning with respect to Bonds of any series issued pursuant thereto.

"Capitalized Interest Account" means the Capitalized Interest Account created within the Proceeds Fund.

"Claims Account" means the Claims Account created within the Proceeds Fund.

"Code" means the Internal Revenue Code of 1986, as amended. Each reference to a section of the Code herein shall be deemed to include the United States Treasury Regulations in effect or proposed from time to time with respect thereto and applicable to the Bonds or the use of the proceeds thereof.

"Counterparty Swap Payment" means a payment due to or received by the State from a Swap Counterparty pursuant to a Swap Agreement (including, but not limited to, payments in respect of any early termination of such Swap Agreement) and amounts received by the State under any related Swap Counterparty Guaranty.

"Credit Enhancement Facility" means, if and to the extent provided for in a Supplemental Resolution, with respect to Bonds of one or more series, (1) an insurance policy insuring, or a letter of credit, surety bond, or other guaranty providing a direct or indirect source of funds for, the payment of principal of and interest on such Bonds (but not necessarily principal due upon acceleration of maturity) or (2) a letter of credit, standby purchase agreement, or similar instrument, providing for the purchase of such Bonds (or the Beneficial Ownership Interests therein) on a Tender Date, and in either case, all agreements entered into by the State or the Trustee and the Credit Facility Provider with respect thereto.

"Credit Facility Provider" means any Person or Persons engaged by the State pursuant to a Credit Enhancement Facility, to provide credit enhancement or liquidity for the payment of the principal of and interest on Bonds or the State's obligation to purchase Bonds (or the Beneficial Ownership Interests therein) on a Tender Date.

"Debt Service" means the aggregate principal payments (whether at stated maturity or pursuant to sinking fund redemption requirements), interest payments and other payments of the State on all Outstanding Bonds and Other Obligations for any Fiscal Year (including any State Swap Payments, less any Counterparty Swap Payments unless the Swap Counterparty is in default with respect to its payment obligations under the related Swap Agreement, and including any fees with respect to Credit Enhancement Facilities); *provided,* however, that for purposes of calculating such amount:

- Any Variable Rate Bonds shall, for any future period for which the actual interest rate is not known on the date of determination (that is, on the date on which Debt Service is being calculated), be assumed to bear interest at the Projected Interest Rate.
- All Outstanding Bond Anticipation Notes shall be assumed to be funded at or before the stated maturity thereof, and all Bond Anticipation Notes which have been authorized by a Supplemental Resolution but not yet issued shall be assumed to be issued and immediately funded on the date of determination, in each case by the issuance of Senior Refunding Bonds in the full amount authorized with respect to such Bond Anticipation Notes, bearing interest at the Projected Interest Rate, and maturing according to such amortization schedule as the State may determine; *provided* that the final maturity must not be later than 20 years from the original issuance of the Bond Anticipation Notes.
- Amounts of principal or interest due on a particular date shall be excluded from the determination of Debt Service to the extent that such amounts are payable from amounts deposited in trust, escrowed, or otherwise set aside for the payment thereof with the Trustee or another Person approved by the State or the Trustee (including, without limitation, amounts in an Escrow Account established in the Redemption Fund or amounts in the Capitalized Interest Account of the Proceeds Fund).
- State Swap Payments, Counterparty Swap Payments, and payments with respect to Credit Enhancement Facilities shall be determined based upon such assumptions as may

be set forth in the Supplemental Resolution authorizing the related Swap Agreement or the Credit Enhancement Facility, as the case may be, or in a State Certificate provided to the Trustee with respect to such Swap Agreement or Credit Enhancement Facility.

- For purposes of applying the additional bonds test in connection with the issuance of Refunding Bonds, the proceeds of such Refunding Bonds shall be assumed to have been applied on their issuance date for the purposes provided in the Supplemental Resolution authorizing such Refunding Bonds.
- Except to the extent provided in a Supplemental Resolution to provide for a subordinate class of Bonds or other obligations with respect to the determination of Debt Service for purposes of limitations relating to Subordinate or Junior Subordinate Bonds or Subordinate or Junior Subordinate Other Obligations, debt service payments with respect to Subordinate or Junior Subordinate Bonds and Subordinate or Junior Subordinate Other Obligations shall not be taken into account.

"Debt Service Coverage Ratio" means the ratio of Projected Annual Revenues to Maximum Annual Debt Service.

"Department" or *"Department of Commerce"* means the State of Wisconsin Department of Commerce.

"Escrow Account" means a separate and distinct Account created within the Redemption Fund or the Junior Subordinate Redemption Fund in connection with the defeasance of any Bonds.

"EMCP" or *"Notes"* means, collectively, the State of Wisconsin Petroleum Inspection Fee Revenue Extendible Municipal Commercial Paper of all series issued pursuant to the Notes Supplemental Resolution.

"*Event of Default*" means one of the events described as such in the Program Resolution.

"Extended Maturity Date" means, for each Bond designated as EMCP, the date that is 270 days after the original issue date.

"Federal Securities" means noncallable, direct obligations of the United States of America.

"Fiduciary" means each of the Trustee, and any co-trustee, Registrar, Issuing Agent, Paying Agent, or other fiscal agent and includes any agent designated by or on behalf of the Building Commission or a Fiduciary to perform the functions of a Fiduciary. One entity may perform multiple Fiduciary functions, and multiple entities may perform a particular Fiduciary function.

"Fiscal Year" means the annual period beginning on July 1 of each year and ending on June 30 of the following year.

"Fund" means any of the funds created by the Program Resolution.

"Holder" means the registered owner of any Bond (which shall be the Securities Depository Nominee so long as a Book-Entry System is being used), as shown on the registration books of the State maintained by the Registrar, except that to the extent and for the purposes provided in a Supplemental Resolution for a series of Bonds (including, without limitation, for purposes of the definition of "Acting Beneficiaries Upon Default"), a Credit Facility Provider that has delivered a Credit Enhancement Facility with respect to such series of Bonds may instead be treated as the Holder of the Bonds of such series.

"Independent Counsel" means an Independent Person duly admitted to practice law before the highest court of any state of the United States of America or the highest court of the District of Columbia, or with respect to opinions relating to the law of a country other than the United

States of America, an Independent Person duly admitted to the practice of law in such country. Unless specifically otherwise provided, any opinion of Independent Counsel required by the Program Resolution shall be in writing.

"Independent Person" means a Person designated by the State and not an employee of the State.

"Indirect Participant" means a broker-dealer, bank, or other financial institution for which the Securities Depository holds Bonds as a securities depository through a Participant.

"Interest Account" means the Interest Account created within the Redemption Fund.

"Interest Payment Date" means any date on which interest is due on any Bond pursuant to the Program Resolution.

"Interest Subaccount" means the Interest Subaccount of the Interest Account of the Redemption Fund, created by the Notes Supplemental Resolution and held by the Issuing and Paying Agent.

"Issuance and Administrative Account" means the Issuance and Administrative Account created within the Proceeds Fund.

"Issuing Agent" means the entity designated by or on behalf of the Building Commission to perform such duties as may be required of the Issuing Agent under the Program Resolution or any Supplemental Resolution.

"Issuing and Paying Agent" means, for purposes of Bonds issued as EMCP, the issuing and paying agent for EMCP as appointed by the Notes Supplemental Resolution.

"Junior Subordinate" means, (1) when used with respect to a Bond, a Bond of a series designated as such pursuant to the Supplemental Resolution pursuant to which such series of Bonds is issued, (2) when used with respect to a Credit Enhancement Facility, a Credit Enhancement Facility designated as such pursuant to the Supplemental Resolution pursuant to which such Credit Enhancement Facility is obtained by the State, and (3) when used with respect to a Swap Agreement, a Swap Agreement designated as such pursuant to the Supplemental Resolution pursuant to which such Swap Agreement is obtained by the State.

"Junior Subordinate Principal Account" means the Junior Subordinate Principal Account created within the Junior Subordinate Redemption Fund.

"Junior Subordinate Redemption Fund" means the Junior Subordinate Redemption Fund created under the Program Resolution.

"Master Bond" means one or more Bonds registered in the name of the Securities Depository Nominee, which shall cover all maturities of Bonds identified in the records of the State as being so covered.

"Maximum Annual Debt Service" means, as of the date of determination, the maximum annual Debt Service, as computed for the then current or any future Fiscal Year.

"Note Redemption Accounts" means the Interest Subaccount and the Junior Subordinate Principal Account.

"Notes" or *"EMCP"* means, collectively, the State of Wisconsin Petroleum Inspection Fee Revenue Extendible Municipal Commercial Paper of all series issued pursuant to the Notes Supplemental Resolution.

"Notes Supplemental Resolution" means 2000 State of Wisconsin Building Commission Resolution 6, adopted on May 2, 2000.

"Original Maturity Date" means, for each Bond designated as EMCP, the date that is from 1 to 180 days from the original issue date, specified as such in the confirmation sent to the Holder of the EMCP.

"Other Beneficiary" shall mean a Person who is a Beneficiary of an Other Obligation.

"Other Obligation" shall mean the State's obligations to pay any amounts under any Swap Agreements and any Credit Enhancement Facilities.

"Outstanding" means, (1) when used in reference to the Bonds as at any given date, all Bonds which have been duly authenticated and delivered by the Registrar or Issuing Agent under the Program Resolution *except*:

- Bonds which have been canceled by the Registrar at or before such date or which have been delivered to the Registrar at or before such date for cancellation;
- Bonds deemed to be paid because their payment has been provided for;
- Bonds in lieu of which other Bonds have been authenticated;
- Bonds not surrendered for payment when due (unless the State shall default in the payment thereof); and
- Bonds which are otherwise not treated as Outstanding pursuant to the terms of the Supplemental Resolution providing for their issuance; and

(2) when used with respect to Other Obligations, means any Other Obligations, which have become, or may in the future become, due and payable and which have not been paid or otherwise satisfied.

"Participant" means a broker-dealer, bank, or other financial institution for which the Securities Depository holds Bonds as a securities depository.

"Paying Agent" means an agent of the State designated by or on behalf of the Building Commission to process payments to Holders of the Bonds.

"PECFA Program" means the Petroleum Environmental Cleanup Fund Award Program, which is a petroleum storage remediation program provided for in the Wisconsin Statutes.

"Permitted Investments" means any of the following:

- Direct obligations of the United States and of agencies of and corporations wholly owned by the United States, and direct obligations of federal land banks, federal home loan banks, central bank for cooperatives and banks for cooperatives, international bank for reconstruction and development, the international finance corporation, inter-American development bank, African development bank and Asian development bank, in each case maturing within one year or less from the date of investment;
- Commercial paper maturing within one year or less from the date of investment and rated prime by the national credit office, if the issuing corporation has one or more long-term senior debt issues outstanding, each of which has one of the three highest ratings issued by Moody's Investors Service, Inc., Standard & Poor's Ratings Services, or Fitch, Inc.;
- Certificates of deposit maturing within one year or less from the date of investment, issued by banks, credit unions, savings banks, or savings and loan associations located in the United States and having capital and surplus of at least $40,000,000; and

- Any other investment permitted by law, so long as each Rating Agency shall have confirmed that no outstanding ratings on any of the Outstanding Unenhanced Bonds will be reduced or withdrawn as a result of such investment, as evidenced by written confirmations thereof delivered from each Rating Agency, or if no Unenhanced Bonds are then Outstanding, but Other Obligations are Outstanding, the Beneficiaries holding such Other Obligations consent to such investment, as evidenced in writing to the Trustee by each such Beneficiary.

"Person" means any natural person, firm, association, corporation, company, trust, partnership, public body, or other entity.

"Petroleum Inspection Fees" means the fees imposed under Section 168.12 (l), Wisconsin Statutes, the payments under Section 101.143 (4) (h) lm., Wisconsin Statutes, the payments under Section 101.143 (5) (a), Wisconsin Statutes, and the net recoveries under Section 101.143 (5) (c), Wisconsin Statutes.

"Petroleum Inspection Fund" means the separate nonlapsible trust fund created under Section 25.47, Wisconsin Statutes, which includes all the funds and accounts created under the Program Resolution and a separate fund held in the state treasury.

"Principal Account" means the Principal Account created within the Redemption Fund.

"Principal Amount" when used with respect to a Bond, shall mean the then outstanding principal amount of such Bond; *provided,* that to the extent provided in the Supplemental Resolution for Bonds of such series that pay interest less frequently than semiannually, accrued interest or amortized original issue discount with respect to such Bond shall be treated as principal, and to the extent provided in the Supplemental Resolution for Bonds of such series that bear no interest, only the purchase price plus amortized original issue discount shall be treated as principal.

"Principal Office" means, with respect to any Fiduciary, the office which may be designated as such, from time to time, by the Fiduciary in writing to the State and (in the case of any Fiduciary which is not the Trustee) to the Trustee.

"Principal Payment Date" means the stated maturity date of principal of any Serial Bond, the Sinking Fund Payment Date for any Term Bond, and any other Redemption Date for any Bond.

"Proceeds Fund" means the Proceeds Fund created under the Program Resolution.

"Program Expense Account" means the Program Expense Account created within the Program Fund.

"Program Fund" means the Program Fund created under the Program Resolution.

"Program Resolution" means the Program Resolution for State of Wisconsin Petroleum Inspection Fee Revenue Obligations, as adopted by the Building Commission on January 19, 2000, as amended and restated on May 2, 2000, and further amended by a resolution adopted by the Building Commission on July 30, 2003, together with any and all Supplemental Resolutions.

"Projected Annual Revenues" means the largest amount of Petroleum Inspection Fees collected in any twelve consecutive months during the eighteen most recent months for which such information is available; *provided,* that if, as a result of legislation enacted prior to the time of determination, the rate of the Petroleum Inspection Fee for any future month will be higher or lower than the rate of Petroleum Inspection Fee in effect for any corresponding prior month, *"Projected Annual Revenues"* shall be adjusted to take such change into account.

"Projected Interest Rate" means the sum of the Bond Buyer Revenue Bond Index, as most recently compiled and published in *The Bond Buyer* as of the date of determination, plus 3% per annum, or if such index is no longer published, *"Projected Interest Rate"* shall mean an interest rate determined in such alternate manner as the State may establish by State Certificate or Supplemental Resolution; *provided,* that each Rating Agency shall have confirmed that no outstanding ratings on any of the Outstanding Unenhanced Bonds will be reduced or withdrawn as a result of the use of such alternate manner of determination, as evidenced by written confirmations thereof delivered from each Rating Agency, or if no Unenhanced Bonds are then Outstanding, but Other Obligations are Outstanding, the Beneficiaries holding such Other Obligations consent to the use of such alternate manner of determination, as evidenced in writing by each such Beneficiary.

"Rate Stabilization Fund" means the Rate Stabilization Fund created under the Program Resolution.

"Rating Agency" means, at any time, any nationally recognized securities rating agency that is then maintaining a rating on the Bonds at the request of the State. *"Rating Agency"* includes the successors and assigns of such agency.

"Rebate Fund" means the Rebate Fund created under the Program Resolution.

"Redemption Date" means the date fixed for redemption of any Bond pursuant to the Program Resolution.

"Redemption Fund" means the Redemption Fund created under the Program Resolution.

"Refunding Bonds" means Bonds issued or to be issued to provide for the payment of principal of (and, to the extent provided by the Supplemental Resolution authorizing the issuance thereof, premium, if any, and interest on) Bonds previously issued under this Resolution or to fund Bond Anticipation Notes.

"Registrar" means the Secretary of Administration or an agent of the State designated by or on behalf of the Secretary of Administration to maintain the registration books for the Bonds.

"Reserve Fund" means the Reserve Fund created under the Program Resolution.

"Reserve Fund Requirement" means, at any time, an amount equal to the greatest amount established as such in any Supplemental Resolution, which may be expressed as a percentage of Outstanding Bonds, as a stated dollar amount, or in any other manner. In calculating the Reserve Fund Requirement, all Bonds to be redeemed or defeased by a series of Refunding Bonds shall be deemed not Outstanding as of the date of calculation.

"Revenue Fund" means the Revenue Fund created under the Program Resolution.

"Revenue Obligations Act" means Subchapter II of Chapter 18, Wisconsin Statutes.

"Revenue Payment Date" shall mean each Business Day on which Petroleum Revenue Fees are received by the Trustee.

"Securities Depository" means the securities depository and any substitute for or successor to such securities depository that shall, at the request of the Building Commission, maintain a Book-Entry System with respect to the Bonds.

"Securities Depository Nominee" means the Securities Depository or the nominee of the Securities Depository in whose name the Bonds are registered during the continuation with such Securities Depository of participation in its Book-Entry System.

"Senior" means (1) when used with respect to a Bond, a Bond of a series designated (or deemed to have been designated) as such pursuant to the Supplemental Resolution pursuant to which such series of Bonds is issued, (2) when used with respect to a Credit Enhancement Facility, a Credit Enhancement Facility designated (or deemed to have been designated) as such pursuant to the Supplemental Resolution pursuant to which such Credit Enhancement Facility is obtained by the State, and (3) when used with respect to a Swap Agreement, a Swap Agreement designated (or deemed to have been designated) as such pursuant to the Supplemental Resolution pursuant to which such Swap Agreement is obtained by the State.

"Serial Bonds" means all Bonds other than Term Bonds.

"Sinking Fund Payment Date" means the date on which any Term Bond is to be called for redemption pursuant to the sinking fund requirements of the Supplemental Resolution providing for the issuance thereof or, if not redeemed, the stated maturity date thereof.

"State" means the State of Wisconsin.

"State Certificate" means a certificate signed by an Authorized Commission Representative and delivered to the Trustee or, if required by the context in which such term is used, to any other Fiduciary.

"State Direction" means a direction to the Trustee or, if required by the context in which such term is used, to any other Fiduciary and signed by an Authorized Commission Representative.

"State Swap Payment" shall mean a payment due to a Swap Counterparty from the State pursuant to the applicable Swap Agreement (including, but not limited to, payments in respect of any early termination of such Swap Agreement).

"Subordinate" means, after the adoption of a Supplemental Resolution to provide for the creation of a subordinate class of Bonds or Other Obligations that is subordinate to Senior Bonds and prior to Junior Subordinate Bonds, (1) when used with respect to a Bond, a Bond of a series designated as such pursuant to the Supplemental Resolution pursuant to which such series of Bonds is issued, (2) when used with respect to a Credit Enhancement Facility, a Credit Enhancement Facility designated as such pursuant to the Supplemental Resolution pursuant to which such Credit Enhancement Facility is obtained by the State, and (3) when used with respect to a Swap Agreement, a Swap Agreement designated as such pursuant to the Supplemental Resolution pursuant to which such Swap Agreement is obtained by the State.

"Supplemental Resolution" means a resolution adopted by the Building Commission to supplement or amend the Program Resolution.

"Swap Agreement" means an interest rate exchange agreement or other interest rate hedge agreement between the State and a Swap Counterparty, as originally executed and as amended or supplemented, for the purpose of (1) converting, in whole or in part, (a) the State's fixed interest rate liability on all or a portion of any Bonds to a variable interest rate liability, (b) the State's variable interest rate liability on all or a portion of any Bonds to a fixed interest rate liability, or (c) the State's variable interest rate liability on all or a portion of any Bonds to a different variable interest rate liability, or (2) providing a maximum or minimum with respect to the State's variable interest rate liability on all or a portion of any Bonds.

"Swap Counterparty" means any Person with whom the State shall, from time to time, enter into a Swap Agreement.

"Swap Counterparty Guaranty" means a guaranty in favor of the State given in connection with the execution and delivery of a Swap Agreement under the Program Resolution.

"Tender Date" means, with respect to any Bond or Beneficial Ownership Interest, a date on which such Bond or Beneficial Ownership Interest is required to be tendered for purchase by or on behalf of the State, or has been tendered for purchase by or on behalf of the State pursuant to a right given the Holder or Beneficial Owner of such Bond, in accordance with the provisions in the Supplemental Resolution providing for the issuance thereof.

"Term Bonds" means Bonds that are subject to mandatory redemption on Sinking Fund Payment Dates according to a schedule provided in or pursuant to the Supplemental Resolution providing for the issuance of such Bonds.

"Trustee" means the entity designated by or on behalf of the Building Commission to have custody of the Funds and Accounts and to perform such other duties as may be required of the Trustee under the Program Resolution or any Supplemental Resolution. The Building Commission has designated The Bank of New York to serve as Trustee.

"Unenhanced Bond" means a Bond the payment of the principal of and interest on which is not provided for or secured by a Credit Enhancement Facility.

"Variable Rate Bonds" means Bonds whose interest rate is not fixed for the entire remaining term of such Bonds, but varies on a periodic basis as specified in the Supplemental Resolution providing for the issuance thereof.

"Variable Rate Debt" means (1) all Senior Variable Rate Bonds and Senior Bond Anticipation Notes, and (2) includes any Principal Amount of Bonds with respect to the which the State shall have entered into Senior Swap Agreements that have the effect of shifting the State's fixed rate liability to a variable rate liability.

"Variable Rate Debt Exposure" means the difference, if any, of (1) the actual aggregate Outstanding Principal Amount of Variable Rate Debt, less (2) the sum of the balance in the Principal Account allocable to Variable Rate Debt plus the balance of the Rate Stabilization Fund.

APPENDIX A

AUDITED FINANCIAL STATEMENTS

This appendix sets forth the auditor's report and audited financial statement for the Petroleum Inspection Fee Revenue Obligations Program for the years ended June 30, 2006 and June 30, 2005.

{This page number is the last sequential page number of the Annual Report to be used in this Part VII of the Annual Report. The following uses page numbers from the auditor's report and financial statements. The sequential page numbers for the Annual Report continue in Part VIII.}

Report 06-14
December 2006

An Audit

Petroleum Inspection Fee Revenue Obligations Program

LEGISLATIVE AUDIT BUREAU

The Bureau is a nonpartisan legislative service agency responsible for conducting financial and program evaluation audits of state agencies. The Bureau's purpose is to provide assurance to the Legislature that financial transactions and management decisions are made effectively, efficiently, and in compliance with state law and that state agencies carry out the policies of the Legislature and the Governor. Audit Bureau reports typically contain reviews of financial transactions, analyses of agency performance or public policy issues, conclusions regarding the causes of problems found, and recommendations for improvement.

Reports are submitted to the Joint Legislative Audit Committee and made available to other committees of the Legislature and to the public. The Audit Committee may arrange public hearings on the issues identified in a report and may introduce legislation in response to the audit recommendations. However, the findings, conclusions, and recommendations in the report are those of the Legislative Audit Bureau. For more information, write the Bureau at 22 E. Mifflin Street, Suite 500, Madison, WI 53703, call (608) 266-2818, or send e-mail to leg.audit.info@legis.wisconsin.gov. Electronic copies of current reports are available on line at www.legis.wisconsin.gov/lab.

