



STATE OF WISCONSIN CONTINUING DISCLOSURE ANNUAL REPORT

FILED PURSUANT TO UNDERTAKINGS PROVIDED TO PERMIT COMPLIANCE WITH
SECURITIES EXCHANGE COMMISSION RULE 15C2-12

GENERAL OBLIGATIONS

(Base CUSIPs 977055, 977056, and 97705L)

MASTER LEASE CERTIFICATES OF PARTICIPATION

(Base CUSIP 977087)

TRANSPORTATION REVENUE OBLIGATIONS

(Base CUSIP 977123)

CLEAN WATER REVENUE BONDS

(Base CUSIP 977092)

PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS

(Base CUSIP 977109)

GENERAL FUND ANNUAL APPROPRIATION BONDS

(Base CUSIP 977100)

DECEMBER 23, 2011



SCOTT WALKER
GOVERNOR

MIKE HUEBSCH
SECRETARY

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Capital Finance Office
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December 23, 2011

Thank you for your interest in the State of Wisconsin.

This is the Continuing Disclosure Annual Report for the fiscal year ending June 30, 2011 (**2011 Annual Report**).

The 2011 Annual Report provides information on different securities that the State issues and is provided under the State's continuing disclosure undertakings. These undertakings of the State are intended to help dealers and brokers comply with Rule 15c2-12 under the Securities Exchange Act of 1934. As of this date, the State has filed the 2011 Annual Report with the Municipal Securities Rulemaking Board (**MSRB**) through the MSRB's Electronic Municipal Market Access (**EMMA**) system. EMMA receives, and makes available to the public, continuing disclosure documents and related information that is provided by issuers and obligated persons.

Official Statements for securities that the State issues during the next year may incorporate parts of this 2011 Annual Report by reference.

Organization of the 2011 Annual Report

The 2011 Annual Report is divided into eight parts. The first two parts present general information.

- **Part I** presents the **State's continuing disclosure undertakings**. A Master Agreement on Continuing Disclosure (Amended and Restated December 1, 2010) establishes a general framework. Separate addenda describe the information to be provided for specific types of securities.
- **Part II** presents **general information about the State**, including its operations and financial results. This part includes the General Purpose External Financial Statements portion of the audited Comprehensive Annual Financial Report for the fiscal year ending June 30, 2011. This part also includes the results of the 2010-11 fiscal year and information on the 2011-13 biennial budget.

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

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

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

Ratings on the State's Securities

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

| <u>Security</u> | <u>Fitch Ratings</u> | <u>Moody's Investors Service, Inc.</u> | <u>Standard & Poor's Ratings Services</u> |
|--|----------------------|--|---|
| General Obligations | AA | Aa2 | AA |
| Master Lease Certificates of Participation | AA- | Aa3 | AA- |
| Transportation Revenue Bonds | AA+ | Aa2 | AA+ |
| Clean Water Revenue Bonds | AA+ | Aa1 | AA+ |
| Petroleum Inspection Fee Revenue Bonds | AA | Aa2 | AA |
| General Fund Annual Appropriation Bonds | AA- | Aa3 | AA- |

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

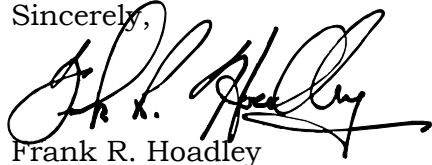
The Capital Finance Office posts to this web site monthly general fund cash flow reports. The Capital Finance Office also posts to this web site all event filings and all additional/voluntary filings that it makes through MSRB's EMMA system.

December 23, 2011

Page 3

We welcome your comments or suggestions about the format and content of the 2011 Annual Report. The general telephone number of the Capital Finance Office is (608) 266-2305. The e-mail address is **DOACapitalFinanceOffice@wisconsin.gov**.

Sincerely,

A handwritten signature in black ink, appearing to read "F. R. Hoadley", with a stylized flourish extending to the right.