State Auditor - Janice Mueller

Audit Prepared by

Bryan Naab, Director and Contact Person
Erin Scharlau

CONTENTS

STATE OF WISCONSIN
Legislative Audit Bureau

22 E. Mifflin St., Ste. 500
Madison, Wisconsin 53703
(608) 266-2818
Fax (608) 267-0410
Leg.Audit.Info@legis.state.wi.us

Janice Mueller
State Auditor

December 5, 2006

Senator Carol A. Roessler and
Representative Suzanne Jeskewitz, Co-chairpersons
Joint Legislative Audit Committee
State Capitol
Madison, Wisconsin 53702

Dear Senator Roessler and Representative Jeskewitz:

At the request of the departments of Commerce and Administration, and in accordance with s. 13.94(1s), Wis. Stats., we have completed a financial audit of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program for the fiscal years ending June 30, 2006, and June 30, 2005. We express our unqualified audit opinion on the Statement of Changes in Program Assets and related notes.

Since the program began in 2000, the State has issued $387.6 million in revenue obligations, such as bonds and commercial paper, to provide financing for payment of claims under the Wisconsin Petroleum Environmental Cleanup Fund Award (PECFA) program. These revenue obligations are not general obligation debt of the State. Instead, they are to be repaid primarily from the fee collected by the Department of Revenue from suppliers of petroleum products sold in Wisconsin. This fee, which is established in s. 168.12(1), Wis. Stats., was reduced from $0.03 per gallon to $0.02 per gallon effective April 1, 2006, as provided for in 2005 Wisconsin Acts 25 and 85.

Petroleum inspection fees are initially credited to the Transportation Fund. They are then transferred by the Department of Revenue to the trustee of the Petroleum Inspection Fee Revenue Obligations Program. After satisfying debt service requirements, the trustee transfers any remaining fees back to the State for deposit to the Petroleum Inspection Fund. We found that the Department of Revenue erroneously transferred amounts in excess of actual petroleum inspection fee collections to the trustee. As a result, the Petroleum Inspection Fund was incorrectly credited for amounts that should have remained in the Transportation Fund. An estimate to correct for this error has already been included in the State's Annual Fiscal Report for 2005-06, published by the Department of Administration in October 2006. In a separate audit communication, we include recommendations for the Department of Revenue to calculate actual excess transfers and make necessary adjustments to the State's central accounting records.

We appreciate the courtesy and cooperation extended to us during the audit by staff of the departments of Commerce, Administration, and Revenue.

Respectfully submitted,

Janice Mueller

Janice Mueller
State Auditor

JM/BN/ss

Audit Opinion ▪

Independent Auditor's Report on the Statement of Changes in Program Assets of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program

We have audited the accompanying Statement of Changes in Program Assets of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program for the years ended June 30, 2006, and June 30, 2005. This financial statement is the responsibility of the program's management. Our responsibility is to express an opinion on the 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. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 1, the Statement of Changes in Program Assets presents only the Petroleum Inspection Fee Revenue Obligations Program and does not purport to, and does not, present fairly the financial position of the State of Wisconsin and the changes in its financial position and its cash flows, where applicable, in conformity with accounting principles generally accepted in the United States of America.

As described in Note 2, the program's policy is to prepare its financial statement on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

In our opinion, the Statement of Changes in Program Assets presents fairly, in all material respects, the Petroleum Inspection Fee Revenue Obligations Program's assets as of June 30, 2006, and June 30, 2005, and the program's receipts and disbursements for the fiscal years then ended, on the cash basis of accounting.

Our audits were conducted for the purpose of forming an opinion on the Statement of Changes in Program Assets of the Petroleum Inspection Fee Revenue Obligations Program. The supplementary information included as Management's Discussion and Analysis on pages 5 through 9 is presented for purposes of additional analysis and is not a required part of the financial statement. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

In accordance with *Government Auditing Standards*, we have also issued a report dated November 28, 2006, 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 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* and should be considered in assessing the results of our audits.

LEGISLATIVE AUDIT BUREAU

November 28, 2006 by Bryan Naab

Bryan Naab
Audit Director

Management's Discussion and Analysis ■

Prepared by Management of the Petroleum Inspection Fee Revenue Obligations Program

Management's Discussion and Analysis (MD&A) is intended to provide users of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program's Statement of Changes in Program Assets with a narrative overview of the statement, as well as an analysis of some key data presented in the statement. The MD&A should be read in conjunction with the accompanying financial statement and notes. The financial statement, notes, and this discussion are the responsibility of the program's management.

Overview of the Statement of Changes in Program Assets

The Statement of Changes in Program Assets of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program is intended to show the changes in the program's assets for fiscal years (FYs) 2005-06 and 2004-05. Accounting for the program is done outside the State of Wisconsin's central accounting system.

The Statement of Changes in Program Assets presents the program's receipts and disbursements on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. Under the cash basis of accounting, receipts are recorded when received and disbursements are recorded when paid. Both the financial position and the activity of the program are presented on the cash basis of accounting to provide a meaningful presentation to bondholders and extendible municipal commercial paper noteholders regarding resources available to pay debt service. The notes to the financial statement provide additional information that is essential for a full understanding of the data provided in the financial statement.

Noteworthy Financial Activity

The program originated in January 2000 pursuant to a State of Wisconsin Building Commission program resolution adopted on January 19, 2000, amended and restated on May 2, 2000, and further amended on July 30, 2003. The purpose of the program is to provide financing for the payment of claims under the State of Wisconsin Petroleum Environmental Cleanup Fund Award (PECFA) program, which is administered by the Wisconsin Department of Commerce and accounted for in the Petroleum Inspection Fund. The Building Commission may from time to time adopt supplemental resolutions authorizing the issuance of revenue obligations and revenue refunding obligations.

The program resolution establishes special trust funds and accounts and fiduciary responsibilities that are to be undertaken by a trustee for the benefit of the bondholders, extendible municipal commercial paper noteholders, and holders of any other obligations that may be issued. The Bank of New York has been appointed as the trustee for the revenue obligations. The trustee is responsible for maintaining the trust funds in accordance with the program resolution.

As shown in Table A, the program's assets as of June 30, 2004, June 30, 2005, and June 30, 2006, were $27.6 million, $26.6 million, and $66.1 million, respectively. Program assets are classified as reserved for debt service or unreserved.

Table A

Program Assets

	June 30, 2004	June 30, 2005	Percentage Change, 2004 to 2005	June 30, 2006	Percentage Change, 2005 to 2006
Program Assets Reserved for Debt Service:					
Demand deposits	$19,034,145	$26,444,512	38.9%	$55,949,997	111.6%
Investments	4,104,816	128,400	(96.9)	10,126,184	7,786.4
Total	23,138,961	26,572,912	14.8	66,076,181	148.7
Unreserved Program Assets:					
Demand deposits	4,503,281	6,093	(99.9)	3,428	(43.7)
Total Program Assets, June 30	$27,642,242	$26,579,005	(3.8)	$66,079,609	148.6

Program assets reserved for debt service are available to pay principal and interest of revenue obligations. Reserved funds may be invested in direct obligations of the United States or held in demand deposit accounts. The amount held in reserve as of June 30, 2005, increased by 14.8 percent from the amount held as of June 30, 2004, primarily because of an increase in debt service requirements. Program assets held in reserve as of June 30, 2006, increased 148.7 percent over the amount held as of June 30, 2005, primarily due to the transfers of funds from the State to the trustee to provide for the early redemption of revenue obligations after June 30, 2006, as discussed later.

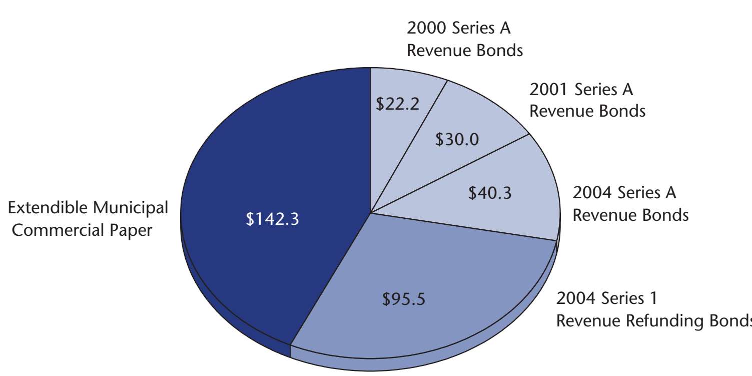
The program's revenue obligations are issued pursuant to Subchapter II of Chapter 18, Wis. Stats.; s. 101.143(9m), Wis. Stats.; and the program resolution and supplemental resolutions adopted by the State of Wisconsin Building Commission. The revenue obligations are payable from, and primarily secured by, petroleum inspection fees, as received by the trustee, that suppliers are charged on petroleum products received for sale in Wisconsin. The revenue obligations are not general obligations of the State of Wisconsin.

During FYs 2005-06 and 2004-05, no additional bonds or extendible municipal commercial paper were issued. As of June 30, 2006, a total of $387.6 million of revenue obligations had been issued under the program resolution and the supplemental resolutions to pay PECFA claims, to pay issuance or administrative expenses, to make deposits to reserve funds, or to pay accrued or capitalized interest.

A portion of the revenue bonds issued has already been repaid, and as of June 30, 2006, the total revenue obligations outstanding were $330.3 million, consisting of $92.5 million of revenue bonds, $95.5 million of revenue refunding bonds, and $142.3 million of extendible municipal commercial paper. Figure A displays the obligations outstanding as of June 30, 2006, by type (revenue bond or commercial paper) and series.

Figure A

Petroleum Inspection Fee Revenue Obligations Outstanding as of June 30, 2006
(In Millions)



As of June 30, 2005, revenue obligations outstanding totaled $348.5 million, consisting of $110.7 million of revenue bonds, $95.5 million of revenue refunding bonds, and $142.3 million of extendible municipal commercial paper.

On December 16, 2005, the State transferred approximately $30.1 million from the Petroleum Inspection Fund to the trustee. Those funds were invested to provide for the payment on July 1, 2006, of principal, interest, and any redemption premium on the early redemption of $15.0 million of 2001 Series A Petroleum Inspection Fee Revenue Bonds with a maturity date of July 1, 2007, and $15.0 million of 2001 Series A Petroleum Inspection Fee Revenue Bonds with a maturity date of July 1, 2008. In addition, on June 22, 2006, the State transferred $8.0 million from the Petroleum Inspection Fund to the trustee. Those funds were invested to provide for the payment on August 1, 2006, of principal, interest, and any redemption premium on the early redemption of $7.9 million of 2000 Series A Petroleum Inspection Fee Revenue Bonds, maturing on July 1, 2012. Consequently, $37.9 million in bonds will be redeemed during FY 2006-07 in addition to the already required debt service payments.

The debt service coverage ratio, calculated as the ratio of petroleum inspection fees remitted by the State to the trustee divided by the senior debt service payments made during each fiscal year, was 3.60 in FY 2005-06 and 4.41 in FY 2004-05. The ratios were based on $114,948,709 and $115,900,632 of petroleum inspection fees remitted by the State to the trustee, and $31,933,524 and $26,290,295 of total senior debt service, respectively, in each of those years.

Petroleum inspection fees not retained by the trustee for debt service are transferred to the State by the trustee and are used up to the amount authorized by statute to pay PECFA claims, PECFA administrative costs, and other costs and transfers, including transfers to the trustee to redeem revenue obligations early. The petroleum inspection fees transferred to the State were $92.2 million in FY 2003-04, $86.4 million in FY 2004-05, and $82.7 million in FY 2005-06, as shown in Table B.

Table B

Petroleum Inspection Fees

	FY 2003-04	FY 2004-05	Percentage Change, FY 2003-04 to FY 2004-05	FY 2005-06	Percentage Change, FY 2004-05 to FY 2005-06
Petroleum Inspection Fees Remitted by the State to the Trustee	$116,634,054	$115,900,632	(0.6)%	$114,948,709	(0.8)%
Petroleum Inspection Fees Retained by the Trustee	24,464,311	29,547,089	20.8	32,279,060	9.2
Petroleum Inspection Fees Transferred by the Trustee to the State	$ 92,169,743	$ 86,353,543	(6.3)	$ 82,669,649	(4.3)

The petroleum inspection fees remitted to the trustee have remained relatively constant, while an increasing amount of the fees has been needed to fund debt service. As a result, the amount of fees transferred to the State declined 6.3 percent between FY 2003-04 and FY 2004-05, and 4.3 percent between FY 2004-05 and FY 2005-06.

During FY 2005-06, $24.8 million in claims was paid from petroleum inspection fees transferred to the State. This amount represents a decrease of 36.7 percent from the $39.2 million paid from the fees in FY 2004-05 and is the result of a decline in claims volume. No claims were paid from the proceeds of revenue obligations and interest and investment income during FY 2005-06, while $4.5 million was paid from these funds in FY 2004-05.

As of June 30, 2006, approved but unpaid claims totaled $0.8 million, which is $1.9 million less than at June 30, 2005. Approximately $6.2 million of claims submitted to the Department of Commerce had yet to be both reviewed and approved. The Department estimates that approximately $32.7 million of additional claims had not been submitted as of June 30, 2006, for costs that landowners had already incurred as of that date.

2005 Wisconsin Acts 25 and 85 amend s. 168.12(1), Wis. Stats., by reducing the petroleum inspection fee—which is the primary source of payment on the debt service for the petroleum inspection fee revenue obligations—from $0.03 per gallon to $0.02 per gallon effective April 1, 2006. Had a petroleum inspection fee of $0.02 per gallon been in effect for all of FY 2005-06 and FY 2004-05, the inspection fees collected for each year would have been approximately $79.2 million and $77.3 million, respectively.

On September 1, 2005, Standard and Poor's Rating Services, one of three rating agencies that have assigned ratings to the State of Wisconsin's petroleum inspection fee revenue obligations, revised its long-term rating outlook on the bonds from stable to negative. The rationale for this change was the impairment of pledged petroleum inspection fee revenues due to the reduction in the per gallon fee included in 2005 Wisconsin Act 25, resulting in reduced coverage of debt service. At that time, Standard and Poor's affirmed its "AA-" long-term rating on the petroleum inspection fee revenue bonds.

On December 19, 2005, Standard and Poor's revised its long-term outlook on the bonds from negative to stable. The rationale for this change was improvement in the projected coverage of maximum annual debt service following a transfer made by the State on December 16, 2005, which provides for the early redemption of two large bond maturities. At that time, Standard and Poor's again affirmed its "AA-" long-term rating on the petroleum inspection fee revenue bonds.

On October 5, 2006, Standard and Poor's revised its long-term rating on the bonds from "AA-" to "AA," in part because fuel sales were relatively stable even during periods of high fuel prices. On that date, the rating on the extendible municipal commercial paper was affirmed at "A-1+."

■ ■ ■ ■

Financial Statement ■

Statement of Changes in Program Assets for the Fiscal Years Ended June 30, 2006 and 2005

	Fiscal Year 2005-06		Fiscal Year 2004-05	
Program Assets, July 1		$ 26,579,005		$ 27,642,242
RECEIPTS				
Proceeds from Sale of Revenue Obligations		0		0
Petroleum Inspection Fees Remitted by the State of Wisconsin to the Trustee	$ 114,948,709		$ 115,900,632	
Less: Petroleum Inspection Fees Transferred from the Trustee to the State of Wisconsin Petroleum Inspection Fund (see Note 7)	(82,669,649)		(86,353,543)	
Petroleum Inspection Fees Retained by the Trustee		32,279,060		29,547,089
Interest and Investment Income		1,115,920		297,352
Transfer from Petroleum Inspection Fund		38,156,504		0
Total Receipts		**71,551,484**		**29,844,441**
TOTAL PROGRAM ASSETS AVAILABLE		**98,130,489**		**57,486,683**
DISBURSEMENTS				
Transfers of Proceeds from Sale of Revenue Obligations and Interest and Investment Income to the State of Wisconsin Petroleum Inspection Fund		0		4,470,776
Debt Service (see Note 5):				
Senior debt service–bond principal	18,205,000		12,735,000	
Senior debt service–bond interest	9,581,888		11,186,846	
Senior debt service–commercial paper interest	4,146,636		2,368,449	
Junior subordinate debt service–commercial paper principal	0		0	
Total Debt Service		31,933,524		26,290,295
Debt Issuance Costs		0		28,459
Other Costs		117,356		118,148
Total Disbursements		**32,050,880**		**30,907,678**
Program Assets Reserved for Debt Service (see Note 4)	66,076,181		26,572,912	
Unreserved Program Assets (see Note 4)	3,428		6,093	
PROGRAM ASSETS, JUNE 30		**$ 66,079,609**		**$ 26,579,005**

The accompanying notes are an integral part of this statement.

Notes to the Statement of Changes in Program Assets ■

1. Description of the Program

The State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program, which is administered jointly by the Wisconsin Department of Commerce and the Wisconsin Department of Administration, originated in January 2000, pursuant to the State of Wisconsin Building Commission Program Resolution for State of Wisconsin Petroleum Inspection Fee Revenue Obligations, adopted on January 19, 2000, and amended and restated on May 2, 2000, and further amended on July 30, 2003. The Building Commission may from time to time adopt supplemental resolutions authorizing the issuance of revenue obligations up to the aggregate amount authorized by Wisconsin Statutes and revenue refunding obligations. The purpose of the program is to provide financing for the payment of claims under the State of Wisconsin Petroleum Environmental Cleanup Fund Award (PECFA) program, which is administered by the Wisconsin Department of Commerce.

The program resolution establishes special trust funds and accounts and fiduciary responsibilities that are to be undertaken by a trustee for the benefit of the bondholders, extendible municipal commercial paper noteholders, and holders of any other obligations that may be issued. The Bank of New York has been appointed as the trustee for the revenue obligations. The trustee is responsible for maintaining the trust funds in accordance with the program resolution, which requires investments of trust fund balances to be in accordance with directives established by the program resolution. The Bank of New York is also the registrar for the revenue obligations. In addition, The Bank of New York is the issuing and paying agent for revenue bonds; U.S. Bank Trust National Association is the issuing and paying agent for extendible municipal commercial paper.

Revenue bond and extendible municipal commercial paper proceeds are held by the trustee until the Department of Commerce and the Department of Administration request the trustee to remit specific amounts to the State to pay PECFA claims.

The petroleum inspection fee revenue obligations are payable from, and primarily secured by, petroleum inspection fees that result from a fee authorized in s. 168.12(1), Wis. Stats., to be charged suppliers for petroleum products received for sale in Wisconsin. Prior to April 2006, the fee was $0.03 per gallon. However, effective April 1, 2006, it was reduced to $0.02 per gallon as required by 2005 Wisconsin Acts 25 and 85. Petroleum inspection fees are paid monthly by suppliers to the Wisconsin Department of Revenue, which subsequently forwards them to the program's trustee.

All revenues and assets of the program are restricted for the purposes provided by the program resolution under which the revenue obligations are issued. The trustee transfers fees in excess of the amount needed to meet debt service requirements and pay Petroleum Inspection Fee Revenue Obligations Program administrative costs to the State of Wisconsin Petroleum Inspection Fund. The Department of Commerce uses the transferred fees to pay PECFA claims, PECFA program administrative costs, and other costs and transfers, including transfers to the trustee to redeem revenue obligations early.

The Statement of Changes in Program Assets presents only the Petroleum Inspection Fee Revenue Obligations Program and is not intended to present fairly the financial activity of the State of Wisconsin.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Statement of Changes in Program Assets presents the Petroleum Inspection Fee Revenue Obligations Program's receipts and disbursements on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. Under the cash basis of accounting, receipts are recorded when received and disbursements are recorded when paid. The program's assets may include cash, consisting of demand deposits held by The Bank of New York and U.S. Bank Trust National Association, and investments valued at historical cost. The financial position and activity of the program is presented on the cash basis of accounting to provide a meaningful presentation to bondholders and extendible municipal commercial paper noteholders regarding resources available to pay debt service.

3. DEPOSITS AND INVESTMENTS

GASB Statement Number 40, *Deposit and Investment Risk Disclosures*, requires disclosures related to custodial credit risk and other investment risks, including credit, concentration of credit, and interest rate risks. The program's deposit and investment policies are governed by Wisconsin

Statutes and the program resolution. The program is authorized by Wisconsin Statutes and the program resolution to deposit funds with the trustee and the commercial paper issuing and paying agent. The program is also authorized by Wisconsin Statutes and the program resolution to invest funds reserved for debt service in direct obligations of the United States. In addition, the program is authorized to invest funds not reserved for debt service in direct obligations of the United States, high-quality corporate commercial paper, certificates of deposit, and other investments authorized under s. 25.17(3)(b), Wis. Stats., and permitted by the program resolution.

As of June 30, 2006, the demand deposit accounts with the trustee and the commercial paper issuing and paying agent totaled $55,953,425. As of June 30, 2005, the demand deposit accounts with the trustee and the commercial paper issuing and paying agent totaled $26,450,605. Each year, $200,000 was insured against loss by the Federal Deposit Insurance Corporation (FDIC). The remaining $55,753,425 as of June 30, 2006, and $26,250,605 as of June 30, 2005, was not insured or collateralized.

As of June 30, 2006, the program held investments, purchased for $10,126,184, consisting of U.S. Treasury Bills and Notes with a combined total face value of $10,182,000. These investments were registered and held by the program's agent in the program's name. As of June 30, 2006, these investments had a fair market value of $10,129,550. U.S. Treasury Bills in the amount of $1,686,000, to be used for scheduled debt service payments, mature on June 30, 2007. U.S. Treasury Notes in the amount of $7,972,000, to be used for the early redemption of the 2000 Series A Petroleum Inspection Fee Revenue Bonds, mature on July 31, 2006. U.S. Treasury Notes in the amount of $524,000, to be used for scheduled debt service payments, mature on December 14, 2006.

As of June 30, 2005, the program held investments purchased for $128,400 consisting of U.S. Treasury Notes with a face value of $128,000. These investments were registered and held by the program's agent in the program's name. As of June 30, 2005, the fair market value of these investments was $127,035, and they were scheduled to mature on December 31, 2005.

4. PROGRAM ASSETS

Program assets required to be held in the various interest and principal redemption accounts at the trustee and the issuing and paying agents are reported as Program Assets Reserved for Debt Service. Program assets in excess of those reserved for debt service are reported as Unreserved Program Assets. The program's unreserved assets are available for transfer to the State of Wisconsin Petroleum Inspection Fund to pay PECFA claims. In addition, the program's unreserved assets are available to pay debt issuance costs or administrative costs of the program.

As of June 30, 2006, the program's assets totaled $66,079,609. Of this amount, $66,076,181, consisting of demand deposits of $55,949,997 and investments acquired for $10,126,184, was reserved for debt service. The remaining $3,428, consisting of demand deposits, was unreserved.

As of June 30, 2005, the program's assets totaled $26,579,005. Of this amount, $26,572,912, consisting of demand deposits of $26,444,512 and investments acquired for $128,400, was reserved for debt service. The remaining $6,093, consisting of demand deposits, was unreserved.

5. REVENUE BONDS AND EXTENDIBLE MUNICIPAL COMMERCIAL PAPER

The program's revenue obligations are issued pursuant to Subchapter II of Chapter 18, Wis. Stats.; s. 101.143(9m), Wis. Stats.; and the program resolution and supplemental resolutions adopted by the State of Wisconsin Building Commission. The revenue obligations are payable from, and primarily secured by, petroleum inspection fees that suppliers are charged on petroleum products received for sale in Wisconsin (see also Note 7). The revenue obligations are not general obligations of the State.

The senior revenue bonds issued by the program and outstanding as of June 30, 2006, were as follows:

Senior Revenue Bonds

Date Issued	Series	Interest Rates	Maturity Through	First Optional Redemption Date	Amount Issued	June 30, 2006 Amount Outstanding
03/02/2000	2000 Series A	5.25 to 6.0%	7/1/2012	07/01/2005	$170,250,000	$ 22,190,000
12/18/2001	2001 Series A	5.0	7/1/2008	07/01/2006	30,000,000	30,000,000
02/04/2004	2004 Series A	3.0 to 5.0	7/1/2012	07/01/2009	45,000,000	40,290,000
05/20/2004	2004 Series 1	3.0 to 5.0	7/1/2012	07/01/2009	95,470,000	95,470,000
			Total Senior Revenue Bonds		$340,720,000	$187,950,000

The 2000 Series A Petroleum Inspection Fee Revenue Bonds maturing on or after July 1, 2006, are and have been subject to optional redemption since July 1, 2005, at prices ranging from 102 to 100 percent of the face value plus accrued interest. The 2001 Series A Petroleum Inspection fee Revenue Bonds are subject to optional redemption on or after July 1, 2006, at a price of 100 percent of the face value plus accrued interest. The 2004 Series A Petroleum Inspection Fee Revenue Bonds maturing on or after July 1, 2010, are subject to optional redemption on or after July 1, 2009, at prices ranging from 102 to 100 percent of the face value plus accrued interest. The 2004 Series 1 Petroleum Inspection Fee Revenue Refunding Bonds, maturing on or after July 1, 2010, are subject to optional redemption on or after July 1, 2009, at prices ranging from 102 to 100 percent of the face value plus accrued interest.

During the fiscal years ended June 30, the following changes occurred in revenue bonds outstanding:

Fiscal Year	Balance July 1	Bonds Issued	Principal Redeemed	Balance June 30
2004-05	$218,890,000	$0	$12,735,000	$206,155,000
2005-06	206,155,000	0	18,205,000	187,950,000

In FY 2005-06, the State announced its intention to call certain maturities for early redemption and transferred funds available in the Petroleum Inspection Fund to the trustee. $15.0 million of the 2001 Series A Petroleum Inspection Fee Revenue Bonds with a scheduled maturity date of July 1, 2007, and $15.0 million of the 2001 Series A Petroleum Inspection Fee Revenue Bonds with a scheduled maturity date of July 1, 2008, will be redeemed early on July 1, 2006. $7,885,000 of the 2000 Series A Petroleum Inspection Fee Revenue Bonds with a scheduled maturity date of July 1, 2012, will be redeemed early on August 1, 2006. The program's future debt service requirements as of June 30, 2006, for principal and interest for Petroleum Inspection Fee Revenue Bonds 2000 Series A, 2001 Series A, 2004 Series A, and 2004 Series 1 are as shown on the following table, which includes and reflects the intended optional redemptions expected to occur on July 1, 2006, and August 1, 2006.

Future Debt Service on Revenue Bonds

Fiscal Year Ending June 30	Principal Amount	Interest Amount	Total Debt Service on Bonds
2007	$ 57,660,000	$ 7,665,383	$ 65,325,383
2008	20,270,000	5,671,325	25,941,325
2009	21,280,000	4,685,825	25,965,825
2010	22,350,000	3,622,350	25,972,350
2011	23,470,000	2,506,925	25,976,925
2012	24,635,000	1,365,950	26,000,950
2013	18,285,000	390,825	18,675,825
Total	$187,950,000	$25,908,583	$213,858,583

The program may also issue extendible municipal commercial paper, which may have maturities from 1 to 180 days and is not callable prior to maturity. The principal of and interest on the extendible municipal commercial paper will be paid at maturity unless the State exercises its option to extend the maturity date to a date that is up to 270 days after the original issue date. New (rollover) extendible municipal commercial paper may be issued to pay the principal due on maturing extendible municipal commercial paper. Each note bears interest from its date of issuance, at the rate determined on the date of issuance.

Interest payments on extendible municipal commercial paper are on parity with the payments on the senior bonds. Principal on extendible municipal commercial paper has a junior subordinate pledge and is payable from proceeds of rollover notes, issuance of refunding senior bonds, certain moneys held by the trustee, or other funds made available by the State for this purpose.

The following table presents the extendible municipal commercial paper activity for FY 2005-06 and FY 2004-05.

Fiscal Year	Balance July 1	Commercial Paper Issued	Principal Repaid	Balance June 30
2004-05	$142,300,000	$0	$0	$142,300,000
2005-06	142,300,000	0	0	142,300,000

As of June 30, 2006, the $142,300,000 in outstanding extendible municipal commercial paper had interest rates ranging from 3.45 percent to 3.70 percent, and maturities ranging from July 25, 2006, to September 7, 2006. As of June 30, 2005, the $142,300,000 in outstanding extendible municipal commercial paper had interest rates ranging from 2.48 percent to 2.95 percent, and maturities ranging from July 7, 2005, to August 10, 2005.

Additional series of senior bonds may be issued on parity with the current bond series outstanding and collateralized by an equal lien on the petroleum inspection fees. However, no additional series, other than refunding bonds and bonds issued to fund outstanding extendible municipal commercial paper, may be issued unless, among other things, the debt service coverage ratio, as defined in the program resolution, is at least 2.0.

Each month that variable-rate debt, such as the extendible municipal commercial paper, is outstanding, the State is required by the program resolution to provide to the trustee a certificate setting forth the program's "variable rate takeout capacity" and "variable rate debt exposure." The "variable rate takeout capacity" measures the State's ability, given certain conservative interest rate assumptions, to convert variable-rate debt to fixed-rate debt. "Variable rate debt exposure" measures the program's outstanding variable-rate debt. This certification was required and performed each month during FY 2005-06 and FY 2004-05. Because the program's ability to convert variable-rate debt to fixed-rate debt was higher than the amount of variable-rate debt outstanding each month, as evidenced by the program's variable-rate takeout capacity, the State needed to take no further action. For June 2006, the program's variable-rate takeout capacity was calculated to be $251,025,910, which was $108,725,910 higher than the variable-rate debt exposure of $142,300,000. For June 2005, the program's variable-rate takeout capacity was calculated to be $399,880,323, which was $257,580,323 higher than the variable-rate debt exposure of $142,300,000. The decline in the program's variable-rate takeout capacity is largely due to the reduction in the per gallon petroleum inspection fee, which caused projected petroleum inspection fees used in the calculation to be lower in June 2006 than in June 2005.

6. DEBT AUTHORITY FOR THE PROGRAM

In addition to the petroleum inspection fee revenue obligations issued through June 30, 2006, Wisconsin Statutes authorize the program to issue additional revenue obligations of up to $49,076,000, plus an additional amount to pay issuance and administrative costs, make any necessary deposits to reserve funds, or pay accrued or capitalized interest. Further, the State of Wisconsin Building Commission has authorized the program to issue revenue bonds to fund any or all of the outstanding extendible municipal commercial paper and to issue up to $26,845,000 in revenue refunding bonds to refund currently outstanding bonds, plus an additional amount not to exceed $550,000 to pay issuance and administrative costs, make any necessary deposits to reserve funds, or pay accrued or capitalized interest related to revenue refunding bonds.

7. PETROLEUM INSPECTION FEES

Petroleum inspection fees result from the fees imposed under s. 168.12(1), Wis. Stats., and payments received under ss. 101.143(4)(h)1m, 101.143(5)(a), and 101.143(5)(c), Wis. Stats. Under s. 168.12(1), Wis. Stats., a $0.03 per gallon fee was imposed by the State on suppliers for petroleum products received for sale in Wisconsin. 2005 Wisconsin Acts 25 and 85 amended s. 168.12(1), Wis. Stats., by reducing the petroleum inspection fee imposed from $0.03 per gallon to $0.02 per gallon, effective April 1, 2006. The per gallon fees are paid to the State of Wisconsin Department of Revenue by suppliers along with motor fuel taxes. The Department of Revenue determines the amount collected for the per gallon fees and remits it to the program's trustee on a monthly basis. For certain months during FY 2005-06 and FY 2004-05, the Department of Revenue transferred $8.8 million to the trustee and intended to make adjustments in subsequent months when actual collections became known. Because of an oversight, the amounts of the adjustment were not precisely determined and applied during FY 2005-06. Nevertheless, management believes the amounts actually transferred are at least equal to fees collected and attributable to that fiscal year.

The other petroleum inspection fees consist of penalty payments made under s. 101.143(4)(h)1m, Wis. Stats., by consultants for submitting claims for ineligible costs; proceeds under s. 101.143(5)(a), Wis. Stats., from the sale of remedial equipment and supplies that had originally been paid for by PECFA awards; and net recoveries under s. 101.143(5)(c), Wis. Stats., related to the Wisconsin Attorney General's actions against fraudulent claims. In FY 2005-06, these other petroleum inspection fees totaled $19,705 and were made available to the trustee. These fees were not transferred to the trustee because the trustee indicated that no deficiencies existed in any of the program's accounts held by the trustee, which would require the transfer of the fees. In FY 2004-05, these other fees totaled $245,761 and were transferred to the trustee. However, because no deficiencies existed in any of the program's accounts at the time of transfer, they were immediately transferred back to the State.

The trustee transfers the petroleum inspection fees in excess of the amount needed to meet debt service requirements and to pay administrative costs of the Petroleum Inspection Fee Revenue Obligations Program to the State of Wisconsin Petroleum Inspection Fund, free of the first lien pledge of the program resolution. The Department of Commerce uses the fees transferred to the State of Wisconsin Petroleum Inspection Fund to pay PECFA claims, PECFA program administrative costs, and other costs and transfers, including transfers to the trustee to redeem revenue bonds early.

From July 1, 2004, through June 30, 2006, the following amounts of petroleum inspection fees were remitted by the Wisconsin Department of Revenue to the trustee, retained by the trustee to meet debt service requirements and pay Petroleum Inspection Fee Revenue Obligations Program administrative costs, and transferred by the trustee to the State of Wisconsin Petroleum Inspection Fund.

Month	Petroleum Inspection Fees Remitted by the State to the Trustee	Petroleum Inspection Fees Retained by the Trustee	Petroleum Inspection Fees Transferred by the Trustee to the State
July 2005	$ 9,343,515	$ 2,727,820	$ 6,615,695
August	8,800,000	2,724,327	6,075,673
September	8,810,111	2,726,328	6,083,783
October	11,462,817	2,750,663	8,712,154
November	8,800,000	2,767,327	6,032,673
December	11,889,398	2,642,327	9,247,071
January 2006	15,915,173	2,510,182	13,404,991
February	10,029,942	2,664,672	7,365,270
March	8,299,072	2,662,783	5,636,289
April	8,800,000	2,687,824	6,112,176
May	6,147,047	2,729,376	3,417,671
June	6,651,634	2,685,431	3,966,203
Total FY 2005-06	$114,948,709	$32,279,060	$82,669,649
July 2004	$ 8,800,000	$ 2,383,156	$ 6,416,844
August	11,393,340	2,382,855	9,010,485
September	8,783,390	2,444,155	6,339,235
October	8,800,000	2,456,156	6,343,844
November	13,351,929	2,511,056	10,840,873
December	8,724,095	2,455,838	6,268,257
January 2005	9,316,866	2,449,778	6,867,088
February	10,118,832	2,441,074	7,677,758
March	10,058,425	2,432,874	7,625,551
April	8,179,391	2,457,674	5,721,717
May	9,328,603	2,427,146	6,901,457
June	9,045,761	2,705,327	6,340,434
Total FY 2004-05	$115,900,632	$ 29,547,089	$86,353,543

8. DEBT SERVICE COVERAGE RATIO FOR SENIOR DEBT

There are alternative methods to calculate debt service coverage. For purposes of additional analysis, the debt service coverage ratios for senior debt for FY 2005-06 and FY 2004-05 follow. They are calculated as the ratio of petroleum inspection fees remitted to the trustee during the respective fiscal years, divided by the senior debt service payments made during each fiscal year.

Debt Service Coverage Ratio for Senior Debt

	Fiscal Year 2005-06		Fiscal Year 2004-05	
Fees Remitted to the Trustee		$114,948,709		$115,900,632
Senior Debt Service:				
Principal—bonds	$18,205,000		$12,735,000	
Interest—bonds	9,581,888		11,186,846	
Interest—commercial paper	4,146,636		2,368,449	
Total Senior Debt Service		$ 31,933,524		$ 26,290,295
Debt Service Coverage Ratio for Senior Debt		3.60		4.41

9. PECFA CLAIMS

The Petroleum Inspection Fee Revenue Obligations Program was established during FY 1999-2000, and bonds and extendible municipal commercial paper were issued to reduce a backlog that had accumulated because at that time approved PECFA claims significantly exceeded the petroleum inspection fee revenues available to pay the claims. While the backlog has been largely eliminated, PECFA claims continue to be submitted to the Department of Commerce.

The following table summarizes the activity related to PECFA claims during FY 2005-06 and FY 2004-05.

Summary of PECFA Claims
July 1, 2004 through June 30, 2006
(In Millions)

	FY 2005-06	FY 2004-05
Approved but Unpaid PECFA Claims as of July 1	$ 2.7	$ 3.9
Claims Approved for Payment During the Fiscal Year	22.9	42.5
Total Approved PECFA Claims	25.6	46.4
Less Claims Paid:		
Paid from Proceeds of Revenue Obligations and Interest and Investment Income	0.0	4.5
Paid From Petroleum Inspection Fees	24.8	39.2
Total Claims Paid During the Fiscal Year	24.8	43.7
Approved but Unpaid PECFA Claims as of June 30	$ 0.8	$ 2.7

In addition to the $0.8 million in approved claims waiting for payment as of June 30, 2006, approximately $6.2 million of claims submitted to the Department of Commerce had yet to be both reviewed and approved. The Department estimates that approximately $32.7 million of additional claims had not been submitted as of June 30, 2006, for costs that landowners had already incurred as of that date. In addition, it estimates that an additional $0.4 million in liabilities may exist related to claimants appealing the Department's determinations on previously finalized claims.

10. SUBSEQUENT EVENTS

On July 1, 2006, the State called for early redemption a total of $30.0 million of the 2001 Series A Petroleum Inspection Fee Revenue Bonds having a 5.0 percent coupon, including $15.0 million due on July 1, 2007, and $15.0 million due on July 1, 2008. On August 1, 2006, the State called for early redemption the last remaining maturity of the 2000 Series A Petroleum Inspection Fee Revenue Bonds with a face value of $7.9 million and a 5.5 percent coupon, and due July 1, 2012.

▪ ▪ ▪ ▪

Report on Control and Compliance ■

Independent Auditor's Report on Internal Control over Financial Reporting and on Compliance and Other Matters Based on Audits of the Financial Statement Performed in Accordance with Government Auditing Standards

We have audited the cash-basis Statement of Changes in Program Assets of the State of Wisconsin Petroleum Inspection Fee Revenue Obligations Program for the years ended June 30, 2006, and June 30, 2005, and have issued our report thereon dated November 28, 2006. 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.

INTERNAL CONTROL OVER FINANCIAL REPORTING

In planning and performing our audits, we considered the program's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the Statement of Changes in Program Assets and not to provide an opinion on the internal control over financial reporting. However, we noted certain matters pertaining to reports and related procedures the State used to determine the amount of petroleum inspection fees to transfer to the program's trustee during fiscal year 2005-06 that we consider to be a reportable condition. Reportable conditions involve matters coming to our attention relating to significant deficiencies in the design or operation of the internal control over financial reporting that, in our judgment, could adversely affect the program's ability to record, process, summarize, and report financial data consistent with the assertions of management in the financial statement.

The Department of Revenue collects petroleum inspection fees along with other motor fuel taxes charged suppliers of petroleum products sold in Wisconsin. These fees are initially credited to the Transportation Fund and, on a monthly basis, the Department of Revenue transfers the petroleum inspection fees to the program's trustee to meet debt service requirements. Fees in excess of those needed for debt service are subsequently transferred by the trustee to the State for deposit to the Petroleum Inspection Fund. During our fiscal year 2005-06 audit, we noted that the Department of Revenue had not taken sufficient steps to ensure the reliability of the reports summarizing the petroleum inspection fee collections and used to determine the amounts to transfer to the program's trustee. For instance, the reports for the August and November 2005 and April 2006 transfers appeared to be in error and indicated that only $2.5 million, $7.4 million, and $5.1 million, respectively, of inspection fees were collected. Those amounts are significantly less than the average monthly collections.

For these months, the Department of Revenue recognized that collections appeared to be underreported and, therefore, transferred $8.8 million to the trustee as an estimate of the actual collections. Based on additional audit procedures, we believe the amounts transferred to the trustee during fiscal year 2005-06 exceeded actual petroleum inspection fee collections. Therefore, the State met its requirement to transfer petroleum inspection fees to the trustee. However, because fees not needed for debt service are subsequently transferred to the Petroleum Inspection Fund, that fund was credited for an undetermined amount that should have remained in the Transportation Fund.

In a separate audit communication to the Department of Revenue, we include specific recommendations for corrective action, including the need for the Department to ensure the accuracy of its petroleum inspection fee collections reports, to follow established procedures to adjust subsequent transfers for petroleum inspection fees in the event an estimate is used, and to calculate any excess transfers made to the Petroleum Inspection Fund and return the excess to the Transportation Fund. The Department of Revenue agrees with the recommendations and is currently reviewing the petroleum inspection fee collections report to ensure its accuracy. We note that an estimate of the required transfer to the Transportation Fund was included in the State's Annual Fiscal Report for 2005-06.

A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the basic financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be reportable conditions and, accordingly, would not necessarily disclose all reportable conditions that are also considered to be material weaknesses. However, we do not believe that the reportable condition described above is a material weakness.

COMPLIANCE AND OTHER MATTERS

As part of obtaining reasonable assurance about whether the program's Statement of Changes in Program Assets is free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, and contracts, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This independent auditor's report is intended for the information and use of the program's management and the Wisconsin Legislature. This independent auditor's report, upon submission to the Joint Legislative Audit Committee, is a matter of public record and its distribution is not limited. However, because we do not express an opinion on internal control over financial reporting or on compliance, this report is not intended to be used by anyone other than these specified parties.

LEGISLATIVE AUDIT BUREAU

November 28, 2006 by Bryan Naab

Bryan Naab
Audit Director

PART VIII

GENERAL FUND ANNUAL APPROPRIATION BONDS

This part provides information about general fund annual appropriation bonds issued by the State of Wisconsin **(State)**.

Total Outstanding Balance (12/1/2006)	$1,794,850,000
Amount Outstanding—Taxable Fixed Rate Obligations	$ 850,000,000
Amount Outstanding—Taxable Variable Rate Obligations	$ 944,850,000[(1)]
Percentage of Outstanding Obligations in form of Taxable Variable Rate Obligations	52.64%[(1)]
Underlying Bond Ratings (Fitch/Moody's/Standard & Poor's)	A+/A1/A+
Corporate Equivalent Rating (Moody's)	Aa1

[(1)] All taxable variable rate obligations have been hedged through interest rate exchange agreements with multiple counterparties.

The State of Wisconsin Department of Administration **(DOA** or **Department of Administration**) may authorize the issuance of obligations to fund the State's unfunded accrued prior service (pension) liability and unfunded accrued liability for sick leave conversion credits. The Capital Finance Office, which is part of the Department's Division of Executive Budget and Finance, is responsible for managing the State's borrowing programs.

Taxable general fund annual appropriation bonds were issued pursuant to an Authorizing Certification of the Secretary of Administration, dated December 10, 2003, and an Indenture dated December 1, 2003 **(Indenture)**, by and between the State, acting by and through the Department of Administration, and Deutsche Bank Trust Company Americas **(Trustee).** These taxable obligations were initially issued in the form of bonds and auction rate certificates. The Trustee serves as registrar and paying agent for the bonds, and Deutsche Bank Trust Company Americas also serves as Auction Agent for the auction rate certificates **(Auction Agent).**

The Department of Administration is voluntarily making available to all interested parties the auction results for its auction rate certificates. The auction results are available at the State of Wisconsin Capital Finance Office website (www.doa.wi.gov/capitalfinance). This website is not incorporated by reference into this part of the Annual Report, and the Department of Administration is not required to continue to provide this information in the future.

The general fund appropriation bonds do not constitute debt of the State or any of its subdivisions. The State's obligation to make payments of the principal of and interest on the general fund annual appropriation bonds is not a general obligation of the State and is not supported by the full faith and credit of the State. The State's obligation to make those payments is subject to annual appropriation of the necessary funds by the Legislature.

Requests for additional information about the general fund annual appropriation bonds may be directed as follows:

Contact: Capital Finance Office
Attn: Capital Finance Director
Phone: (608) 266-2305
Mail: 101 East Wilson Street, FLR 10
P.O. Box 7864
Madison, WI 53707-7864
E-mail: DOACapitalFinanceOffice@wisconsin.gov
Web site: www.doa.wi.gov/capitalfinance

This Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in this Part VIII of the Annual Report may differ from that of terms used in another part. See "GLOSSARY" for the definition of capitalized terms used in this Part VIII of the Annual Report. Any information or resource referred to in this Annual Report is not part of this Annual Report unless expressly included by reference.

OUTSTANDING OBLIGATIONS

The following table provides data about the State's outstanding general fund annual appropriation bonds. The Series A Bonds and Series B Bonds are collectively referred to as the **Bonds**.