Frank R. Hoadley
Capital Finance Director

**SUMMARY OF OUTSTANDING STATE OF WISCONSIN OBLIGATIONS
AS OF DECEMBER 15, 2011**

| | <u>Principal Balance 12/15/2010</u> | <u>Principal Issued 12/15/2010 - 12/15/11</u> | <u>Principal Matured, Redeemed, or Defeased 12/15/2010 - 12/15/11</u> | <u>Principal Balance 12/15/2011^(b)</u> |
|--|---|---|---|---|
| <u>GENERAL OBLIGATIONS^(a)</u> | | | | |
| Total | \$6,822,771,982 | \$1,349,445,000 | \$793,606,662 | \$7,378,610,319 |
| General Purpose Revenue (GPR) | 4,654,153,581 | 785,917,996 | 520,834,540 | 4,919,237,037 |
| Self-Amortizing: Veterans | 222,745,000 | — | 49,765,000 | 172,950,000 |
| Self-Amortizing: Other | 1,945,873,400 | 563,527,004 | 222,977,122 | 2,286,423,282 |
| <u>MASTER LEASE CERTIFICATES OF PARTICIPATION</u> | | | | |
| Total | \$ 74,099,653 | \$ 15,702,452 | \$ 21,579,025 | \$ 68,223,080 |
| <u>TRANSPORTATION REVENUE OBLIGATIONS^(a)</u> | | | | |
| Total | \$1,866,138,000 | — | \$ 97,945,000 | \$1,768,193,000 |
| <u>CLEAN WATER REVENUE BONDS</u> | | | | |
| Total | \$ 968,165,000 | — | \$ 70,690,000 | \$ 897,475,000 |
| <u>PETROLEUM INSPECTION FEE REVENUE OBLIGATIONS^(a)</u> | | | | |
| Total | \$ 188,610,000 | — | — | \$ 188,610,000 |
| <u>GENERAL FUND ANNUAL APPROPRIATION BONDS^(a)</u> | | | | |
| Total | \$3,359,690,000 | — | \$ 25,835,000 | \$3,333,855,000 |

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

(b) Does not include the \$138,260,000 State of Wisconsin G.O. Bonds of 2011, Series C, which were sold at competitive sale on December 6, 2011 with delivery and closing expected on December 22, 2011.