Table VIII-1
OUTSTANDING GENERAL FUND ANNUAL APPROPRIATION BONDS BY ISSUE
(As of December 1, 2006)

Financing	Date of Financing	Maturity	Amount of Issuance	Amount Outstanding
Taxable Fixed Rate Bonds				
2003, Series A **(Series A Bonds)**	12/18/03	2013	$ 250,000,000	$ 250,000,000
Term Bond		2018	100,000,000	100,000,000
Term Bond		2026	500,000,000	500,000,000
Total Fixed-Rate				$ 850,000,000
Taxable Variable Rate Auction Rate Certificates				
2003, Series B **(Series B Bonds)**	12/18/03	2009-32	$ 944,850,000	$ 944,850,000 [(a)]
Total General Fund Annual Appropriation Bonds				$1,794,850,000

(a) Issued in the form of nine sub-series, as summarized in the following table. All taxable variable rate obligations have been hedged through interest rate exchange agreements with multiple counterparties.

CUSIP	ISIN	Euroclear and Clearstream Common Code	Subseries	Principal Amount	Auction Date	Interest Period	Broker-Dealer(s)
977100 AD8	US977100 AD8 6	182 75287	B-1	$ 118,750,000	Tuesday	28 Days	All
977100 AE6	US977100 AE6 9	182 75341	B-2	100,000,000	Thursday	28 Days	JP Morgan Securities Inc.
977100 AF3	US977100 AF3 5	182 75392	B-3	118,700,000	Tuesday	28 Days	All
977100 AG1	US977100 AG1 8	182 75481	B-4	100,000,000	Thursday	28 Days	Bear Stearns & Co. Inc.
977100 AH9	US977100 AH9 0	182 75627	B-5	118,700,000	Tuesday	28 Days	All
977100 AJ5	US977100 AJ5 6	182 75678	B-6	100,000,000	Thursday	28 Days	UBS Financial Services, Inc.
977100 AK2	US977100 AK2 0	182 75732	B-7	118,700,000	Tuesday	28 Days	All
977100 AL0	US977100 AL0 3	182 75783	B-8	70,000,000	Wednesday	28 Days	UBS Financial Services, Inc.
977100 AM8	US977100 AM8 5	182 75813	B-9	100,000,000	Thursday	28 Days	Citigroup Global Markets, Inc.
				$ 944,850,000			

2003 FINANCING PLAN

General

The State issued the Bonds in December 2003 to provide funds for payment to the Wisconsin Retirement System (**Retirement System**) for the State's unfunded accrued prior service (pension) liability, as of January 1, 2003, and its unfunded accrued liability for sick leave conversion credits, as of October 1, 2003. The Bonds were issued pursuant to Section 16.527, Wisconsin Statutes, as amended (**Enabling Act**), an authorizing certification signed by the Secretary of Administration, and the Indenture.

Most of the proceeds from the sale of the Bonds were initially placed in the General Fund, then paid to the Retirement System. Some of the proceeds of the Bonds were deposited in the Debt Service Fund held under the Indenture and provided for payment of interest on the Bonds and administrative expenses into part of the 2006-07 fiscal year. Some of the proceeds of the Bonds were deposited in the Stabilization Fund held under the Indenture.

Payment of Unfunded Liabilities

The Enabling Act contains a legislative finding that the State, by prepaying part or all of its unfunded prior service liability and its unfunded liability for sick leave conversion credits, may reduce its costs and better ensure the timely and full payment of retirement benefits. See "STATE OBLIGATIONS; Employee Pension Funds" in Part II of this Annual Report for further information on the Retirement System. As a practical matter, the State expects that amounts that otherwise would have been expended for the annual payments of the unfunded liabilities (based on amounts that were scheduled for payments from the General Fund and other funds) will be sufficient to offset the expenditures from the General Fund necessary to pay debt service and other costs associated with the Bonds. The debt service payments are intended to replace payments the State would otherwise have to make to amortize the prior service and sick leave conversion credit liabilities.

Interest Rate Exchange Agreements

Initial Financing Plan

The State's initial financing plan included hedging part of its variable-rate exposure on the Series B Bonds through four separate, but similar, interest rate exchange agreements **(Swap Agreements)** in a total notional amount of $595,150,000. Monthly payments due under the Swap Agreements are net payments based on the interest rates exchanged—the State is paying a fixed rate of 5.47% and receiving a rate equal to the one-month LIBOR. The term of the initial Swap Agreements extends to May 1, 2032.

June 2005 Swap Agreements

In June 2005, the State hedged its remaining variable-rate exposure on the Series B Bonds through four additional Swap Agreements in a total notional amount of $349,700,000. Monthly payments due under the Swap Agreements are net payments based on the interest rates exchanged—the State is paying a fixed rate of 4.523% for $60,000,000 of the notional amount and 4.661% for $289,700,000 of the notional amount, and receiving a rate equal to the one-month LIBOR. The term of the Swap Agreements completed in June 2005 extends to May 1, 2025.

General

Payments under the Swap Agreements are payable from money held in the Debt Service Fund under the Indenture, that is, the same money that is being used to pay the principal of and premium, if any, and interest on the Bonds. Should a Swap Agreement be terminated, under certain circumstances the State may be required to pay a termination payment. The Enabling Act provides authority for the State to issue additional bonds to make this payment. Money held in the Debt Service Fund may be applied to a termination payment under a Swap Agreement only if the termination payment was due on September 1 of the year before the first fiscal year in a biennium and a budget bill has been enacted for the biennium. Correspondingly, the budget request for the first fiscal year in any biennium is expected to include an amount to provide for any termination payment that was due on September 1 of the prior year. Termination payments, however, may be payable from money held in (or permitted to be transferred to) the Subordinated Payment Obligations Fund.

Additional Bonds

The Indenture permits the issuance of Additional Bonds to refund any of the Bonds (or Additional Bonds to be issued) and to pay any cost of issuing bonds (which includes accrued or funded interest, issuance expenses, deposits to reserve funds, administrative expenses, and credit enhancement facilities), or to make payments under any Swap Agreement. The State expects to issue additional bonds under the Indenture (**Additional Bonds**) to refund all or part of the principal of the Series A Bonds coming due in 2013 and possibly under other situations.

INFORMATION ABOUT THE STATE OF WISCONSIN

Part II of the State's Continuing Disclosure Annual Report, dated December 22, 2006 **(2006 Annual Report)**, includes further information about the State of Wisconsin. This part of the 2006 Annual Report includes information on the following matters;

- The General Purpose External Financial Statements section of the audited Comprehensive Annual Financial Report for the State's fiscal year ending June 30, 2006.
- Revenues received by the State.
- Expenditures made by the State.
- Budgets.
- Selected financial data concerning the General Fund.
- Information concerning interfund borrowings.
- Pertinent information on significant pending litigation.
- Balances of outstanding State obligations.
- Statistical information on the State's economic condition, veterans housing loan program, and Retirement System.

PAYMENT FROM ANNUAL APPROPRIATIONS

The Bonds are not general obligations of the State, and the Bonds do not constitute "public debt" of the State as that term is used in the Wisconsin Constitution and in the Wisconsin Statutes. The payment of the principal of, and premium, if any, and interest on the Bonds is subject to annual appropriation; that is, payments due in any fiscal year of the State will be made only to the extent sufficient amounts are appropriated by the Legislature. The State is not legally obligated to appropriate any amounts for payment of debt service on the Bonds, and if it does not do so, it incurs no liability to the beneficial owners of the Bonds. Thus, payment of the Bonds is at the discretion of the Legislature.

The Enabling Act contains a statement to the effect that the Legislature, recognizing its moral obligation to make timely appropriations from the General Fund sufficient to pay debt service on obligations such as the Bonds, expresses its expectation and aspiration that it will do so. The Legislature's recognition of a moral obligation, however, does not create a legally enforceable obligation.

General Fund

The State has chosen a name for the Bonds that includes the words "General Fund" because the Enabling Act reflects an expectation that appropriations to pay debt service will be made from the General Fund. The budget for the 2006-07 fiscal year includes an appropriation from the General Fund for debt service on the Bonds. A budget adopted for a future year may fail to make an appropriation or may change the source of the appropriation to a fund other than the General Fund (and thus a fund with substantially less annual revenues than the General Fund).

Budget Process

Annual appropriations are made through the enactment of the State budget. Most of the budget process derives from statutory laws or custom and practice, and thus the process is subject to change.

The State budget is the legislative document that sets the level of authorized state expenditures for the two fiscal years in a biennium and the corresponding level of revenues (primarily taxes) projected to be available to finance those expenditures. A biennium begins on July 1 of each odd-numbered year and ends on June 30 of the subsequent odd-numbered year. The requirement for a state budget is linked directly to the Wisconsin Constitution, which provides that "No money shall be paid out of the treasury except in pursuance of an appropriation by law." The Wisconsin Constitution requires a balanced budget. It also requires that, if final budgetary expenses of any fiscal year exceed available revenues, then the Legislature must take actions to pay the deficiency in the succeeding fiscal year. See "BUDGETING PROCESS AND FISCAL CONTROLS" in Part II of this Annual Report for additional information on the State's budget process.

Annual Appropriations and Continuing Authority

Although the Wisconsin Statutes provide for other types of appropriations, any appropriation made to pay debt service on the Bonds as anticipated by the Enabling Act would be an annual appropriation. That is, the amount appropriated would be separately stated for each of the two fiscal years that the biennium comprises, and any unused amount would lapse at the end of the fiscal year. The State's fiscal year begins July 1, and an annual appropriation is effective on the later of that date or (in the case of the first year of a biennium) the effective date of the new biennial budget.

The failure of the Legislature to adopt a new budget before the commencement of a biennium does not result in a lack of spending authority. The Wisconsin Statutes provide that if an existing appropriation for the second year of a biennium is not amended or repealed, it continues in effect for all subsequent fiscal years. Thus, until the adoption of a new budget, or some other legislative action to amend or repeal an appropriation, an existing appropriation will provide authority for expenditures in future fiscal years. Once a newly adopted budget becomes effective, the continuing authority is terminated.

The continuing authority of existing appropriations until a new budget is adopted helps to protect against the effect of a delay in the adoption of a budget. If an amount has been appropriated for the second fiscal year in one biennium, there will be continuing authority in the same amount for the first fiscal year in the next biennium, until a new budget is enacted or some other legislative action is taken to amend or repeal the appropriation. See "PAYMENT FROM ANNUAL APPROPRIATIONS; Determination of Annual Appropriation Amount". Since 1967, the latest that a budget has been adopted is just over four months into the first fiscal year of the biennium.

Other Enabling Act Provisions

The Enabling Act also added a new subsection to the Wisconsin Statutes, which includes, in the schedule of annual appropriations, an appropriation from the General Fund to make debt service payments due in the current fiscal year on appropriation obligations (such as the Bonds) issued under the Enabling Act, to make payments under ancillary agreements, to make deposits into reserve funds, and to pay related issuance or administrative costs.

Determination of Annual Appropriation Amount

The Indenture contains several provisions regarding the budget process and the resulting appropriations. In the Indenture, the State directs officers of the Department of Administration to take actions to facilitate the appropriation for each fiscal year of a specified amount (**Annual Appropriation Amount**). The Annual Appropriation Amount equals the sum of the following amounts (except that, for the second fiscal year in a biennium, the Annual Appropriation Amount equals the sum of the following determined for such second fiscal year or the immediately succeeding fiscal year, most likely to the first year of the next biennium, whichever is greater):

- *Bonds – Principal.* The amount of principal of Bonds and Additional Bonds coming due during the fiscal year.
- *Bonds – Redemption.* The amount of principal of Bonds and Additional Bonds to be redeemed during the fiscal year, including a scheduled amount to be redeemed pursuant to optional redemption.
- *Bonds – Fixed Rate Interest.* Interest to be paid during the fiscal year on Bonds and Additional Bonds bearing interest at a fixed rate.
- *Bonds – Variable Rate Interest (Maximum Rate).* Interest that would be payable during the fiscal year on Bonds and Additional Bonds bearing interest at a variable rate, assuming they bore interest at the maximum permitted rate, which is 15%.
- *Swap Agreements.* The maximum amount of any payment obligations (other than termination payments) that would be payable during the fiscal year under Swap Agreements that provide for a variable rate or rates to be paid by the State to the counterparty, with any payment that is determined without limit as to amount to be determined at a rate that would result if the index provided in such Swap Agreement were at 15% per annum.
- *Credit Facilities.* The maximum amount of payments due during the fiscal year with respect to credit facilities, to the extent not included in the amounts described above.
- *Administrative Expenses.* Estimated administrative expenses payable from the Operating Expense Fund during the fiscal year.
- *Termination Payments.* The amount of all termination payments with respect to Swap Agreements that are unpaid as of the September 1 immediately preceding the commencement of the biennium that includes the fiscal year, plus interest to

accrue on the payments to the date on which they are reasonably expected to be made.

Table VIII-2 summarizes the calculation of the Annual Appropriation Amount for the current biennium, pursuant to the factors outlined above. Table VIII-3 includes the amounts appropriated by the Legislature in each fiscal year since the date the Bonds were issued. No Annual Appropriation Amounts were determined for the 2003-05 biennium since proceeds of the Bonds were deposited into several accounts under the Indenture to pay debt service on the Bonds and administrative costs. In addition, all interest due on the Bonds and administrative costs in the 2005-06 fiscal year was funded with these Bond proceeds and the 2006-07 fiscal year is the first year in which the State was required to certify and transfer an amount **(Deposit Amount)** to the Trustee.

Table VIII-2
Determination of Annual Appropriation Amount

Determination: 2005-07 Biennium	**Fiscal Year 2005-06**	**Fiscal Year 2006-07 (Equal to Greater Total of the Following)**	
		Fiscal Year 2006-07	**Fiscal Year 2007-08**[(a)]
Bonds[(b)] – Principal	$ 0	$ 0	$ 0
Bonds[(b)] – Redemption	0	0	0
Bonds[(b)] – Fixed Rate Interest	45,700,000	45,700,000	45,700,000
Bonds[(b)] – Variable Rate Interest (Maximum Rate)	52,455,000	52,455,000	52,455,000
Swap Agreements	89,272,500	89,272,500	89,272,500
Credit Facilities	0	0	0
Administrative Expenses	3,405,643	3,405,643	3,405,643
Termination Payments	0	0	0
Totals[(c)]	$190,833,100	$190,833,100	$190,833,100

(a) Reflects the first fiscal year of the next biennium.

(b) As of the date of this Annual Report, no Additional Bonds have been issued and no Additional Bonds are included in these calculations.

(c) Rounded down to the nearest hundred.

Table VIII-3
Amounts Appropriated by Legislature
General Fund Annual Appropriation Bonds
(Section 20.505 (1)(br), Wisconsin Statutes)

Fiscal Year	Annual Appropriation Amount	Amount Appropriated By Legislature
2004-05	$ _ 0[(a)]	$ 0[(a)]
2005-06	190,833,100	190,833,100
2006-07	190,833,100	190,833,100

[(a)] No Annual Appropriation Amounts were determined for the 2003-05 biennium since proceeds of the Bonds were deposited into several accounts under the Indenture and paid debt service on the Bonds and administrative costs.

The Indenture defines **Event of Nonappropriation** to mean an insufficiency of appropriated funds in any fiscal year to pay when due all debt service on the Bonds and Additional Bonds and payment obligations under Swap Agreements, other than termination payments under Swap Agreements that were not included in the determination for that fiscal year of the Annual Appropriation Amount (**Subordinated Swap Payment Obligations**). Upon an Event of Nonappropriation, the Secretary of Administration will promptly provide a written notice to the Trustee.

The Indenture provides that, in the event an executive budget bill, as introduced, or a budget bill adopted by either house of the Legislature fails to include the Annual Appropriation Amount, the Secretary of Administration will provide a written notice to the Governor and the presiding officer of each house of the Legislature, requesting action to ensure the satisfaction of the State's moral obligation and will promptly provide a written notice to the Trustee, stating the nature of the deficiency. Similarly, in the event a budget bill that fails to include the Annual Appropriation Amount is signed into law by the Governor, the Secretary of Administration will send a letter to the Governor and the presiding officer of each house of the Legislature seeking the introduction of a separate bill authorizing the appropriation that would be needed.

RISK FACTORS

Dependence Upon Annual Appropriations

The State's obligation to make payments of the principal of and interest on the Bonds is not a general obligation of the State and is not supported by the full faith and credit of the State. The State's obligation to make those payments is subject to annual appropriation of the necessary funds by the Legislature. No assurance is given that sufficient funds will be appropriated or otherwise available to make those payments.

The beneficial owners of Bonds could suffer a loss or fail to obtain payment on a timely basis if no appropriation were made or if an insufficient appropriation were made. This could occur either through the direct action of the Legislature or the Governor or through a failure to act. The Governor may include or exclude the annual appropriations in the executive budget bill, and similarly, the Legislature may include or exclude the annual appropriations in the budget it adopts. Moreover, even if the annual appropriations are included in the budget the Legislature adopts, the Governor has the power to veto the appropriations.

No Collateral

Other than granting a security interest in money held in funds under the Indenture, the State has not pledged any collateral or other security to support payment of the principal of or interest on the Bonds. If the State were to fail to appropriate sufficient funds for that payment, the beneficial owners of the Bonds would not have any recourse against any other property of the State.

Nature of Moral Obligation

The Legislature has recognized a moral obligation to appropriate money; however, the recognition of a moral obligation does not create a legally enforceable obligation. The Legislature's recognition of a moral obligation would provide strong but not conclusive evidence in support of a judicial determination that a payment made by the State serves a public purpose and thus should not be enjoined if a lawsuit challenged the payment as not legally required.

Legislative Decision-Making

Legislative decisions, such as making appropriations through the adoption of a budget, may be influenced by many factors. The Secretary of Administration believes that failure to make payments of the principal of, and premium, if any, and interest on, the Bonds might hinder the State's subsequent access to the capital markets; however, it should not be assumed that the Legislature would regard that possible consequence to be a compelling reason to appropriate the money needed for those payments.

The State has not previously issued obligations that are payable solely from annual appropriations, without providing collateral security. Future occurrences could adversely affect legislative support for appropriating the money needed for those payments. For example, the State issued the Bonds with the expectation that it will thereby save money, as compared to the payments it would otherwise have had to make, but may fail to realize these expectations.

Moreover, certain events could result in the need for an appropriation that is larger than originally expected. For example, the State could be required to pay a substantial termination payment upon the termination of a Swap Agreement, including a termination outside the State's control. In addition, the State intends to pay nearly all the principal of the Series B Bonds before the stated maturity date but may not be required to make those payments under certain circumstances. Similarly, the State intends to refund the principal amount of the Series A Bonds maturing in 2013 so that the principal will be repaid in smaller annual amounts over the following years. Were payment of all or a large portion of the principal of the Series B Bonds deferred until the stated maturity date, or were the Series A Bonds maturing in 2013 not so refunded, a large payment would be required.

Investment Loss

In the event a loss was incurred on appropriated funds held in funds or accounts under the Indenture, no assurance can be given that additional amounts could be withdrawn from the General Fund pursuant to the appropriation to replenish the loss. See "GLOSSARY" for a description of qualified investments.

Swap Agreements

The State has hedged all of its variable-rate exposure on the Series B Bonds through eight separate, but similar, Swap Agreements with five different counterparties. The State is subject to certain risks as the result of the Swap Agreements that it previously entered into. As of November 30, 2006, the aggregate fair market value of the Swap Agreements is negative $25.9 million. The fair market value may vary throughout the life of the Swap Agreements due to changes in fixed swap interest rates and swap market conditions.

Interest Rate Risks

Although the interest rate is synthetically fixed under the Swap Agreements, interest payments on the Series B Bonds and net swap payments will vary as interest rates vary.

Credit Risks

To the extent the aggregate fair market value of a Swap Agreement were positive, the State would be subject to credit risk of the counterparty in a like amount. Other credit risk factors on the State center on the ratings of the counterparties to the Swap Agreements. The lowest rating assigned to these counterparties is, as of November 30, 2006, Aa3 by Moody's, A+ by Standard & Poor's, and AA- by Fitch Ratings (which only assigns a rating for four of the five counterparties). Under the Swap Agreements and to mitigate the potential for credit risk, if any of the counterparties' credit quality falls below A3 by Moody's Investors Service or A- by either Standard & Poor's or Fitch Ratings, the fair market value of the interest rate exchange agreement for that respective counterparty will be fully collateralized by that counterparty. In addition, an event of termination occurs if any of the counterparties' credit quality falls below Baa2 by Moody's Investors Service or BBB by either Standard & Poor's or Fitch Ratings.

Basis Risks

The State may be subject to basis risk due to the relationship between the interest rate on the one-month LIBOR and the Series B Bonds. On November 30, 2006, the one-month LIBOR was 5.35% and the interest rate on one sub-series of the Series B Bonds was 5.27%. This variance, in essence, results in a reduction to the intended synthetic interest rate of the Swap Agreements; however, the relationship between interest rates on the one-month LIBOR and the Series B Bonds has and will vary over time.

Termination Risks

Any Swap Agreement may be terminated by the State at market, upon two business days written notice, designating to the counterparty the termination date. However, either the State or a counterparty may terminate the Swap Agreements if the other party fails to perform under the terms of the Swap Agreements, or if other various events occur. If any interest rate exchange agreement is terminated, the State would be unhedged and exposed to additional interest rate risk on a like amount of the Series B Bonds. In addition, if the interest rate exchange agreement has a negative fair market value at the time of termination, the State would incur a loss and would be required to make a settlement payment to the related counterparty. Actual termination payments, if required to be made, can be made, at the State's discretion, from the Stabilization Fund, or delayed until funds are available in the Subordinated Payment Obligations Fund or until the next biennium when appropriations can be made in the biennial budget for the termination payments. To mitigate the risk of an involuntary termination event, the State has also purchased a swap insurance policy from a financial guaranty insurance company that was rated Aaa by Moody's and AAA by Standard & Poor's and Fitch. The State's regularly scheduled net payment obligations under three of the four Swap Agreements are insured subject to the terms and conditions of the policy.

Market-Access and Rollover Risks

The Swap Agreements have a term that is equal to the respective maturities of the Series B Bonds, and therefore there is no market-access risk or rollover risk.

Additional Bonds

The Indenture does not preclude the issuance of Additional Bonds under circumstances in which the resulting debt service might exceed the amount appropriated for the biennium during which the Additional Bonds are issued. The Indenture does, however, require the State to provide the Trustee with a letter from each of at least two of the rating agencies then rating the Bonds that the issuance of the Additional Bonds would not adversely affect the ratings assigned to the Bonds by that rating agency.

SUMMARY OF THE INDENTURE

The following is a summary of certain provisions of the Indenture. The summary does not purport to be complete, and reference is made to the full text of the Indenture for a complete recital of its terms.

Funds Established by Indenture

The Indenture establishes an Appropriations Fund, an Operating Expense Fund, a Debt Service Fund, a Subordinated Payment Obligations Fund, and a Stabilization Fund.