TABLE OF CONTENTS

Page

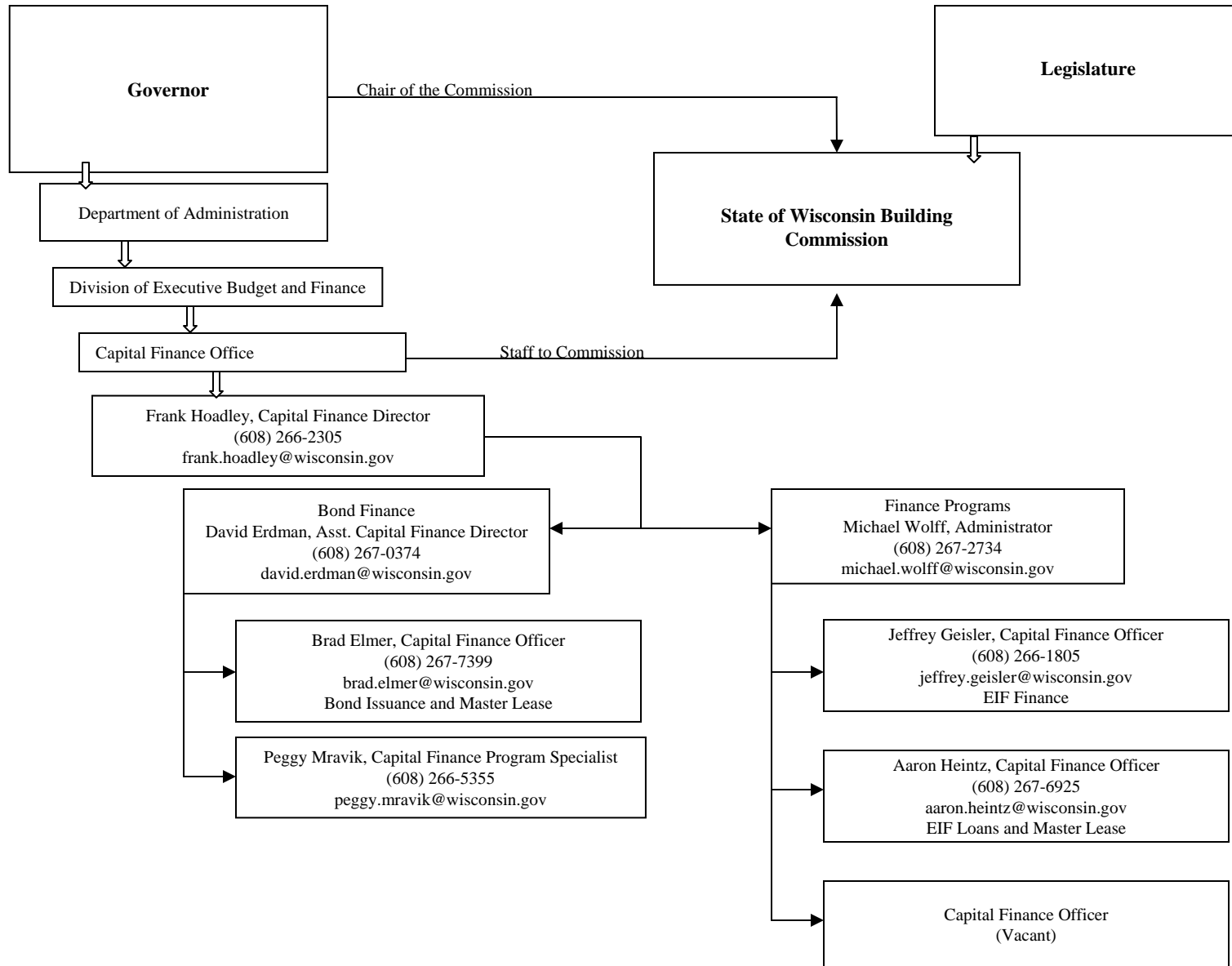
PART III GENERAL OBLIGATIONS

| | |
|--|-----|
| INTRODUCTION..... | 83 |
| SECURITY PROVISIONS FOR GENERAL OBLIGATIONS | 84 |
| Security | 84 |
| Flow of Funds to Pay Debt Service on General Obligations..... | 85 |
| Purposes of General Obligations | 85 |
| Limitations on Issuance of General Obligations..... | 86 |
| Authorization of General Obligations | 86 |
| DEBT INFORMATION | 92 |
| VARIABLE RATE OBLIGATIONS..... | 104 |
| Commercial Paper Notes | 104 |
| Extendible Municipal Commercial Paper | 107 |
| REVENUE-SUPPORTED GENERAL OBLIGATION | |
| DEBT..... | 109 |
| General | 109 |
| Veterans Housing Loan Program..... | 109 |
| Special Redemption; Taxable Veterans Mortgage Bonds | 113 |
| Financial and Statistical Information | 119 |