On the first business day of each fiscal year, the State shall pay to the Trustee from appropriated funds, for deposit in the Appropriations Fund, an amount certified by the Secretary of Administration as the net amount reasonably expected to be needed during that fiscal year to pay principal of Bonds and Additional Bonds (including the scheduled amount to be redeemed by optional redemption), interest on the Bonds and Additional Bonds, and any payment obligations (other than Subordinated Swap Payment Obligations) with respect to Swap Agreements, and to pay administrative expenses. The amount of the deposit is expected to be less than the Annual Appropriation Amount.

The Indenture requires the Trustee, upon receipt of the deposit, to transfer from the Appropriations Fund an amount designated by the State (and consistent with its determination of the amount required to be deposited in that fund) to the Operating Expense Fund and then transfer the balance into the Debt Service Fund.

The Indenture requires the Trustee to apply money in the Debt Service Fund to pay:

- The unpaid interest due on the Bonds and Additional Bonds on each payment date.
- The amount due on Swap Agreements (other than Subordinated Swap Payment Obligations).
- The principal installment of Bonds and Additional Bonds due on each payment date.
- The principal due upon optional redemption of Bonds and Additional Bonds.

On any payment date on which the amount on deposit in the Debt Service Fund is insufficient, the Indenture requires the Trustee to withdraw from the Subordinated Payment Obligations Fund and transfer to the Debt Service Fund the amount needed to make up the shortfall, and thereafter (if a shortfall still exists) to withdraw from the Stabilization Fund and transfer to the Debt Service Fund the amount needed to make up the shortfall.

The State may at any time, at its option, transfer to the Trustee for deposit in the Appropriations Fund, for further distribution into any of the funds and accounts, appropriated funds in addition to the amounts specifically required by the Indenture. A portion of the proceeds from the sale of the Bonds was deposited in the Debt Service Fund and the Stabilization Fund. The State is permitted, but not required, to put additional amounts in the Stabilization Fund from time to time.

The Bonds

The sum of the aggregate principal amount of Bonds issued under the Indenture may not exceed the limit set forth in the Act.

Deposit of Bond Proceeds

Initial deposits were made from proceeds of the Bonds into the funds and accounts created under the Indenture as provided in a Closing Statement executed by an Authorized Department Representative and furnished to the Trustee. The Closing Statement specified the purchase price of the Bonds, and with respect to that amount:

(a) the amount representing Funded Interest to be deposited in the Proceeds Account within the Debt Service Fund for the Bonds; and

(b) the amount to be deposited in any other fund or account as provided in the Closing Statement.

Issuance of Additional Bonds

The State reserves the right to issue one or more Series of Additional Bonds under the Indenture from time to time, with a charge or lien equal to the charge and lien applicable with respect to the Bonds, provided that:

(a) the aggregate amount of Bonds issued may not exceed the amount authorized by the Act, and

(b) the proceeds of such Additional Bonds may be used only to pay the Payment or Payment Costs or to fund or refund Bonds issued for that purpose.

For each Series of Additional Bonds, the Department of Administration shall provide a separate Authorizing Certification authorizing a Supplemental Indenture and setting forth the aggregate principal amount of Additional Bonds authorized thereby, the manner of their sale, and the form and other terms.

Prior to the delivery by the State of any of the Additional Bonds there must be filed with the Trustee:

(a) a Supplemental Indenture executed on behalf of the State by the Department of Administration and the Trustee creating the Additional Bonds, specifying their terms and providing for the disposition of the proceeds of their sale,

(b) a copy of the Authorizing Certification executed by the Secretary of Administration or his or her designee authorizing the execution and delivery of the Supplemental Indenture and the issuance of the Additional Bonds,

(c) a request and authorization to the Trustee by the Department of Administration on behalf of the State and signed by an Authorized Department Representative requesting the Trustee to authenticate and deliver the Additional Bonds, and

(d) evidence of a Rating Confirmation.

Redemption of Bonds

If the Bonds are to be called for redemption, and if sufficient monies are on deposit with the Trustee in the Debt Service Fund on the applicable redemption date to redeem the Bonds to be redeemed and to pay any interest due thereon and premium, if any, the Trustee is authorized and directed to apply those funds to the payment of the Bonds to be redeemed. Interest on any Bonds or portions of them called for redemption stops accruing on the date the notice of redemption fixes for their redemption if:

(a) notice of their redemption has been given as provided in the Indenture, and

(b) money sufficient for their payment is on deposit with the Trustee as required by the Indenture.

Mode Conversion

The Series B Bonds are currently in the form of auction rate certificates and issued through nine sub-series. See "AUCTION RATE CERTIFICATES". The Indenture provides that any of the subseries of the Series B Bonds may be converted to another of the modes described in the Indenture, including a weekly mode, a commercial paper mode, an extendible commercial paper mode, an adjustable long made and a fixed mode, on any Interest Payment Date for such subseries. In connection with such a conversion, all Series B Bonds of such subseries will be required to be tendered for purchase on the Interest Payment Date on which such conversion will become effective. On such an Interest Payment Date, such subseries of Series B Bonds shall be purchased at a price of 100% of the principal amount of such Bonds pursuant to the Indenture. The owner of such a Bond may not elect to retain its Bond, however, if all of the conditions to such a conversion are not met, the purchase of Series B Bonds tendered for purchase will not be consummated, and the owners of the Series B Bonds will continue to own those Series B Bonds. The Indenture provides that the Series B Bonds may operate in more than one mode at the same time, provided, however, that all of the Series B Bonds of each subseries must operate in the same mode at the same time.

General Terms and Provisions of Bonds

The Bonds, Swap Payment Obligations, and Credit Facility Payment Obligations together with any interest thereon shall be special and limited obligations of the State, payable solely out of the Appropriated Funds. The Appropriated Funds consist principally of amounts that are subject to annual appropriation by the Legislature of the State. The Bonds, Swap Payment Obligations, and Credit Facility Payment Obligations are a valid claim of the Registered Owners, Swap Providers, and Credit Issuers, respectively, only against the Trust Estate and other Appropriated Funds. The Trustee agrees to hold the Trust Estate and apply the Appropriated Funds only as provided in the Indenture, except to the extent otherwise specified by law in an appropriation. The State is not generally liable on the Bonds. Neither the general credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the Bonds. The Bonds do not constitute an indebtedness of the State or any political subdivision thereof within the meaning of any constitutional or statutory debt limitation or restriction.

General Covenants

The State represents, warrants, and covenants that so long as any of the Bonds are Outstanding or any Swap Payment Obligations or any Credit Facility Payment Obligations exist, it will deposit, or cause to be paid to the Trustee for deposit in the Appropriations Fund, but solely from the Appropriated Funds, amounts sufficient to promptly pay the principal of, premium, if any, and interest on the Outstanding Bonds and the Swap Payment Obligations and Credit Facility Payment Obligations as the same become due and payable.

The State represents, warrants, and covenants that it will perform its obligations under the Indenture and pursuant to any Bonds executed, authenticated, and delivered under the Indenture and all of its proceedings relating to the issuance of the Bonds. The State further represents, warrants and covenants that it is duly authorized under the Wisconsin Constitution and laws of the State, including without limitation the Act, by and through the Department of Administration, to issue the Bonds, to execute the Indenture, and to pledge and assign the property described in the Indenture in the manner and to the extent set forth in the Indenture. The State represents that all action on the part of the State and the Department of Administration for the issuance of the Bonds and the execution and delivery of the Indenture has been effectively taken and the Bonds in the hands of the Registered Owners, the Swap Payment Obligations and Credit Facility Payment Obligations are and will be valid and enforceable obligations of the State contracted by the Department of Administration according to the terms of the Indenture, the Bonds (where applicable) and the Act.

Subject to the right of nonappropriation and the right to rescind, repeal, or amend an appropriation by the Legislature of the State, the State represents, warrants, and covenants that it will not enter into any contract or take any action impairing the rights of the Trustee, the Bondowners, any Swap Provider, or any Credit Issuer under the Indenture, the Bonds, a Swap Agreement, or any agreement relating to a Credit Facility. Subject to the right of nonappropriation and the right to rescind, repeal, or amend an appropriation by the Legislature of the State, the State will not limit or alter its powers to fulfill the terms of any agreements made with Bondowners or in any way impair the rights and remedies of Bondowners until the Bonds, together with interest and all costs and expenses in connection with any action or proceeding on behalf of the Bondowners are fully met and discharged.

Budget Process and Appropriations

The State directs the appropriate officers or directors of the Department of Administration to take all appropriate actions within their power to assure that the Annual Appropriation Amounts with respect to the Bonds, Swap Payment Obligations, and Credit Facility Payment Obligations are annually appropriated. The Secretary of Administration or his designee shall:

(a) while any Bonds are Outstanding or Swap Agreements or Credit Facilities are in effect, ensure that the budget request prepared under Section 16.42, Wisconsin Statutes, for each Fiscal Year includes the Annual Appropriation Amount relating to such Bonds, Swap Payment Obligations and Credit Facility Payment Obligations in that Fiscal Year;

(b) in the event a Budget Bill fails to include the Annual Appropriation Amount, promptly provide a written notice to the Governor and the presiding officer of each house of the Legislature of the State, stating the nature of the deficiency and requesting action to ensure the satisfaction of the State's moral obligation;

(c) in the event a Budget Bill fails to include the Annual Appropriation Amount, promptly provide a written notice to the Trustee, the Purchaser, each Rating Agency, each Swap Provider and each Credit Issuer stating the nature of the deficiency;

(d) in the event a Budget Bill fails to include the Annual Appropriation Amount, promptly send a letter to the Governor and the presiding officer of each house of the Legislature of the State seeking an amendment to such Budget Bill or, if such a Budget Bill is signed into law by the Governor, promptly send a letter to the Governor and the presiding officer of each house of the Legislature of the State seeking the introduction of a separate bill authorizing the necessary or additional appropriation required;

(e) upon an Event of Nonappropriation, promptly provide a written notice thereof to the Trustee, the Purchaser, each Rating Agency, each Swap Provider, and each Credit Issuer; and

(f) in the event a Swap Termination Payment becomes due, and there are insufficient funds available from Appropriated Funds under the Indenture or from other legal sources provided by the State to pay the Swap Termination Payment, promptly send a letter to the

Governor and the presiding officer of each house of the Legislature of the State seeking the introduction of a separate bill authorizing an additional appropriation.

In the event the Secretary of Administration exercises his authority under Section 16.53(10)(a), Wisconsin Statutes, whereby the Secretary of Administration establishes a priority schedule for payments, the Secretary of Administration covenants to give payment of the Outstanding Bonds, the Swap Payment Obligations and the Credit Facility Payment Obligations the highest possible priority permitted by law.

Trustee Notices Regarding Budget Process and Appropriations

The Trustee may at any time request that the Secretary of Administration certify that they have performed the obligations under the Indenture described above under clause (a) of "SUMMARY OF THE INDENTURE; General Covenants; *Budget Process and Appropriations*" and that no event described above in clause (b), (c), or (e) under "SUMMARY OF THE INDENTURE; General Covenants; *Budget Process and Appropriations*" has occurred, and the Secretary of Administration shall promptly provide such certification. The Trustee shall promptly provide written notice to the following parties of the occurrence of certain events, as follows:

(a) Upon failure to receive the certification requested by the Trustee with regard to compliance with clause (a) above under "SUMMARY OF THE INDENTURE; General Covenants; *Budget Process and Appropriations*" to the Governor and the presiding officer of each house of the Legislature of the State, with a copy to the Secretary of Administration, the Purchaser, each Rating Agency, each Swap Provider and each Credit Issuer, in the event that the Secretary of Administration fails to include in the budget requests prepared under Section 16.42, Wisconsin Statutes, for any Fiscal Year, the Annual Appropriation Amount relating to the Bonds, Swap Payment Obligations and Credit Facility Payment Obligations in that Fiscal Year;

(b) Upon receipt of the notice described in clause (c) above under "SUMMARY OF THE INDENTURE; General Covenants; *Budget Process and Appropriations*" or failure to receive a certification requested by the Trustee that no event described in that clause has occurred, to the Governor and the presiding officer of each house of the Legislature of the State, with a copy to the Secretary of Administration, the Purchaser, each Rating Agency, each Swap Provider, and each Credit Issuer, in the event that a Budget Bill at any time fails to include the Annual Appropriation Amount; or

(c) Upon receipt of the notice described in clause (e) above under "SUMMARY OF THE INDENTURE; General Covenants; *Budget Process and Appropriations*" or failure to receive a certification requested by the Trustee that no event described in that clause has occurred, to the Governor and the presiding officer of each house of the Legislature of the State, with a copy to the Secretary of Administration, the Purchaser, each Rating Agency, each Swap Provider, and each Credit Issuer, in the event of an Event of Nonappropriation.

Event of Default

The State covenants that should there be a Default or an Event of Default, the State will fully cooperate with the Trustee, with the Registered Owners, with the Swap Providers, and with the Credit Issuers to the end of fully protecting the rights and security of the Registered Owners, the Swap Providers and the Credit Issuers.

Appropriated Funds and Funds and Accounts

The Indenture created and established with the Trustee the following funds for purposes of the Indenture:

(1) the Appropriations Fund,

(2) the Operating Expense Fund,

(3) the Debt Service Fund,

(4) the Subordinated Payment Obligations Fund, and

(5) the Stabilization Fund.

The Indenture established in the Debt Service Fund a Debt Service Account for each Series of Bonds issued and each Swap Agreement entered into under the Indenture, and a Proceeds Account. Sinking fund accounts for any Series of Bonds having sinking fund installments may be established within the Debt Service Account for such Series in any schedule to the Indenture or in a Supplemental Indenture.

Notwithstanding anything in the Indenture to the contrary, any monies derived from an appropriation of the State legislature may only be applied in an manner consistent with its appropriation.

On the last Business Day of each Fiscal Year, the Trustee shall transfer all monies remaining in the Appropriations Fund, the Operating Expense Fund (except for amounts therein funded from proceeds of Bonds), the Debt Service Accounts, and the Subordinated Payment Obligations Fund (i) to the Stabilization Fund, or (ii) to the State, as directed in writing by an Authorized Department Representative.

Deposits Into and Use of Monies in the Appropriations Fund

On the first Business Day of each Fiscal Year for which a Budget Bill has been enacted, the State shall pay the Deposit Amount to the Trustee for deposit in the Appropriations Fund, from amounts appropriated pursuant to Section 20.505(1)(br), Wisconsin Statutes, or any successor provision thereto. On the first Business Day of each Fiscal Year, in the event a Budget Bill for that Fiscal Year has not yet been enacted, the State shall pay to the Trustee the full amount up to the Deposit Amount that is available pursuant to the carry-over of existing appropriations from the prior Fiscal Year pursuant to Section 20.002(1), Wisconsin Statutes, and on the Business Day following the subsequent enactment of such a Budget Bill creating additional Appropriated Funds, the State shall pay to the Trustee, for deposit in the Appropriations Fund, the amount if any, by which amounts appropriated thereby exceed amounts previously paid to the Trustee in such Fiscal Year for deposit therein, provided that the total paid to the Trustee shall not exceed the Deposit Amount.

No later than thirty days following the enactment of any separate bill or bills providing for an appropriation available for the payment of the Bonds, Swap Payment Obligations, and/or Credit Facility Obligations, for payment of issuance or administrative expenses or for funding a deposit to the Stabilization Fund in that Fiscal Year, the State shall pay to the Trustee for deposit in the Appropriations Fund amounts appropriated thereby.

No later than thirty days following the enactment of a Budget Bill, the State shall pay to the Trustee the amount of any Swap Termination Payment which is a Parity Swap Payment Obligation and which was included in the calculation of Annual Appropriation Amount for that Fiscal Year, to the extent that Appropriated Funds are available.

Any amounts appropriated pursuant to Section 20.505(1)(it), Wisconsin Statutes, or any successor provision, not otherwise deposited into the Indenture Funds under the terms of a Swap Agreement shall be transferred, immediately upon receipt by the State, to the Trustee for deposit in the Appropriations Fund.

At any time during each Fiscal Year that any Appropriated Funds previously transferred to the Trustee are insufficient for the requirements of the Indenture Funds, the Trustee shall notify the State of such insufficiency and the State shall promptly pay such amount to the Trustee, but solely from Appropriated Funds, for deposit in the Appropriations Fund.

The State may, at any time, at its option, transfer to the Trustee for deposit in the Appropriations Fund for further distribution into any of the funds and accounts described below, Appropriated Funds in addition to the Deposit Amount or other amounts required above.

The Trustee shall receive for immediate deposit into the Appropriations Fund the Deposit Amount and any additional Appropriated Funds transferred by the State or by any Swap Provider pursuant to the terms of a Swap Agreement to the Trustee. The Trustee, promptly after receipt of the Deposit Amount in the Appropriations Fund, shall transfer an amount thereof designated in writing by an Authorized Department Representative, consistent with the amount used in the computation of the Deposit Amount, to the Operating Expense Fund and shall transfer the balance into the Debt Service Fund for distribution into the Debt Service Accounts as designated in writing by an Authorized Department Representative. The Trustee, promptly after receipt of any other monies in the Appropriations Fund, and at any time thereafter as needed to fund the following Indenture Funds, shall make payments into the following Indenture Funds, but as to each Indenture Fund only within the limitations in the Indenture below indicated with respect thereto:

FIRST: Into the Operating Expense Fund, the amounts designated in writing by an Authorized Department Representative to be deposited in the Operating Expense Fund;

SECOND: Into each Debt Service Account in the Debt Service Fund, to the extent, if any, needed to increase the amount in such Account of the Debt Service Fund so that it equals the interest and principal (whether at maturity or upon mandatory redemption) for such Series of Bonds due on each Payment Date and the amount of any Parity Swap Payment Obligations, if any, due on each Payment Date, after taking into account amounts available for that purpose in the Proceeds Account;

THIRD: Into the Subordinated Payment Obligations Fund, the amount of any Subordinated Swap Payment Obligations and Credit Facility Payment Obligations due on each Payment Date; and

FOURTH: Into the Stabilization Fund, the amount designated in writing by an Authorized Department Representative to be deposited for such Fiscal Year into the Stabilization Fund.

Any remaining Appropriated Funds shall remain in the Appropriations Fund until June 30 of each Fiscal Year. On May 1 of each year, beginning May 1, 2009, the State shall determine the extent to which there are available monies on deposit in the Appropriations Fund, the Debt Service Accounts and the Subordinated Payment Obligations Fund which will not be needed for the purposes thereof for the balance of that Fiscal Year as reasonably determined by the State, and the State shall direct the Trustee to apply such monies prior to the end of the Fiscal Year in an amount up to the amount set forth in:

(i) with respect to the Bonds, the schedule set forth in the Indenture, to the optional redemption of the Series B Bonds, and

(ii) with respect to any Additional Bonds, the schedule or formula, if any, set forth in the Supplemental Indenture pursuant to which the Additional Bonds are issued, to the optional redemption of the Additional Bonds.

To the extent that the scheduled amount of optional redemption is not achieved in any Fiscal Year, the shortfall shall be added to the remaining scheduled amounts of optional redemptions on a prorated basis rounded to the nearest Authorized Denomination of the applicable Series of Bonds, and the schedule for Series B Bonds set forth in the Indenture or the schedule or formula for Additional Bonds set forth in the Supplemental Indenture, as applicable, shall be modified accordingly.

Use of Monies in the Debt Service Fund

The Trustee shall withdraw from the applicable Debt Service Account of the Debt Service Fund and the Proceeds Account on or prior to each Payment Date an amount equal to:

(a) The unpaid interest due on the Bonds on each such Payment Date, and shall cause the same to be applied to the payment of said interest when due.

(b) The amount of each Parity Swap Payment Obligation due on such Payment Date and shall cause the same to be paid to the applicable Swap Provider (provided that any Swap Termination Payment which is a Parity Swap Payment Obligation will be paid no later than thirty days after enactment of the Budget Bill or other bill providing an appropriation available for its payment).

(c) The Principal Installment of such Bonds due on such Payment Date and shall cause the same to be applied to the payment of the Principal Installment of such Bonds when due.

(d) The principal due upon optional redemption of such Bonds on such Payment Date and shall cause the same to be applied to the payment of such principal when due, provided that, prior to distributing notice of any such optional redemption (other than scheduled optional redemption described in "SUMMARY OF THE INDENTURE; Appropriated Funds and Funds and Accounts; *Deposits into and Use of Monies in Appropriations Fund*"), an Authorized Department Representative has certified that the total of (i) amounts remaining on deposit in the Debt Service Fund (other than amounts on deposit in the Proceeds Account which are expected to be needed in future Fiscal Years) and (ii) amounts remaining under the appropriation made for that Fiscal Year pursuant to Section 20.505(1)(br), Wisconsin Statutes, or any successor provision, are sufficient to meet the requirements of the Debt Service Fund for the balance of the Fiscal Year, assuming, for purposes of said certification, that the interest on any Variable Rate Bonds for the balance of the Fiscal Year shall be calculated at the Maximum Rate and the amount of any Parity Swap Payment Obligations that would be payable under Swap Agreements that provide for a variable rate to be paid by the State shall be calculated at an annual rate equal to the maximum rate provided for therein (or if no maximum is provided for, shall be determined at a rate equal to the rate that would result if the index provided in such Swap Agreement were at 15% per annum) and that interest accruing on any overdue Parity Swap Payment Obligation at a variable rate shall be calculated at an annual rate equal to the maximum rate provided for therein (or if no maximum is provided for, a rate of 15% per annum on the amount of the overdue Parity Swap Payment Obligation).

Prior to the Payment Date of a Principal Installment, any amounts then on deposit in a Debt Service Account of the Debt Service Fund shall, if so directed in writing by an Authorized Department Representative, be applied by the Trustee to another Debt Service Account to the extent not needed for purposes of the Debt Service Account in which it was originally deposited or to the purchase of Bonds of the Series and maturity for which such Principal Installment was established in an amount not exceeding that necessary to complete the payment of the unsatisfied balance of such Principal Installment. All purchases of Bonds pursuant to this paragraph of the Indenture shall be made at prices not exceeding the applicable sinking fund Redemption Price or principal amount of such Bonds plus accrued interest.

If for any reason a Debt Service Account of the Debt Service Fund shall contain excess monies after a Payment Date, such excess may be held in the Account as a credit against the requirements of such Account for the balance of that Fiscal Year, transferred to another Debt Service Account or returned to the Appropriations Fund, as the State shall direct.

On a refunding of any Bonds, the Trustee shall, if the State so directs, withdraw from the Debt Service Fund all, or any portion of, the amounts accumulated therein with respect to Debt Service on Bonds being refunded and deposit such amounts in escrow to be held for the payment of the Principal Amount or Redemption Price, if applicable, and interest on the Bonds being refunded; *provided* that such withdrawal shall not be made unless immediately thereafter the Bonds being refunded shall be deemed to have been paid pursuant to the Indenture.