TABLE OF TABLES

| Table | Page | Table | Page |
|---|------|--|------|
| PART III GENERAL OBLIGATIONS | | III-26 Summary Of Prepayments On Veterans Housing and HILP Loans Funded with Veterans Mortgage Bonds 128 | |
| III-1 General Obligation Issuance Status Report 87 III-2 Outstanding General Obligations By Issue..... 92 III-3 Per Capita State General Obligation Debt 98 III-4 Limitation On Annual Aggregate Public Debt That May Be Contracted 98 III-5 Annual Debt Limit Compared to Actual Borrowing.. 99 III-6 Debt Statement 99 III-7 Comparison Of Outstanding Indebtedness to Equalized Valuation of Property..... 100 III-8 Debt Service Payment History: Amount Paid On General Obligations 101 III-9 Debt Service Maturity Schedule: Amount Due Annually On General Obligation Bonds..... 102 III-10 Amortization Schedule: General Obligation Variable Rate Obligations..... 103 III-11 Source of Debt Service Payments on General Obligations 104 III-12 Summary of Outstanding General Obligation CP Notes..... 104 III-13 Summary of Outstanding General Obligation EMCP 107 III-14 Summary of Outstanding Tax-Exempt Veterans Mortgage Bonds Subject to Special Redemption 112 III-15 September 1, 2011, Special Redemption Tax-Exempt Veterans Mortgage Bonds 113 III-16 September 1, 2011, Special Redemption Taxable Veterans Mortgage Bonds..... 114 III-17 Summary of Special Redemptions Taxable Veterans Mortgage Bonds..... 115 III-18 Veterans Housing Loan Program Balance Sheet 119 III-19 Veterans Housing Loan Program Statement of Revenues, Expenses, and Changes in Retained Earnings 120 III-20 Veterans Housing Loan Program Statement Of Cash Flows..... 121 III-21 Veterans Housing Loan Program Bonds Issued and Related Rates of Interest..... 122 III-22 Veterans Housing Loan Program 60+ Day Loan Delinquencies 123 III-23 Debt Service Schedule On State General Obligation Bonds Issued To Fund Veterans Housing & HILP Loans..... 124 III-24 Veterans Housing Loan Program Total Loans By County 125 III-25 Outstanding Tax-Exempt Veterans Mortgage Bonds Subject to Special Redemption..... 126 | | | |

Capital Finance Office Staff (December 15, 2011)



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

BUILDING COMMISSION MEMBERS*

Voting Members

| | Term of Office Expires |
|---|---------------------------------|
| Governor Scott Walker, Chairperson | January 5, 2015 |
| Representative Dean Kaufert, Vice-Chairperson | January 7, 2013 |
| Senator Robert Cowles | January 7, 2013 |
| Senator Fred Risser | January 7, 2013 |
| Senator Dale Schultz | January 5, 2015 |
| Representative Joan Ballweg | January 7, 2013 |
| Representative Gordon Hintz | January 7, 2013 |
| Mr. Robert Brandherm, Citizen Member | At the pleasure of the Governor |

Nonvoting, Advisory Members

| | |
|---|-------|
| Mr. Gil Funk, State Chief Engineer Department of Administration | _____ |
| Mr. Daniel J. Stephans, State Chief Architect Department of Administration | _____ |

Building Commission Secretary

| | |
|--|--|
| Ms. Summer R. Shannon-Bradley, Administrator Division of State Facilities Department of Administration | At the pleasure of the Building Commission and the Secretary of Administration |
|--|--|

OTHER PARTICIPANTS

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

DEBT MANAGEMENT AND DISCLOSURE

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

PART III

GENERAL OBLIGATIONS

Part III of the 2011 Annual Report provides information about general obligations issued by the State of Wisconsin (**State**) in the form of bonds, notes, commercial paper notes (**CP Notes**), and extendible municipal commercial paper (**EMCP**). Selected information is provided in this introduction for the convenience of the readers; however, all information presented in this Part III of the 2011 Annual Report should be reviewed to make an informed investment decision.

| | |
|---|---|
| Total Outstanding Balance (12/15/2011) | \$7,378,610,318 |
| Amount Outstanding of Fixed-Rate Obligations | 6,775,639,318 |
| Amount Outstanding of Variable-Rate Obligations | 602,971,000 |
| Percentage of Outstanding Obligations in the form of Variable-Rate Obligations | 8.17% |
| Ratings ^(a) (Fitch/Moody's/Standard & Poor's) | |
| Bonds | AA/Aa2/AA |
| CP Notes/EMCP | F1+/P-1/A-1+ |
| Authority | Chapters 18 and 20, Wisconsin Statutes |
| Registrar/Paying Agent | The Secretary of Administration is the registrar and paying agent for all outstanding fixed-rate general obligations. Deutsche Bank Trust Company Americas serves as issuing and paying agent for the CP Notes, and U.S. Bank Trust National Association serves as issuing and paying agent for the EMCP. |
| 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, provide for the repayment of all general obligations, and establish, as security for the payment of all debt service on general obligations, a first claim on all revenues of the State. |
| Bond Counsel | Foley & Lardner LLP |
| ^(a) The ratings presented are the ratings assigned to the State's general obligations without regard to any bond insurance policy. No information is provided in the 2011 Annual Report about any rating assigned to any general obligations based on any bond insurance policy. | |