Except to the extent that such application would be inconsistent with the appropriation of said amounts by the Legislature of the State, and except as described under "SUMMARY OF THE INDENTURE; Defaults and Remedies" below, payments from the Debt Service Fund shall be made ratably by the Trustee according to amounts due in respect of each Bond and Parity Swap Payment Obligation without preference of one Bond or Parity Swap Payment Obligation over another (and without regard to the deposit of amounts in a particular Debt Service Account). Notwithstanding anything in the Indenture to the contrary, any monies derived from an appropriation of the State legislature may only be applied in a manner consistent with its appropriation.

Use of Monies in the Subordinated Payment Obligations Fund

Throughout each Fiscal Year on any Payment Date that the amount on deposit in the Debt Service Fund is insufficient for the purposes thereof, the Trustee shall withdraw from the Subordinated Payment Obligations Fund and transfer to the Debt Service Fund the amount needed to make up the shortfall. On (a) June 10 (or if June 10 is not a Business Day, the Business Day next succeeding June 10) of each Fiscal Year (but only if the amounts on deposit in the Debt Service Fund are sufficient to meet the requirements thereof for the balance of the Fiscal Year), or (b) such earlier date on which an Authorized Department Representative, at the State's option, certifies that the total of (i) the monies on deposit in the Debt Service Fund and (ii) the amounts remaining under the appropriation made for that Fiscal Year pursuant to Section 20.505(1)(br), Wisconsin Statutes, or any successor provision, are sufficient to meet the requirements of the Debt Service Fund for the balance of the Fiscal Year, assuming, for purposes of said certification, that the interest on any Variable Rate Bonds for the balance of the Fiscal Year shall be calculated at the Maximum Rate and the amount of any Parity Swap Payment Obligations that would be payable under Swap Agreements that provide for a variable rate to be paid by the State shall be calculated at an annual rate equal to the maximum rate provided for therein (or if no maximum is provided for, shall be determined at a rate equal to the rate that would result if the index provided in such Swap Agreement were at 15% per annum) and that interest accruing on any overdue Parity Swap Payment Obligation at a variable rate shall be calculated at an annual rate equal to the maximum rate provided for therein (or if no maximum is provided for, a rate of 15% per annum on the amount of the overdue Parity Swap Payment Obligation), then (c) the Trustee shall withdraw from the Subordinated Payment Obligations Fund the amount of any Subordinated Swap Payment Obligations or Credit Facility Payment

Obligations which are due and owing on such date and shall cause the same to be paid to the applicable Swap Provider or Credit Issuer.

Except to the extent that such application would be inconsistent with the appropriation of said amounts by the Legislature of the State, payments from the Subordinated Payment Obligations Fund shall be made ratably by the Trustee according to the amounts due in respect of each Subordinated Swap Payment Obligation and Credit Facility Payment Obligation without priority or preference of one Subordinated Swap Payment Obligation or Credit Facility Payment Obligation over another.

Use of Monies and Earnings in the Stabilization Fund

Throughout each Fiscal Year on any Payment Date that the amount on deposit in the Debt Service Fund is insufficient for the purposes thereof and amounts drawn from the Subordinate Payment Obligations Fund are not sufficient to make up the shortfall, the Trustee shall withdraw from the Stabilization Fund and transfer to the Debt Service Fund the amount needed to make up the shortfall. Throughout each Fiscal Year until June 10 (or if June 10 is not a Business Day, the Business Day next succeeding June 10) of the Fiscal Year, the State may, at its option, but is not required to, direct the Trustee to withdraw from the Stabilization Fund and transfer to the Subordinated Payment Obligations Fund the amount needed to make up any shortfall in such Fund for the purposes thereof. On June 10 (or if June 10 is not a Business Day, the Business Day next succeeding June 10) of each Fiscal Year, the Trustee shall withdraw from the Stabilization Fund and transfer to the Subordinated Payment Obligations Fund the amount needed to make up any shortfall in such Fund for the purposes thereof, provided that amounts in the Stabilization Fund will not be required to be used to fund the Debt Service Fund to meet the requirements thereof for the balance of the Fiscal Year. Earnings on amounts on deposit in the Stabilization Fund shall be applied to restore the Stabilization Fund to the Stabilization Fund Amount. On the first Business Day of each Fiscal Year, the State may direct the Trustee to transfer amounts in the Stabilization Fund in excess of the Stabilization Fund Amount from earnings thereon to the Appropriations Fund for further distribution to the Indenture Funds described above as directed by the State.

Use of Monies in the Operating Expense Fund

The Trustee shall withdraw from the Operating Expense Fund the amounts, and pay to the parties, designated in writing by an Authorized Department Representative for the payment of issuance and administrative expenses related to the Bonds, Swap Payment Obligations and Credit Facility Payment Obligations.

Payments to the State

Any amounts remaining in the Appropriations Fund or any other funds or accounts established under the Indenture after payment of all Bonds, Swap Payment Obligations and Credit Facility Payment Obligations shall be paid to the State.

Funds Held in Trust

All money held in any of the Indenture Funds are held in trust in the custody of the Trustee subject to the provisions of the Indenture which permit their disbursements for specified purposes. All money and securities held in Indenture Funds are subject to the first lien of the Indenture and are not subject to any lien, attachment, garnishment, or other claims or proceedings by other creditors of the State or any third party.

Investments

The Trustee agrees to continuously invest and reinvest money on deposit in the Indenture Funds in Qualified Investments as directed in writing by the State, which the State agrees to provide. Investments made with money on deposit in the Indenture Funds may be made by the Trustee through its own bank investment department and:

(a) will have maturities or be readily marketable prior to maturity in the amounts and not later than the dates as may be necessary to provide funds for the purpose for which the money in any account is to be used,

(b) will be held by or under the control of the Trustee,

(c) will at all times be considered a part of the Fund or Account for whose benefit the investment was made,

(d) will have any loss attributable to them charged to the Fund or Account for whose benefit the investment was made, and

(e) in all other cases, will have any interest or profit derived from them retained in the Fund or Account from which the investment was made.

The Trustee shall not be responsible or liable for any loss resulting from such investment, except to the extent caused by its negligence or willful default.

Discharge of Indenture

The Indenture and the estate and rights granted by it ceases, determines and is void if:

(a) the State has performed all of its obligations under the Indenture and the Bond Purchase Agreement,

(b) all Trustee's Expenses and the expenses of any other paying agent which have accrued and will accrue through the final payment of the Bonds have been paid or arrangements satisfactory to the Trustee for their payment have been made,

(c) provision for the payment of all Outstanding Bonds has been made to the satisfaction of the Trustee in one or more of the following ways:

> (1) by paying or causing to be paid, when due, the principal of, premium, if any, and interest on all Outstanding Bonds,
>
> (2) by irrevocably depositing with the Trustee, in trust for such purpose, at or before maturity, cash in an amount sufficient to pay or redeem (when redeemable) all Outstanding Bonds including unpaid interest which has accrued on the Bonds and will accrue through the final payment or redemption of the Bonds and any redemption premium,
>
> (3) by delivering to the Trustee, for cancellation, all Outstanding Bonds, or
>
> (4) by depositing with the Trustee, in trust, Defeasance Obligations that mature in an amount that will, together with the income or increment to accrue on them but without reinvestment, be sufficient to pay or redeem (when redeemable) all Bonds at or before their respective maturity dates, including interest which has accrued on the Bonds and will accrue through the final payment or redemption of the Bonds and any redemption premium,

(d) a notice of redemption which includes the Redemption Notice Information has been given as required by the Indenture if any of the Bonds are to be redeemed before their maturity or if a notice of redemption cannot then be given as provided in the Indenture, then the State has given the Trustee, in a form satisfactory to the Trustee, irrevocable instructions to provide a notice of redemption which includes the Redemption Notice Information to the Registered Owners of any Bonds to be redeemed when a notice of redemption can be timely given under the Indenture,

> (1) if the payment of the Bonds has been provided for under (c)(2) or (c)(4) above, the Trustee (i) has been furnished with an Opinion of Bond Counsel to the effect that the actions taken under the Indenture will not adversely affect the validity of any Bonds and (ii) has given notice to the Registered Owners of the Bonds at the Registered Owner's Address to the Trustee of the actions taken under subsection (c) above, and
>
> (2) if the payment of the Bonds has been provided for under (c)(4) above, an opinion from an independent certified public accountant to the effect that the funds available or to be available in the escrow for the payment of the Bonds will be sufficient to pay the principal of, premium, if any, and interest on the Bonds.

On the occurrence of the events described in (a) through (d) above, the Trustee is authorized and directed to:

(a) execute and deliver all appropriate instruments evidencing and acknowledging the satisfaction of the Indenture, and

(b) assign and deliver to the Department of Administration any money and investments in any Indenture Fund (except money or investments held by the Trustee for the payment of the principal of, premium, if any, and interest on any Bonds).

Notwithstanding any other provision of the Indenture which may be contrary to the provisions set forth above, all money and Defeasance Obligations which are set aside and held in trust pursuant to the provisions of the Indenture for the payment of the principal of, premium, if any, and interest on Bonds will be applied to and used solely for the payment of the principal of, premium, if any, and interest on the particular Bonds with respect to which it was so set aside in trust. The income derived from Defeasance Obligations held by the Trustee under the Indenture which are not needed for the payment of the principal of, premium, if any, or interest on the Bonds is to be disposed of in a manner which, in the Opinion of Bond Counsel, will not adversely affect the validity of any Bonds.

Notwithstanding a discharge of the Indenture as provided in clause (c)(2) or (c)(4) above, resulting in the Owners of Bonds having a claim for the payment of their Bonds solely from the cash and securities so set aside, the Indenture will continue to govern the method of making payments of principal and interest on the Bonds, the registration, transfer, and exchange of Bonds, the circumstances under which the Bonds may be redeemed and similar matters.

Defaults and Remedies

The occurrence and continuance of any of the following events is an Event of Default under the Indenture:

(a) failure to pay when due the principal of (whether at maturity, upon redemption or otherwise), or premium, if any, or interest on any Bonds or any Parity Swap Payment Obligations, except to the extent that such failure is due to an Event of Nonappropriation;

(b) failure to pay as required by the terms of the Indenture any Subordinated Swap Payment Obligations and Credit Facility Payment Obligations, except to the extent that such failure is due to an Event of Nonappropriation;

(c) failure to pay when due the tender price on any Bond upon mandatory or optional tender for purchase as provided in the Indenture, except to the extent that such failure is due to an insufficiency of appropriated funds to make such payment with respect to any Bonds for which there is no liquidity facility; or

(d) the State defaults in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Bonds, the Indenture or any Supplemental Indenture on the part of the State to be performed and the default continues for thirty (30) days after written notice specifying the default and requiring that it be remedied has been given to the State by the Trustee, which may give the notice in its discretion and must give the notice upon receipt of a written request of the Owners of at least 25% of the aggregate principal amount of any Series of Bonds then Outstanding that it do so, *provided* that if the default is one which can be remedied but cannot be remedied within that thirty-day period, the Trustee may grant an extension of the thirty-day period if the State institutes corrective action within that thirty-day period and diligently pursues that action until the default is remedied.

Upon the occurrence of any Event of Default the Trustee may take whatever action at law or in equity it deems necessary or desirable (i) to collect any amounts then due under the Indenture or the Bonds, any Swap Payment Obligations or any Credit Facility Payment Obligations, (ii) to enforce performance of any obligation, agreement or covenant of the State under the Indenture or the Bonds, of a Credit Issuer under any Credit Facility issued or entered into with respect to any Bonds or of the grantor of any other collateral given to secure the payment of any Bonds or (iii) to otherwise enforce any of its rights; *provided, however*, actions against the State shall be limited to those permitted by the Wisconsin Statutes and the Wisconsin Constitution.

None of the remedies under the Indenture is exclusive of any other remedy or remedies. Each remedy given under the Indenture is cumulative and is in addition to every other remedy that is given or which now or hereafter exists at law, in equity or by statute.

No delay or omission in the exercise of any right or power accruing upon an Event of Default impairs the right or power or is a waiver of or acquiescence in any Event of Default. Every right and power given by the Indenture may be exercised from time to time and as often as may be deemed expedient.

No waiver of any Event of Default extends to or affects any subsequent or other Event of Default or impairs any rights or remedies consequent thereon.

Right to Direct Proceedings

The Owners of the Bonds have the right to direct the exercise of any rights or remedies under the Indenture, and the method and place of conducting all proceedings to be taken in connection with the enforcement of the Indenture. The Indenture provides that so long as a Bond Insurer is not in default under its Bond Insurance Policy, such Bond Insurer is treated as the Owner of the Bonds of the Series insured by it, for purposes of declaring defaults and directing remedies.

The directions of the Owners of Bonds are to be: (a) contained in a request which is signed by the Owners of at least a majority of the aggregate principal amount of each series of Bonds then Outstanding and delivered to the Trustee, (b) in accordance with law and the provisions of the Indenture, and (c) accompanied with indemnification of the Trustee as is provided in Section 1101(o) of the Indenture.

Application of Funds

Upon an Event of Default or an Event of Nonappropriation, any Appropriated Funds received or held by the Trustee will be applied as follows:

FIRST: To the payment of (i) the costs and expenses associated with the Trustee's carrying out its obligations with respect to the Event of Nonappropriation or the exercise of any remedy related to an Event of Default, including reasonable compensation to the Trustee and its attorneys and agents, and (ii) any Trustee's Expenses.

SECOND: To the payment of interest, principal, and premium, if any, then due on the Bonds (other than Bonds called for redemption for the payment of which money is held pursuant to the provisions of Article 9 of the Indenture) and Parity Swap Payment Obligations, in the order of the maturity of the payments of interest, principal, and premium, if any, and Parity Swap Payment Obligations then due ratably, and, if the amount available is not sufficient to pay in full interest, principal, premium, and Parity Swap Payment Obligations due on any particular date, then first to the payment of interest and Parity Swap Payment Obligations ratably, according to the amounts due, to the persons entitled to it without discrimination or privilege and second, to the amount of principal and premium, ratably, according to the amounts due, to the persons entitled to it without discrimination or privilege.

THIRD: Subject to the provisions of the Indenture described in "SUMMARY OF THE INDENTURE; Appropriated Funds and Funds and Accounts; *Use of Monies in the Subordinated Payment Obligations Fund,"* to the payment of Subordinated Swap Payment Obligations and Credit Facility Payment Obligations then due in the order of the maturity of such payments and, if the amount available is not sufficient to pay in full the Subordinated Swap Payment Obligations and Credit Facility Payment Obligations due on any particular date then to their payment ratably, according to the amount due, to the persons entitled to it without discrimination or privilege.

FOURTH: To the payment of any other sums required to be paid by the State pursuant to any provisions of any of the Indenture.

Whenever money is to be applied as described above, the money is to be applied at the times the Trustee determines, having due regard for the amount of money available for application and the likelihood of additional money becoming available for application in the future. Whenever the Trustee applies such funds it will fix the date (which will be a Interest Payment Date unless it deems another date more suitable) upon which the application is to be made and on that date interest on the amounts of principal paid ceases to accrue.

Any monies derived from an appropriation may only be applied in a manner consistent with its appropriation.

Remedies Vested in Trustee

All rights of action (including the right to file proofs of claim) under the Indenture or under any Bonds may be enforced by the Trustee without the possession of any of the Bonds or the production of them in any trial or other proceeding relating to them. Any suit or proceeding instituted by the Trustee is to be brought in its name as Trustee without the necessity of joining as plaintiffs or defendants the Registered Owners. Any resulting recovery or judgment is for the benefit of the Registered Owners of the Outstanding Bonds, the Swap Providers, and the Credit Issuers in accordance with the terms of the Indenture.

Rights and Remedies of the Bondowners

No Bondowner, Swap Provider, or Credit Issuer has any right to institute any suit, action, or proceeding in equity or at law for the enforcement of the Indenture, for the execution of any trust created under the Indenture, for the appointment of a receiver or any other remedy, unless

(a) an Event of Default has occurred of which the Trustee has been notified as provided in the Indenture or of which the Trustee is deemed to have notice by the terms of the Indenture,

(b) the Trustee has received a request to do so and has been offered a reasonable opportunity either to proceed to exercise the powers granted in the Indenture or to institute an action, suit or proceeding in its own name,

(c) the Trustee has been offered indemnity as provided in the Indenture, and

(d) the Trustee thereafter fails or refuses to exercise the powers granted in the Indenture or to institute an action, suit or proceeding in its own name.

No Bondowner, Swap Provider or Credit Issuer has any right to affect, disturb, or prejudice the security of the Indenture by its action or to enforce any right under the Indenture except in the manner provided in the Indenture and all proceedings at law or in equity are to be conducted in the manner provided in the Indenture for the equal and ratable benefit of all the Bondowners, Swap Providers, or Credit Issuers in accordance with the priority provided in the Indenture. Nothing in the Indenture, however, affects or impairs the right of Bondowners, Swap Providers, or Credit Issuers to enforce the payment of the principal of, premium, if any, and interest on any Bonds, Swap Payment Obligations, or Credit Facility Payment Obligations, respectively, at and after their maturity or the obligation of the State to pay the principal of, premium, if any, and interest on the Bonds issued under the Indenture, Swap Payment Obligations, or Credit Facility Payment Obligations, respectively, to Bondowners, Swap Providers, and Credit Issuers, respectively, at the time and place, from the source and in the manner expressed in the Indenture and the Bonds (if applicable).

Waivers of Events of Default

The Trustee may waive any Event of Default under the Indenture and its consequences and must do so upon receipt of a request to do so from the Registered Owners of a majority in aggregate principal amount of all Bonds then outstanding in respect of which the failure to pay the principal of, premium, if any, or interest on which has resulted in an Event of Default or of the Owners of a majority in principal amount of each Series of Bonds then Outstanding in the case of any other Event of Default. Notwithstanding the preceding sentence, the Trustee may not waive any Event of Default in the payment of the principal of, premium, if any, or interest on any Bond unless prior to the waiver all arrears of principal, premium, if any, and interest on the Bonds for which appropriations have been made, and all expenses of the Trustee in connection with the Event of Default have been paid or provided for.

The Trustee

The Trustee accepts and agrees to perform the duties of the Trustee under the Indenture upon the terms and conditions set forth therein.

The Trustee is entitled to payment or reimbursement of its Trustee's Expenses. Upon the occurrence of an Event of Default or an Event of Nonappropriation, but only upon the occurrence of an Event of Default or an Event of Nonappropriation, the Trustee has a lien with right to payment prior to payment on account of the principal of, premium, if any, and interest on any Bond, any Swap Payment Obligation and any Credit Facility Payment Obligations upon the Trust Estate and any other collateral securing the Bond, any Swap Payment Obligation, and any Credit

Facility Payment Obligation for the payment of the Trustee’s Expenses. To the extent permitted by the Wisconsin Statutes and Wisconsin Constitution, the Trustee shall be entitled to payment or reimbursement from the State to indemnify the Trustee for, and to hold it harmless against, any loss, liability, or expense incurred without negligence, willful misconduct, or bad faith on its part, arising out of or in connection with the acceptance or administration of the Indenture, including the costs and expenses of defending itself against any claim or liability in connection with the exercise or performance of any of its powers or duties under the Indenture.

If an Event of Default or an Event of Nonappropriation occurs of which the Trustee is required to take notice or of which it has been given notice, the Trustee agrees to give written notice of the Event of Default or Event of Nonappropriation by first-class mail to the last known holders of all Bonds then Outstanding as shown by the Registration Books.

The Trustee may, and upon receipt of a request to do so from the Owners of a majority of the principal amount of Bonds then Outstanding and upon indemnity being provided as required by the Indenture must, intervene on behalf of the holders of Bonds in any judicial proceeding to which the State is a party and which in the opinion of the Trustee and its Counsel has a substantial bearing on the interests of the holders of Bonds. The rights and obligations of the Trustee described in this paragraph are subject to the approval of a court of competent jurisdiction.

Successor Trustee; Resignation or Removal of the Trustee; Successor or Temporary Trustee

Any corporation or association (a) into which the Trustee may be converted or merged, (b) with which the Trustee may be consolidated, (c) to which the Trustee may sell or transfer its trust business and assets as a whole or substantially as a whole or (d) resulting from a conversion, sale, merger, consolidation or transfer to which the Trustee is a party becomes successor Trustee under the Indenture and is vested with all of the title to the Trust Estate and the Trustee’s interest in the Indenture and all the trusts, powers, discretions, immunities, privileges, and all other matters as its predecessor was without the execution or filing of any instrument or any further act, deed or conveyance on the part of any of the parties to the Indenture, anything in the Indenture to the contrary notwithstanding.

The Trustee and any successor Trustee may at any time resign from the trusts the Indenture created by giving 30 days written notice by registered or certified mail to the State and the Registered Owners. A resignation takes effect upon the appointment of a successor or temporary Trustee by the Registered Owners or the State and the successor or temporary Trustee’s acceptance of its appointment.

The Trustee may be removed at any time without cause (a) of the direction of the State (so long as no Default or Event of Default under the Indenture has occurred, whether or not continuing) or (b) by an instrument or concurrent instruments in writing signed by the Registered Owners of a majority of the aggregate principal amount of the Bonds then Outstanding and delivered to the Trustee and the State. A removal takes effect upon the appointment of a successor or temporary Trustee by the Registered Owners or the State and the successor or temporary Trustee’s acceptance of its appointment.

In case the Trustee resigns, is removed, is dissolved, is in the course of dissolution or liquidation, is taken under the control of a public officer, has a receiver appointed for it by a court, or otherwise becomes incapable of acting under the Indenture, a successor may be appointed by an instrument or concurrent instruments in writing signed by the holders of a majority of the aggregate principal amount of the Bonds then Outstanding. In case of a vacancy the State by an instrument executed and signed by an Authorized Department Representative in accordance with applicable law may appoint a temporary Trustee to fill the vacancy until a successor Trustee has been appointed by the holders of Bonds in the manner described above. Any temporary Trustee appointed by the State immediately and without further act is superseded by the Trustee appointed by the holders of Bonds. Every Trustee so appointed must be a trust company or a bank in good standing having a reported capital and surplus of not less than $10,000,000 or having assets under administration of not less than $200,000,000 if there is an institution willing, qualified and able to accept the trust upon reasonable and customary terms and have the qualifications required by the Act.