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The State of Wisconsin Building Commission (**Commission**) supervises all matters concerning the State's issuance of general obligations. The Capital Finance Office, which is part of the Division of Executive Budget and Finance within the State of Wisconsin Department of Administration (**Department**)

of Administration), is responsible for managing the State’s borrowing programs. Requests for additional information about general obligations of the State may be directed to the Capital Finance Office.

All outstanding fixed-rate general obligations have been issued in book-entry-only form. For the following two series of general obligations, which were issued in fully-registered form, U.S. Bank National Association is the registrar and paying agent:

| <u>Name of Obligation</u> | <u>Registrar/Paying Agent Contact</u> |
|--|---|
| General Obligation Bonds of 1990, Series D (Higher Education Bonds) | U.S. Bank National Association Attn: Registered Payments EP-MN-WS2N 60 Livingston Avenue |
| General Obligation Bonds of 1991, Series B (Higher Education Bonds) | St. Paul, MN 55107-2292 U.S. Bank Bondholders Communications Customer Service: 800-934-6802 |

The final maturity date for these general obligation bonds was May 1, 2011; any holder that has not presented these bonds for payment should contact the State or U.S. Bank National Association for information on redeeming such bonds.

General obligations issued by the State have been issued as both tax-exempt obligations and taxable obligations, with some of the taxable obligations being “qualified build America bonds” pursuant to Section 54AA of the Internal Revenue Code of 1986, as amended (**Code**).

The 2011 Annual Report includes information and defined terms for different types of securities issued by the State. The context or meaning of terms used in one part of the 2011 Annual Report may differ from those of the same terms used in another part, and the total amount shown in a table may vary from the related sum due to rounding. No information or resource referred to in the 2011 Annual Report is part of the report unless expressly incorporated by reference.

Certain statements in Part III of the 2011 Annual Report may be forward-looking statements that are based on expectations, estimates, projections, or assumptions. Any forward-looking statements are made as of the date of the 2011 Annual Report, and the State undertakes no obligation to update such statements to reflect subsequent events or circumstances. Actual results could differ materially from the anticipated results.

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. Effective November 24, 2011, State law was changed to provide that, with certain exceptions, the venue for all actions in which the sole defendant is the State, any State board or commission, or any State officer, employee, or agent in an official capacity shall be the county designated by the plaintiff unless another venue is specifically authorized by law. Previously, Wisconsin law had provided that the venue for all such actions would be Dane County. The exceptions concern actions relating to the validity or invalidity of a rule and actions commenced by a prisoner.

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. 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, that enables the State to issue a general obligation that is undifferentiated by the purpose for which proceeds are used.

For budgetary control purposes, 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 statutorily created Bond Security and Redemption Fund at least 15 days in advance of the due date. Furthermore, if operating notes are outstanding, no impoundment payments required in connection with operating notes may be made until the amounts required to be paid into the State's Bond Security and Redemption Fund during the ensuing 30 days have been so deposited.

With respect to general obligation notes, funds for the payment of principal and interest are deposited in a separate and distinct account within the statutorily created 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 the outstanding CP Notes and EMCP is paid when due. It is collected in the same manner as other general obligation notes and is deposited quarterly, in advance, with the respective issuing and paying agent 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. There is an annual limit of three-quarters of one percent, and a cumulative limit of five percent, of the aggregate value of all taxable property in the State. Currently, the annual limit is \$3,651,481,746, and the aggregate limit is \$24,343,211,640. A funding or refunding bond issue does not count for purposes of the annual debt limit, and a funded or 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 101 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 the 2011 Annual Report, approximately 34 of the distinct borrowing purposes essentially 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, as of December 15, 2011, the amounts authorized, issued, and credited to the Capital Improvement Fund for each borrowing purpose. [Table III-1](#) does not reflect the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with closing and delivery expected on December 22, 2011.