Any successor Trustee appointed under the Indenture will execute, acknowledge, and deliver to its predecessor and to the State an instrument in writing accepting its appointment under the Indenture and thereupon the successor, without any further act, deed, or conveyance, will become fully vested with all the estates, properties, rights, powers, trusts, duties, and obligations of its predecessor. Any predecessor agrees, nevertheless, on the written request of the State or of its successor, to execute and deliver an instrument transferring to its successor all the estates, properties, rights, powers and trusts of the predecessor under the Indenture. Any predecessor Trustee agrees it will deliver to its successor all securities, money, investments, and other property held by it in any Indenture Fund, a list of all checks or other fund transfers which the Trustee has issued or made but which have not been paid on the date the successor trustee becomes the Trustee under the Indenture, a copy of the Registration Book certified by the Trustee to be correct, executed originals of all letters of credit, policies of bond insurance, or other Credit Facilities relating to the Bonds, all printed but unissued Bonds, all Bonds in the Trustee's possession which are to be but have not been destroyed, executed originals of all indemnity bonds relating to the Bonds, a list of all stop transfer orders held by the Trustee and such other documents and information as the successor trustee reasonably requests. If any instrument in writing from the State is required by any successor Trustee for more definitely and certainly vesting in the successor the estate, rights, powers, and duties vested or intended to be vested in the predecessor the State agrees to execute, acknowledge, and deliver any and all requested instruments in writing on request. The instrument appointing a successor under the Indenture will be filed and/or recorded by the successor Trustee in each filing or recording office where any document providing collateral security for the Indenture has been filed and/or recorded.

In the event the Trustee is changed the predecessor Trustee which has resigned or been removed ceases to be trustee of the Indenture Funds and bond registrar and paying agent for principal of, premium, if any, and interest on the Bonds and the successor Trustee becomes the Trustee, the bond registrar and paying agent.

It is the intent of the State and the Trustee that the Indenture not violate the law of any jurisdiction (including particularly the State) denying or restricting the right of banking corporations or associations to transact business as Trustee in that jurisdiction. It is recognized that in case of litigation under the Indenture, and in particular in case of the enforcement on an Event of Default, or in case the Trustee deems that by reason of any present or future law of any jurisdiction it may not exercise any of the powers, rights, or remedies granted to it under the Indenture or hold title to the Trust Estate or take any other action which may be desirable or necessary in connection therewith, it may be necessary for the Trustee to appoint an additional individual or institution as a separate or co-trustee.

Supplemental Indentures

Supplemental Indentures Not Requiring the Consent of Bondowners or Swap Providers

The State and the Trustee may, without the consent of or notice to the Bondowners or Swap Providers, enter into an indenture or indentures supplemental to the Indenture which are not inconsistent with the terms and provisions of the Indenture in order to:

(a) provide for the issuance of Additional Bonds;

(b) cure any ambiguity or formal defect or omission in the Indenture;

(c) grant to or confer upon the Trustee for the benefit of the Bondowners any additional rights, remedies, powers or authority that may lawfully be granted to or conferred upon the Bondowners or the Trustee provided that such amendment does not adversely affect the rights or interests of any Swap Provider;

(d) subject to the Indenture additional revenues, properties, or collateral; or

(e) supplement the Indenture in any other way which, in the judgment of the Trustee, is not to the material prejudice of the Trustee, the Bondowners, or any Swap Provider.

Supplemental Indentures Requiring the Consent of Bondowners and Swap Providers

In addition to supplemental indentures described above under "SUMMARY OF THE INDENTURE; Supplemental Indentures; *Supplemental Indentures Not Requiring the Consent of Bondowners or Swap Providers*", the State and the Trustee, with the prior written consent of the Owners of a majority of the aggregate principal amount of each series of Bonds then Outstanding and each Swap Provider, may enter into an indenture or indentures supplemental to the Indenture as the State and the Trustee deem necessary and desirable for the purpose of modifying, altering, amending, adding to, or rescinding, in any particular, any of the terms or provisions contained in the Indenture or in any supplemental indenture. No supplemental indenture, however, may permit (a) an extension of the stated maturity or reduction in the principal amount of, reduction in the rate or extension of the time for paying interest on, a reduction of any premium payable on the redemption of or a reduction in the amount or extension of the time for any payment required by any sinking fund or principal fund applicable to any Bonds without the consent of the Owners of all the Bonds which would be affected by the action to be taken, (b) the creation of any lien prior to or, except in connection with the issuance of Additional Bonds, on a parity with the lien of the Indenture, without the consent of the Owners of all Bonds at the time Outstanding, or (c) a reduction in the aggregate principal amount of Bonds the Owners of which are required to consent to any supplemental indenture without the consent of the Owners of all Bonds at the time Outstanding which would be affected by the action to be taken.

If at any time the State requests the Trustee to enter into such a supplemental indenture, the Trustee agrees, upon being satisfactorily indemnified with respect to expenses, to send notice of the proposed execution of the supplemental indenture by registered or certified mail to the Registered Owner of each of the Bonds at the Registered Owner's Address subject, for so long as the Bonds are in Book Entry System, to the Letter of Representations. The notice will briefly set forth the nature of the proposed supplemental indenture and state that copies of it are on file at the Designated Trust Office of the Trustee for inspection by the Registered Owner of any Bond. If, within sixty days or any longer period as is prescribed by the State following the mailing of the notice, consent of the Owners of a majority of the aggregate principal amount of each series of Bonds then Outstanding has been obtained, no Registered Owner of any Bond has any right to object to any of the terms and provisions of the Indenture or their operation, in any manner to question the propriety of the execution of the supplemental indenture or to enjoin or restrain the

Trustee or the State from executing the supplemental indenture or from taking any action pursuant to the provisions of the supplemental indenture. Upon the execution of any supplemental indenture as provided in the Indenture, the Indenture is modified and amended in accordance with it.

Miscellaneous

Any consent, request, direction, approval, objection, or other instrument required by the Indenture to be signed by Bondowners may be in any number of concurrent writings of similar tenor. Proof of the execution of any consent, request, direction, approval, objection, or other instrument is sufficient for any of the purposes of the Indenture, and is conclusive in favor of the Trustee with regard to any action taken by it, if it contains or is accompanied by (i) a certificate of any officer in any jurisdiction who by law has power to take acknowledgments within that jurisdiction to the effect that the person signing the writing acknowledged before him the execution thereof or (ii) an affidavit of any witness to the execution. The ownership of Bonds and the amount, series, numbers, and other identification of them and the date on which they were held are conclusively proved by the Registration Books.

Unless provided to the contrary in a specific section of the Indenture, all notices, certificates, or other communications under the Indenture are deemed given when delivered or mailed by first-class mail, postage prepaid, addressed to the parties at the addresses set forth in the Indenture. The State shall give written notice to each Rating Agency of each of the following events, promptly following the occurrence thereof:

(a) the redemption or defeasance of all the Outstanding Bonds; or

(b) a change in the Auction Period or Interest Period for the Series B Bonds.

Certain Rights of the Bond Insurers

The scheduled payment of principal of and interest on the Series A Bonds is guaranteed under an insurance policy issued by Financial Security Assurance Inc.. The scheduled payment of principal of and interest on the Series B Bonds is guaranteed under an insurance policy issued by XL Capital Assurance Inc. The Indenture provides that, so long as the respective Bond Insurer is not in default under its Bond Insurance Policy, the Bond Insurer shall have certain rights, including, without limitation, the rights: (i) to consent to certain amendments to the Indenture and (ii) to direct the Trustee, and to consent to the direction of the Trustee by the Bondowners, to undertake or refrain from taking certain actions, including the exercise of remedies under the Indenture with respect to the Bonds of the Series insured by that Bond Insurer. The Indenture further conditions the exercise by the State of a number of rights described herein with respect to the Bonds, and with respect to fiduciaries, upon the consent of the Bond Insurers. The Indenture also restricts the investment of monies in the funds and accounts established under the Indenture to a certain subset of the Qualified Investments.

AUCTION RATE CERTIFICATES

The following provides information about the Auction Rate Certificates (**ARCs**), which is the mode in which the Series B Bonds were initially issued. The following provides information about the manner of determining the interest rate on the ARCs, auction procedures, settlement procedures, and broker-dealer agreements. The following is a summary of certain provisions of the Indenture and does not purport to be complete. Reference is made to the full text of the Indenture.

The Department of Administration is voluntarily making available to all interested parties the auction results for its auction rate certificates. The auction results are available at the State of

Wisconsin Capital Finance Office website (www.doa.wi.gov/capitalfinance). This website is not incorporated by reference into this part of the Annual Report, and the Department of Administration is not required to continue to provide this information in the future.

Broker-Dealer Agreements

As of the date of this Annual Report, the State and the Auction Agent have entered into separate Broker-Dealer Agreements with UBS Financial Services Inc., Citigroup Global Markets Inc., Bear, Stearns & Co. Inc., and JPMorgan Securities Inc. with respect to each subseries of ARCs.

Definitions

For purposes of this section "AUCTION RATE CERTIFICATES", the following are defined terms that are specific to the ARCS and may not be included in the "GLOSSARY".

Applicable ARCs Rate means the interest rate on a subseries of the ARCs for any period after the Initial Interest Period.

Applicable LIBOR-Based Rate means (a) for an Auction Period of 8 days or less, One-Week LIBOR, (b) for an Auction Period of 35 days or less, One-Month LIBOR, (c) for an Auction Period of more than 35 days but less than 115 days, Three-Month LIBOR, (d) for an Auction Period of more than 114 days but less than 195 days, Six-Month LIBOR, and (d) for an Auction Period of more than 194 days, One-Year LIBOR.

Applicable Number of Business Days means the greater of two Business Days or one Business Day plus the number of Business Days by which the Auction Date precedes the first day of the next succeeding Interest Period.

ARCs means the Series B Bonds.

Auction means each periodic implementation of the Auction Procedures on an Auction Date, as described herein.

Auction Agency Agreement means the Auction Agency Agreement dated as of December 1, 2003, between the Trustee, the Auction Agent, and the State, and any similar agreement with a successor Auction Agent, in each case as from time to time amended or supplemented.

Auction Agent means any person appointed as such pursuant to the Indenture or its successor (initially, Deutsche Bank Trust Company Americas).

Auction Date means the Business Day immediately preceding the first day of each respective Interest Period, other than:

- each Interest Period commencing after the ownership of the ARCs of such Subseries is no longer maintained in book-entry form by the Depository;
- each Interest Period commencing after the occurrence and during the continuance of a Payment Default;
- any Interest Period commencing less than the Applicable Number of Business Days after the cure or waiver of a Payment Default; or
- any Interest Period commencing on a Failed Conversion Date.

Notwithstanding the foregoing, the Auction Date for one or more Auction Periods may be changed pursuant to the Indenture as described below under "AUCTION RATE CERTIFICATES; Changes in Auction Periods or Auction Date."

Auction Period means, with respect to any subseries of ARCs, the Interest Period applicable thereto, which initially shall consist generally of 28 days, as the same may be changed pursuant to the Indenture as described below under "AUCTION RATE CERTIFICATES; Changes in Auction Periods or Auction Date."

Broker-Dealer means for any subseries of the ARCs, any broker-dealer (each as defined in the Securities Exchange Act), commercial bank or other entity permitted by law to perform the functions required of a Broker-Dealer set forth in the Auction Procedures that (a) is a Participant (or an affiliate of a Participant), (b) has a capital surplus of at least $100,000,000, (c) has been selected by the State with the approval of the Market Agent (which approval shall not be unreasonably withheld), and (d) has entered into a Broker-Dealer Agreement that remains effective.

Broker-Dealer Agreement means each Broker-Dealer Agreement dated as of December 1, 2003 between the State, an Auction Agent and the initial Broker-Dealers and each other agreement between the State, the Auction Agent and a Broker-Dealer pursuant to which the Broker-Dealer agrees to participate in Auctions as set forth in the Auction Procedures, as from time to time amended or supplemented.

Business Day means any day other than such dates as may be agreed to in writing by the Market Agent, the Auction Agent, the Broker-Dealer and the State, or a Saturday, Sunday, or day on which banks located in the City of New York, New York, the New York Stock Exchange, or the payment office or principal office of the Trustee or the Auction Agent, are authorized or permitted by law or executive order to close.

Depository means The Depository Trust Company or any successor depository, selected or approved by the State.

Existing Owner means (a) with respect to and for the purpose of dealing with the Auction Agent in connection with an Auction, a Person who is a Broker-Dealer listed in the existing owner registry at the close of business on the Business Day immediately preceding the Auction Date for such Auction and (b) with respect to and for the purpose of dealing with a Broker-Dealer in connection with an Auction a Person who is a beneficial owner of ARCs.

Failed Conversion means the failure to meet the conditions set forth in the Indenture to convert one or more subseries of ARCs to a different mode as described in "SUMMARY OF THE INDENTURE; Mode Conversion," which failure results in the ARCs continuing in the Auction Rate Certificate mode.

Failed Conversion Date means a date on which the ARCs are required to be tendered for purchase as described in the Official Statement, but for which the conditions to such purchase are not met.

Initial Interest Period means, for each subseries of ARCs, the period ending on the date set forth under "Determination of Applicable ARCs Rate" below.

Interest Payment Date means, with respect to any subseries of ARCs, the Business Day following the last day of each Interest Period, except as provided in the Indenture, *provided, however*, that if the duration of the Interest Period is one year or longer, then the Interest Payment Date therefor shall be each May 1 and November 1 (or if such date is not a Business Day, then the next succeeding Business Day) during such Interest Period and the Business Day following the last day of such Interest Period; and shall also mean the maturity date of the Bonds, or if such day is not a Business Day, the next succeeding

Business Day (but only for interest accrued through the last day of the Interest Period next preceding such Interest Payment Date).

Interest Period means (a) unless otherwise changed as described herein, with respect to each subseries of ARCs, the Initial Interest Period, and thereafter any of (i) a period, generally of 28 days, beginning on and including a Monday (or the day following the last day of the prior Auction Period if the prior Auction Period does not end on a Sunday) and ending on and including the fourth Sunday thereafter (unless such Sunday is not followed by a Business Day, in which case ending on and including the next succeeding day which is followed by a Business Day), (ii) a period, generally of 28 days, beginning on and including a Tuesday (or the day following the last day of the prior Auction Period if the prior Auction Period does not end on a Monday) and ending on and including the fourth Monday thereafter (unless such Monday is not followed by a Business Day, in which case ending on and including the next succeeding day followed by a Business Day), (iii) a period, generally of 28 days, beginning on and including a Wednesday (or the day following the last day of the prior Auction Period if the prior Auction Period does not end on a Tuesday) and ending on and including the fourth Tuesday thereafter (unless such Tuesday is not followed by a Business Day, in which case ending on and including the next succeeding day followed by a Business Day), (iv) a period, generally of 28 days, beginning on and including a Thursday (or the day following the last day of the prior Auction Period if the prior Auction Period does not end on a Wednesday) and ending on and including the fourth Wednesday thereafter (unless such Wednesday is not followed by a Business Day, in which case ending on and including the next succeeding day followed by a Business Day) or (v) a period, generally of 28 days, beginning on and including a Friday (or the day following the last day of the prior Auction Period if the prior Auction Period does not end on a Thursday) and ending on and including the fourth Thursday thereafter (unless such Thursday is not followed by a Business Day, in which case ending on and including the next succeeding day which is followed by a Business Day), and (b) if the Auction Periods are changed as provided herein, each period from an Interest Payment Date to but excluding the next succeeding Interest Payment Date.

LIBOR Determination Date means the Auction Date, or if no Auction Date is applicable, the Business Day immediately preceding the first day of each Interest Period.

Market Agent means the market agent or market agents appointed pursuant to the Indenture, and its or their successors or assigns.

Market Agent Agreement means the Market Agent Agreement dated as of December 1, 2003, between the Trustee and each Market Agent, and any similar agreement with a successor Market Agent, in each case as from time to time amended or supplemented.

Maximum Rate means the lesser of (a) 15% per annum or such higher rate as the State may establish with a Rating Confirmation or (b) the maximum rate of interest permitted by the laws of the State.

One-Week LIBOR, One-Month LIBOR, Three-Month LIBOR, Six-Month LIBOR, or **One-Year LIBOR** each means the offered rate, as determined by the Auction Agent or the Trustee, as applicable, for United States dollar deposits for the respective periods specified above which appears on Telerate Page 3750, as reported by Bloomberg Financial Markets Commodities News (or such other page as may replace Telerate Page 3750 for the purpose of displaying comparable rates) as of approximately 11:00 a.m. London time, on the LIBOR Determination Date; *provided*, that if on any calculation date, no rate appears on Telerate Page 3750 as specified above, the Auction Agent or the Trustee, as applicable, shall determine the arithmetic mean of the offered quotations for four major banks in the London interbank market, for deposits in U.S. dollars for the respective periods specified above to the banks in the London interbank market as of approximately 11:00 a.m., London time, on such calculation date and in a principal amount of not less that $1,000,000 that is representative of a single transaction in such market and at such time, unless fewer than two such quotations are provided, in which case, the Applicable LIBOR-Based Rate shall be the arithmetic mean of the offered quotations that leading banks in New York City selected by the Auction Agent or the Trustee, as applicable, are quoting on the relevant LIBOR Determination Date for loans in U.S. dollars for the respective periods specified above to leading European banks in a principal amount of not less than $1,000,000 that is representative of a single transaction in such market at such time. All percentages resulting from such calculations shall be rounded upwards, if necessary, to the nearest one hundredth of one percent.

Payment Default means failure to make any payment of interest on, premium, if any, or principal of, any Bonds when due, by the State.

Record Date means (a) if, and for so long as Interest Payment Dates are specified to occur at the end of each Auction Period, the Applicable Number of Business Days immediately preceding each Interest Payment Date and (b) if and for so long as interest is payable with respect thereto semiannually, one Business Day prior to each Interest Payment Date.

Registrar means the Trustee or any separate registrar appointed under the Indenture with respect to the ARCs.

Securities Exchange Act means the Securities Exchange Act of 1934, as amended.

Payments

So long as the ARCs are registered in the name of the Depository or the nominee thereof, payment of interest (other than at maturity) and premium, if any, on, and of principal at redemption of, the ARCs shall be made to the Depository by wire transfer provided proper wire instructions are received. If the Series B Bonds are not in registered in the name of the Depository, payment of principal will be made by check or draft issued upon the presentation and surrender of the Series B Bonds at the designated office of the Paying Agent. Payment of interest due on the Series B Bonds will be made by check or draft mailed to the registered owner shown in the registration book at the close of business on the Record Date.

Determination of Applicable ARCs Rate

Interest on the ARCs shall accrue for each Interest Period and shall be payable in arrears, on each Interest Payment Date.

The rate of interest on the ARCs for each subsequent Interest Period will be the Auction Rate unless the Auction Rate exceeds the Maximum Rate, in which case the rate of interest on the ARCs for such Interest Period shall be the Maximum Rate. Except as described below, if for any reason an Auction is not held on any Auction Date, then the Auction Rate for the next succeeding Interest Period shall equal the Auction Rate in effect for the preceding Interest Period. Notwithstanding the foregoing, if:

(a) the ownership of the ARCs is no longer maintained in Book-Entry Form by the Depository, Auctions will be suspended and the Applicable ARCs Rate for any Interest Period commencing after the delivery of certificates representing ARCs shall equal the Maximum Rate on the Business Day immediately preceding the first day of such Interest Period; or

(b) a Payment Default occurs, Auctions will be suspended and the Applicable ARCs Rate for the Interest Period commencing on or after such Payment Default and for each Interest Period thereafter to and including the Interest Period, if any, during which, or commencing less than the Applicable Number of Business Days after, such Payment Default is cured will equal the Maximum Rate; or

(c) a Failed Conversion occurs, there will be no Auction on the Failed Conversion Date and the Applicable ARCs Rate for the Interest Period commencing on that date shall equal the Maximum Rate.

Auction Procedures

By purchasing ARCs, whether in an Auction or otherwise, each purchaser of the ARCs, or its Broker-Dealer, must agree and shall be deemed by such purchase to have agreed (i) to participate in Auctions on the terms described herein, (ii) to have its beneficial ownership of the ARCs maintained at all times in Book-Entry Form for the account of its Participant, which in turn will maintain records of such beneficial ownership, and (iii) to authorize such Participant to disclose to the Auction Agent such information with respect to such beneficial ownership as the Auction Agent may request. Auctions shall be conducted on each Auction Date (other than the Auction Date immediately preceding (w) each Interest Period commencing after the ownership of the ARCs is no longer maintained in book-entry form by the Depository, (x) each Interest Period commencing after the occurrence and during the continuance of a Payment Default, (y) any Interest Period commencing less than the Applicable Number of Business Days after the cure of a Payment Default, or (z) any Interest Period commencing on a Failed Conversion Date). If there is an Auction Agent on such Auction Date, Auctions shall be conducted in the following manner (such procedures to apply separately to each subseries of the ARCs).

Changes in Auction Periods or Auction Date

Changes in Auction Period or Periods

In order to conform with then current market practice with respect to similar securities, or in order to accommodate economic and financial factors that may affect or be relevant to the length of the Auction Period and the interest rate borne by the ARCs, and with the written consent of the State, the Market Agent may change, from time to time, the length of one or more Auction Periods. The Market Agent shall, not less than three days nor more than twenty days prior to the effective date of such change, deliver to the State a written request for consent together with a certificate demonstrating the need for change in reliance on such factors. The Market Agent shall initiate the change in the length of one or more Auction Periods by giving written notice to the Trustee, the Auction Agent, the State, and the Depository in substantially the form, or containing substantially the information, contained in the Indenture at least ten days prior to the Auction Date for such Auction Period.

Any such changed Auction Period shall not be less than seven days. The change in the length of one or more Auction Periods shall not be allowed unless Sufficient Clearing Bids existed at both the Auction before the date on which the notice of the proposed change was given as described above and the Auction immediately preceding the proposed change.

The change in length of one or more Auction Periods shall take effect only if (a) the Trustee and the Auction Agent receive, by 11:00 a.m. on the Business Day before the Auction Date for the first such Auction Period, a certificate from the Market Agent authorizing the change in the length of one or more Auction Periods specified in such certificate and (b) Sufficient Clearing Bids exist at the Auction on the Auction Date for such first Auction Period. If the condition referred to in (a) above is not met, the Applicable ARCs Rate for the next Auction Period shall be determined pursuant to the Auction Procedures and the Auction Period shall be the Auction Period determined without reference to the proposed change. If the condition referred to in (a) is met but the condition referred to in (b) above is not met, the Applicable ARCs Rate for the next Auction Period shall be the Maximum Rate and the Auction Period shall be the Auction Period determined without reference to the proposed change.

Changes in the Auction Date

In order to conform with then current market practice with respect to similar securities, or in order to accommodate economic and financial factors that may affect or be relevant to the day of the week constituting an Auction Date and the interest rate borne on the ARCs, and with the written consent of the State, the Market Agent may specify an earlier Auction Date (but in no event more than five Business Days earlier) than the Auction Date that would otherwise be determined with respect to one or more specified Auction Periods. The Market Agent shall, not less than three days nor more than twenty days prior to the effective date of such change, deliver to the State a written request for consent together within a certificate demonstrating the need for change in reliance on such factors. The Market Agent shall provide notice of any determination to specify an earlier Auction Date for one or more Auction Periods by means of a written notice delivered at least ten days prior to the proposed changed Auction Date to the Trustee, the Auction Agent, the State and the Depository.

GLOSSARY

The following definitions apply to capitalized terms used in this Part VIII of the Annual Report. See "AUCTION RATE CERTIFICATES; Definitions" for other capitalized terms that relate to the Series B Bonds initially issued as ARCs.

Accrued Interest means interest accrued on any Series of Bonds from their dated date to the date of their issuance and delivery.

Accumulated Unused Sick Leave Liability means the State's unfunded liability under Sections 40.05(4)(b), (bc), and (bw) and Subchapter IX of Chapter 40, Wisconsin Statutes, as certified by the Secretary of the Wisconsin Department of Employee Trust Funds.

Act or **Enabling Act** means Section 16.527, Wisconsin Statutes, as from time to time amended.

Additional Bonds means any Bonds authenticated and delivered upon original issuance in addition to the Bonds as authorized pursuant to the Indenture and any Bonds thereafter authenticated and delivered in lieu of or in substitution for such Bonds.

Annual Appropriation Amount means, for any Fiscal Year which is the first Fiscal Year of a Biennium, an amount equal to the sum of the amounts in the following clauses (a) through (g) for such Fiscal Year, plus the amount in the following clause (h), and for any Fiscal Year which is the second Fiscal Year of a Biennium, an amount equal to the sum of the amounts in the following clauses (a) through (g) for such Fiscal Year or for the immediately succeeding Fiscal Year, whichever is greater, plus the amount in the following clause (h):

(a) the amount of principal of Bonds Outstanding coming due during the Fiscal Year;

(b) the amount of principal of Bonds Outstanding to be redeemed (whether pursuant to mandatory or optional redemption provisions) during the Fiscal Year, with the amount to be redeemed pursuant to optional redemption determined based on the amount set forth in: (i) with respect to the Bonds, the Schedule attached to the Indenture, as modified pursuant to the Indenture, and (ii) with respect to any Additional Bonds, the schedule or formula, if any, set forth in the Supplemental Indenture pursuant to which the Additional Bonds are issued, for the Fiscal Year;

(c) interest to be paid during the Fiscal Year with respect to Fixed Rate Bonds Outstanding;

(d) interest that would be payable during the Fiscal Year with respect to Variable Rate Bonds Outstanding, determined at the maximum rate specified with respect thereto;

(e) the maximum amount of any Swap Payment Obligations (other than Swap Termination Payments) that would be payable during the Fiscal Year under Swap Agreements that provide for a variable rate or rates to be paid by the State to the Swap Provider; provided, that any payment that is determined without limit as to amount shall be determined at a rate equal to the rate that would result if the index provided in such Swap Agreement were at 15% per annum;

(f) the maximum amount of Credit Facility Payment Obligations due during the Fiscal Year except to the extent included in (a) through (e) above;

(g) estimated administrative expenses, if they will be payable from the Operating Expense Fund during the Fiscal Year; and

(h) the amount of all Swap Termination Payments which are unpaid and owing as of the September 1 immediately preceding the commencement of the Biennium which includes the Fiscal Year with respect to which the Annual Appropriation Amount is being determined, plus interest to accrue on such Swap Termination Payments to the date on which they are reasonably expected to be made, provided that for interest determined based on a variable rate, interest shall be calculated at the maximum rate permitted in the Swap Agreement and if no maximum rate is specified, a rate of 15% per annum.

Appropriated Funds means (a) all amounts appropriated by law pursuant to Section 20.505(1)(br), Wisconsin Statutes, or any successor provision, Section 20.505(1)(it), Wisconsin Statutes, or any successor provision, and Section 20.505(1)(iq), Wisconsin Statutes, or any successor provision from year to year with respect to the Bonds, Swap Payment Obligations and Credit Facility Payment Obligations; and (b) any other amounts appropriated by law for payment of the Bonds, Swap Payment Obligations and Credit Facility Payment Obligations.

Appropriations Fund means the fund by that name established pursuant to the Indenture.

Authorized Denomination or **Authorized Denominations** means (a) with respect to the Series A Bonds, $5,000 or any multiple thereof and (b) with respect to the Series B Bonds, $50,000 or any multiple thereof.

Authorized Department Representative means the person identified in a written certificate which is signed by the Secretary of Administration, which contains a specimen of the Authorized Department Representative's signature and which has been delivered to the Trustee. Authorized Department Representative includes any alternate or alternates designated in the certificate in the same manner. An Authorized Department Representative or alternate may be an employee of the Department.

Authorizing Certification means a written certification of the Department of Administration pursuant to Section (5)(a) of the Act, as it may be amended in accordance with the terms of the Indenture, executed by the Secretary of Administration or his or her designee and delivered to the Governor, authorizing the execution and delivery of the Indenture and the Bonds, or authorizing the execution and delivery of a Supplemental Indenture and one or more Series of Additional Bonds.

Beneficial Owner means the owner of a beneficial interest in Bonds.

Biennium means the two-Fiscal Year period beginning July 1 of each odd-numbered year.

Bond Counsel means Counsel whose legal opinions on municipal bond issues are nationally recognized.

Bond Insurance Policies means, collectively, the policies of municipal bond insurance issued by the Bond Insurers insuring the Bonds.

Bond Insurers means Financial Security Assurance Inc., with respect to the Series A Bonds, and XL Capital Assurance Inc., with respect to the Series B Bonds, or any successors thereto or assignees thereof.

Bonds means the State of Wisconsin General Fund Annual Appropriation Bonds of 2003, of the State contracted by the Department of Administration pursuant to the Act and an Authorizing Certification in the aggregate principal amount of $1,794,850,000 and which is divided into two Series designated Series A (Taxable Fixed Rate) and Series B (Taxable Auction Rate Certificates), which are issued, authenticated and delivered pursuant to the Indenture.

Book Entry Form or **Book Entry System** means, with respect to the Bonds, a form or system, as applicable, under which (i) the ownership of beneficial interests in the Bonds may be transferred only through a book entry system and (ii) physical bond certificates in fully registered form are registered only in the name of a Depository or its nominee as Registered Owner, with the physical bond certificates immobilized in the custody of the Depository.

Budget Bill means, for the Biennia commencing July 1, 2005 and thereafter, (i) the executive budget bill or bills described under Section 16.47, Wisconsin Statutes, or any successor provision thereto, introduced into either house of the Legislature of the State, as introduced, (ii) the budget bill as adopted by either house of the Legislature of the State, and (iii) the budget bill as approved in whole or in part by the Governor and enacted into law.

Business Day means a day which is not (a) a Saturday, Sunday, or legal holiday, (b) a day on which commercial banks are required or authorized by law to be closed in the State or in the city of the Designated Trust Office or (c) a day on which The New York Stock Exchange is closed for the entire day or federal reserve banks are closed.

Closing Statement means the certificate signed by an Authorized Department Representative required by the Indenture.

Counsel means an attorney admitted to practice before the highest court of any state.

Credit Facility or **Credit Facilities** means the Bond Insurance Policies and any standby or direct pay letter of credit, standby bond purchase agreement, line of credit, surety bond, insurance policy, or other insurance commitment or other agreement or ancillary arrangement (other than a Swap Agreement), satisfactory to the State, that is provided by a commercial bank, insurance company or other entity to pay or further secure payment of debt service on Bonds or the purchase of Bonds upon tender.

Credit Facility Payment Obligations means all payment and reimbursement obligations of the State to a Credit Issuer in connection with any Credit Facility securing all or a portion of any Bonds.

Credit Issuer means the issuer of a Credit Facility, including Bond Insurers.

DTC means The Depository Trust Company, a limited purpose trust company organized under the laws of the State of New York.

Debt Service Account means each Debt Service Account of the Debt Service Fund established pursuant to the Indenture.

Debt Service Fund means the fund by that name established pursuant to the Indenture.

Default means the occurrence of an event which, with the lapse of time or the giving of notice or both, is an Event of Default.

Defeasance Obligations means noncallable U.S. Government Obligations or obligations issued by one of the agencies of the United States of America not redeemable at the option of the State or anyone acting on its behalf prior to maturity.

Department or **Department of Administration** or **DOA** means the Department of Administration of the State.

Deposit Amount means the amount certified by the Secretary of Administration as the net amount reasonably expected to be needed during the applicable Fiscal Year to pay principal of Bonds (whether at maturity or by redemption prior to maturity and including the amount set forth in: (i) with respect to the Bonds, the schedule attached to the Indenture as modified as described under "SUMMARY OF THE INDENTURE; Appropriated Funds and Funds and Accounts; *Deposits into and Use of Monies in the Appropriations Fund,*" and (ii) with respect to Additional Bonds, the schedule or formula, if any, set forth in the Supplemental Indenture pursuant to which the Additional Bonds are issued), interest on Bonds, and any Swap Payment Obligations (other than Swap Termination Payments), and to pay administrative expenses. The amount certified shall take into account amounts held by the Trustee in the Proceeds Account, but shall not take into account amounts held by the Trustee in the Stabilization Fund, that may be applied to such payments. The amount certified shall also take into account the effect of any reasonably expected refunding of Bonds.

Depository means any securities depository that is a clearing corporation within the meaning of the New York Uniform Commercial Code and a clearing agency registered pursuant to the provisions of section 17A of the Securities Exchange Act of 1934, operating and maintaining, with its Participants or otherwise, a Book Entry System to record ownership of beneficial interests in the Bonds and to effect transfers of the beneficial ownership in the Bonds in Book Entry Form.

Designated Trust Office means the corporate trust office designated by the Trustee.

Event of Default as used in or with reference to the Indenture has the meaning attributed to it under "SUMMARY OF THE INDENTURE; Defaults and Remedies".

Event of Nonappropriation means the insufficiency of Appropriated Funds in any Fiscal Year to pay when due all principal, redemption premium and interest on the Bonds and all Parity Swap Payment Obligations.

Fiscal Year means the 12-month fiscal period commencing on July 1 of each year and ending on June 30 of the succeeding year.

Fitch shall mean Fitch Ratings and its successors and assigns.

Fixed Rate Bonds means any Bonds, the interest rate on which is established (with no right to vary) at a single numerical rate for the remaining term of such Bonds.

Funded Interest means proceeds of the Bonds deposited with the Trustee to pay interest on Bonds or any Parity Swap Payment Obligations.

Governor means the governor of the State.

Immediate Notice means notice by telephone, telex, or telecopier to such address as the addressee shall have directed in writing, promptly followed by written notice by hand delivery, by first-class mail, postage prepaid, or by nationally recognized overnight commercial carrier, airbill prepaid; provided, however, that if any Person required to give an Immediate Notice shall not have been provided with the necessary information as to the telephone, telex or telecopier number of an addressee, Immediate Notice shall mean written notice by hand delivery or by nationally recognized overnight commercial carrier, airbill prepaid.

Indenture means the Trust Indenture, dated as of December 1, 2003, between the State, acting by and through the Department of Administration, under the authority of the Act, and the Trustee, as trustee.

Indenture Funds means the funds created under of the Indenture and described under "SUMMARY OF THE INDENTURE; Appropriated Funds and Funds and Accounts."

Interest Payment Date means any date specified in the Indenture or a Supplemental Indenture for the payment of interest of Bonds.

Issuance Expenses means fees and expenses incurred or to be incurred by or on behalf of the State, the Trustee, or Bond Counsel for the Bonds in connection with the issuance and sale of the Bonds including, but not limited to, underwriting costs (whether in the form of discount in the purchase of the Bonds or otherwise), fees and expenses of legal counsel (including Bond Counsel, counsel to the Trustee and counsel to the Purchaser), fees and expenses of financial advisors, feasibility consultants and accountants, rating agency fees, fees of the Trustee, printing costs, and recording expenses, fees and expenses related to any Credit Facility or Swap Agreement in connection with the Bonds, fees and costs related to exchange listings, and costs associated with the acquisition of securities for any defeasance escrow and for verifying the sufficiency of any defeasance escrow and any other fees, costs or expenses in connection with the Indenture or the Bonds as determined by an Authorized Department Representative.

Letter of Representations means the Letter of Representations dated December 12, 2003 between the State and the Depository Trust Company, relating to the Bonds.

Maximum Rate means the lesser of (a) 15% per annum or such higher rate as the State may establish with a Rating Confirmation or (b) the maximum rate of interest permitted by the laws of the State.

Moody's means Moody's Investors Service, Inc. and its successors and assigns.

Operating Expense Fund means the fund by that name established pursuant to the Indenture.

Opinion of Bond Counsel means an opinion in writing signed by legal counsel who shall be nationally recognized as expert in matters pertaining to the validity of obligations of governmental issuers.

Opinion of Counsel means an opinion in writing signed by legal counsel who may be an employee of or counsel to the State and who shall be satisfactory to the Trustee.

Outstanding when used with reference to Bonds means all Bonds which have been authenticated and delivered by the Trustee under the Indenture except:

(a) Bonds or portions of Bonds after (i) payment at maturity or redemption prior to maturity, or (ii) delivery to the Trustee by the State for cancellation pursuant to the Indenture,

(b) Bonds for the payment or redemption of which there has been irrevocably deposited with the Secretary of Administration or Trustee, in trust, cash or Defeasance Obligations in accordance with the requirements of the Indenture and the Act.

(c) Bonds in lieu of which other Bonds have been authenticated upon transfer, exchange or replacement as provided in the Indenture, and

(d) for purposes of any agreement, acceptance, approval, waiver, consent, request or other action to be taken under the Indenture by the Registered Owners of a specified percentage of principal amount of Bonds, Bonds held by or for the account of the State.

Owner, **Bondowner** or **Registered Owner** when used with reference to a Bond means the person who is the registered owner of a Bond.

Parity Swap Payment Obligations means Swap Payment Obligations exclusive of all Swap Termination Payments, except for Swap Termination Payments the amount of which was included in the calculation of Annual Appropriation Amount for a Fiscal Year for which a Budget Bill has been enacted (but not including appropriations continued from the prior Fiscal Year pursuant to Section 20.002(1), Wisconsin Statutes).

Participant means a broker-dealer, bank or other financial institution for which DTC or a successor Depository holds Bonds from time to time as a securities depository.

Payment means the payment of part or all of the Unfunded Prior Service Liability and Accumulated Unused Sick Leave Liability.

Payment Cost means any cost of the Payment and the issuance of the Bonds, including but not limited to paying accrued or Funded Interest, Issuance Expenses, making deposits to reserve funds, paying administrative expenses, paying the costs of credit enhancement or making payments under any Swap Agreement or Credit Facility.

Payment Date means a date on which payment of a Principal Installment or Redemption Price or interest with respect to any Bonds or payment of any Swap Payment Obligations or Credit Facility Payment Obligations shall be due and payable.

Person means an individual, a corporation, a limited liability company, a partnership, an association, a joint stock company, a joint venture, a trust, an unincorporated organization, or a government or any agency or political subdivision thereof.

Principal Installment means, as of any date of calculation and with respect to any Series of Bonds, so long as any Bonds thereof are Outstanding, (i) the principal amount of Bonds of such Series due on a certain future date for which no sinking fund installments have been established, or (ii) the unsatisfied balance of any sinking fund installments due on a certain future date for Bonds of such Series, or (iii) if such future dates coincide as to different Series of Bonds, the sum of such principal amount of Bonds and of such unsatisfied balance of sinking fund installments due on such future date.

Purchaser means the initial purchaser of Bonds, whether one or more.

Qualified Investments means 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 or under other applicable law:

(a) direct obligations maturing within ten years or less from the date of settlement, of the United States or its agencies, corporations wholly owned by the United States, the international bank for reconstruction and development, the international finance corporation, the inter-American development bank, the African development bank, the Asian development bank, the federal national mortgage association or any corporation chartered by an act of Congress,

(b) securities maturing within ten years or less from the date of settlement, guaranteed by the United States or, where the full faith and credit of the United States is pledged or, where securities are collateralized by government-insured investments or, where the securities are issued by a corporation created by act of Congress and related by such act,

(c) unsecured notes of financial and industrial issuers maturing within five years or less from the date of settlement and having one of the two highest ratings given by a nationally recognized rating service, but if the corporation issuing such notes has any long-term senior debt issues outstanding which also have been rated, the rating must be one of the three highest ratings so given,

(d) certificates of deposit issued by banks located in the United States and by savings and loan associations, savings banks and credit unions located in the State,

(e) banker's acceptances accepted by banks located in the United States,

(f) commercial paper maturing within one year or less from the date of investment and rated prime by the national credit office, if the issuing corporation has one or more long-term senior debt issues outstanding, each of which has one of the three highest ratings issued by Moody's or S&P, and

(g) any other obligation or security which constitutes a permitted investment for money of the State under the Act or other applicable law.

Rating means one of the rating categories of a Rating Agency then rating the Bonds.

Rating Agencies or **Rating Agency** means Moody's, Fitch, S&P, or any other rating agency requested by the State to maintain a Rating on any of the Bonds.

Rating Confirmation means a letter from each of at least two Rating Agencies then providing a Rating for the Bonds confirming that the action proposed to be taken by the State will not, in and of itself, have the effect of reducing the underlying Rating then applicable to the Bonds or of causing any such Rating Agency to suspend or withdraw the underlying Rating then applicable to the Bonds.

Redemption Notice Information means information in a written and dated notice from the Trustee which (a) identifies the Bonds to be redeemed by the name of the issue (including the name of the State and any Series designation), CUSIP number, if any, date of issue, interest rate (for Fixed Rate Bonds), maturity date and any other descriptive information the Trustee deems desirable to accurately identify the Bonds to be redeemed and, if only a portion of some Bonds will be redeemed, the certificate numbers and the principal amount of those Bonds to be redeemed, (b) identifies the date on which the notice is published and the date on which the Bonds will be redeemed, (c) states the price at which the Bonds will be redeemed, (d) states that interest on the Bonds or the portions of them called for redemption will stop accruing from the redemption date if funds sufficient for their redemption and available for that purpose are on deposit with the Trustee on the redemption date, (e) states that payment for the Bonds will be made on the redemption date at the Designated Trust Office of the Trustee during normal business hours upon the surrender of the Bonds to be redeemed in whole or in part, and (f) identifies by name and phone number a representative of the Trustee who may be contacted for more information. For so long as the Bonds are in a Book Entry System, Redemption Notice Information also includes the information and procedures described in the Letter of Representations.

Redemption Price means with respect to any Bond, 100% of the principal amount thereof plus the applicable redemption premium, if any, payable upon redemption thereof.

Registered Owner's Address means the address, which a Registered Owner may change upon written request to the Trustee, of the Registered Owner of any Bond as it appears in the Registration Books.

Registration Books means books maintained by the Trustee on behalf of the State at the Designated Trust Office of the Trustee for the purpose of recording the registration, transfer, exchange or replacement of any of the Bonds.

S&P means Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and its successors and assigns.

Secretary of Administration means the Secretary of the Department.

Series means all Bonds authenticated and delivered on original issuance in a simultaneous transaction and designated as a Series in an Authorizing Certification, and any Bonds thereafter authenticated and delivered in lieu of or in substitution of such Bonds.

Series A Bonds means the $850,000,000 State of Wisconsin General Fund Annual Appropriation Bonds of 2003, Series A (Taxable Fixed Rate).

Series B Bonds means the $944,850,000 State of Wisconsin General Fund Annual Appropriation Bonds of 2003, Series B (Taxable Auction Rate Certificates).

Stabilization Fund means the reserve fund by that name established pursuant to the Indenture.

Stabilization Fund Amount means the amount deposited in the Stabilization Fund, as provided in the Closing Statement, or such greater amount deemed reasonable and designated in writing by an Authorized Department Representative.

State means the State of Wisconsin.

Subordinated Payment Obligations Fund means the fund by that name established pursuant to the Indenture.

Subordinated Swap Payment Obligations means all Swap Payment Obligations payable by the State except Parity Swap Payment Obligations.

Supplemental Indenture means any trust indenture which has been duly executed and delivered by the State and the Trustee amendatory of the Indenture or supplemental to the Indenture, but only if and to the extent that such Supplemental Indenture is authorized under the Indenture.

Swap Agreement or **Swap** means any agreement or ancillary arrangement between the State and a Swap Provider relating to the Bonds and identified by the Department of Administration pursuant to the Indenture, including indexing agreements, interest exchange agreements or any other similar transaction.

Swap Payment Obligations means, for any period of time, all net amounts payable by the State (including Swap Termination Payments payable by the State) under any Swap Agreement.

Swap Provider means the State's counterparty under a Swap Agreement, which shall have a rating of at least "AA" (without regard to any qualifier), or its equivalent, from any Rating Agency at the time of execution of the Swap Agreement, except the State's counterparty or counterparties under a Swap Agreement or Swap Agreements having an aggregate notional amount equal to no greater than 33% of the principal amount of the Bonds then Outstanding may have a rating of "A" (without regard to any qualifier), or its equivalent, from any Rating Agency at the time of execution of the Swap Agreement.

Swap Revenues means all amounts received by the State or the Trustee pursuant to any Swap Agreement, including without limitation, any Swap Termination Payment.

Swap Termination Payment means, with respect to any Swap Agreement, any settlement amount payable by the applicable Swap Provider or the State by reason or on account of the early termination of such Swap Agreement, together with any interest thereon. The term Swap Termination Payment shall not include net unpaid amounts up to the Swap Agreement termination date which would have been payable by the Swap Provider or the State, as the case may be, pursuant to the terms of the applicable Swap Agreement irrespective of the early termination of such Swap Agreement.

Trust Estate means the property conveyed to the Trustee pursuant to the Granting Clauses of the Indenture.

Trustee's Consent means the prior written consent of the Trustee.

Trustee's Expenses means the reasonable and necessary fees and expenses of the Trustee with respect to the Indenture or the Bonds and those for any legal, accounting, financial, or other experts reasonably retained by the Trustee. Trustee's Expenses also include the fees, charges and expenses of any additional paying agent for the Bonds.

Unfunded Prior Service Liability means the State's unfunded prior service liability under Section 40.05(2)(b), Wisconsin Statutes, as certified by the Secretary of the Wisconsin Department of Employee Trust Funds.

U.S. Government Obligations means obligations which are direct, full faith and credit obligations of the United States of America or are obligations with respect to which the United States of America has unconditionally guaranteed the timely payment of all principal or interest or both, but only to the extent of the principal or interest so guaranteed.

Variable Rate Bonds means any Bonds which bear a variable interest rate or rates which rate is not established at the time of calculation at a single numerical rate for the remaining term of such Bonds.

Written Request means a request in writing signed by an Authorized Department Representative.