Table III-1

**GENERAL OBLIGATION ISSUANCE STATUS REPORT
(December 15, 2011)**

| Program Purpose | Legislative Authorization | General Obligations Issued to Date^(a) | Credit to Capital Improvement Fund | | Total Authorized Unissued Debt |
|---|----------------------------------|---|---|------------------------------|---------------------------------------|
| | | | Interest Earnings^(b) | Premium^(b) | |
| University of Wisconsin; academic facilities..... | \$ 2,016,636,300 | \$ 1,523,516,744 | \$ 13,072,507 | \$ 2,654,869 | \$ 477,392,180 |
| University of Wisconsin; self-amortizing facilities..... | 2,342,774,900 | 1,612,086,661 | 2,911,822 | 3,795,001 | 723,981,416 |
| Natural resources; Warren Knowles - Gaylord Nelson stewardship 2000 program..... | 1,198,000,000 | 614,097,262 | 405,319 | 1,274,802 | 582,222,617 |
| Natural resources; municipal clean drinking water grants..... | 9,800,000 | 9,518,744 | 141,818 | | 139,438 |
| Clean water fund program..... | 783,743,200 | 580,349,053 | | 108,689 | 203,285,458 |
| Safe drinking water loan program..... | 54,800,000 | 45,399,520 | | | 9,400,480 |
| Natural resources; nonpoint source grants..... | 94,310,400 | 93,044,918 | 190,043 | 72,587 | 1,002,852 |
| Natural resources; nonpoint source | 25,000,000 | 13,655,000 | 1,454 | 156,670 | 11,186,876 |
| Natural resources; environmental repair..... | 57,000,000 | 47,712,102 | 203,594 | 34,982 | 9,049,322 |
| Natural resources; urban nonpoint source cost-sharing..... | 41,900,000 | 31,878,640 | 30,671 | 185,248 | 9,805,441 |
| Natural resources; contaminated sediment removal..... | 27,000,000 | 7,334,592 | | 4,997 | 19,660,411 |
| Natural resources; environmental segregated fund supported administrative facilities..... | 11,535,200 | 8,197,686 | 143 | 15,103 | 3,322,268 |
| Natural resources; segregated revenue supported dam safety projects..... | 6,600,000 | 6,214,779 | 617 | 1,087 | 383,517 |
| 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 | 18,513,077 | | 53,084 |
| 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 | 22,918,510 | 141,325 | | 1,665 |
| Natural resources; land acquisition..... | 45,608,600 | 45,116,929 | 491,671 | | |
| Natural resources; Wisconsin natural areas heritage program..... | 2,500,000 | 2,445,793 | 17,174 | | 37,033 |
| Natural resources; segregated revenue supported facilities..... | 90,100,500 | 62,612,692 | 93,544 | 55,311 | 27,338,953 |

Table III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
(December 15, 2011)

| <u>Program Purpose</u> | <u>Legislative Authorization</u> | <u>General Obligations Issued to Date^(a)</u> | <u>Credit to Capital Improvement Fund</u> | | <u>Total Authorized Unissued Debt</u> |
|--|----------------------------------|---|---|------------------------------|---------------------------------------|
| | | | <u>Interest Earnings^(b)</u> | <u>Premium^(b)</u> | |
| Natural resources; general fund supported administrative facilities..... | \$ 11,410,200 | \$ 11,261,102 | \$ 21,753 | | \$ 127,345 |
| Natural resources; ice age trail..... | 750,000 | 750,000 | | | |
| Natural resources; dam safety projects..... | 13,500,000 | 6,290,148 | 49,701 | \$ 19,990 | 7,140,161 |
| Natural resources; segregated revenue supported land acquisition..... | 2,500,000 | 2,500,000 | | | |
| Natural resources; Warren Knowles - Gaylord Nelson stewardship program..... | 231,000,000 | 228,020,644 | 1,306,849 | 4,997 | 1,667,510 |
| Transportation; administrative facilities..... | 8,890,400 | 8,759,479 | 33,943 | | 96,978 |
| Transportation; accelerated bridge improvements..... | 46,849,800 | 46,849,800 | | | |
| Transportation; major interstate bridge construction..... | 225,000,000 | | | | 225,000,000 |
| Transportation; rail passenger route development..... | 122,000,000 | 49,029,513 | 3,016 | 584,531 | 72,382,940 |
| 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, zoo interchange, southeast megaprojects, and I 94 north-south corridor reconstruction projects..... | 704,750,000 | 493,746,000 | 3,018,078 | 1,655,216 | 206,330,706 |
| Transportation; state highway rehabilitation projects..... | 620,063,700 | 501,257,103 | 1,182,897 | 2,267,241 | 115,356,459 |
| Transportation; major highway projects..... | 100,000,000 | 49,780,000 | | 217,378 | 50,002,622 |
| Transportation; state highway rehabilitation, certain projects..... | 141,000,000 | 59,770,000 | | 226,777 | 81,003,223 |
| Transportation; harbor improvements..... | 76,800,000 | 49,726,500 | 234,581 | 136,154 | 26,702,765 |
| Transportation; rail acquisitions and improvements..... | 156,500,000 | 64,825,092 | 5,187 | 54,975 | 91,614,746 |
| Transportation; local roads for job preservation, state funds..... | 2,000,000 | 2,000,000 | - | | - |
| Corrections; correctional facilities..... | 840,602,600 | 800,765,337 | 11,467,562 | 221,637 | 28,148,064 |
| Corrections; self-amortizing facilities and equipment..... | 7,337,000 | 2,115,438 | 99 | | 5,221,463 |

Table III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
(December 15, 2011)

| <u>Program Purpose</u> | Legislative Authorization | General Obligations Issued to Date ^(a) | Credit to Capital Improvement Fund | | Total Authorized Unissued Debt |
|--|------------------------------|--|-------------------------------------|------------------------|-----------------------------------|
| | | | Interest Earnings ^(b) | Premium ^(b) | |
| Corrections; juvenile correctional facilities..... | \$ 28,984,500 | \$ 28,533,551 | \$ 108,861 | \$ 326 | \$ 341,762 |
| Health services; mental health and secure treatment facilities..... | 174,395,800 | 158,820,268 | 895,124 | 315,547 | 14,364,861 |
| Agriculture; soil and water..... | 47,075,000 | 38,022,960 | 3,025 | 181,030 | 8,867,985 |
| Agriculture; conservation reserve enhancement..... | 28,000,000 | 12,094,500 | | 4,997 | 15,900,503 |
| Administration; Black Point Estate..... | 1,600,000 | 1,598,655 | 445 | | 900 |
| Administration; energy conservation projects; capital improvement fund..... | 180,000,000 | 40,235,000 | | 367,302 | 139,397,698 |
| 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 incurred before July 1, 2011..... | 474,000,000 | 473,651,084 | | | 348,916 |
| Building commission; refunding tax-supported and self-amortizing general obligation debt incurred before July 1, 2013..... | 264,200,000 | 45,395,000 | | | 218,805,000 |
| Building commission; refunding tax-supported and self-amortizing general obligation debt..... | 1,775,000,000 | 1,622,668,916 | | | 152,331,084 |
| Building commission; housing state departments and agencies..... | 623,237,800 | 480,183,306 | 2,356,097 | 873,280 | 139,825,117 |
| Building commission; 1 West Wilson street parking ramp..... | 15,100,000 | 14,805,521 | 294,479 | | |
| Building commission; project contingencies..... | 47,961,200 | 45,359,610 | 64,761 | 5,106 | 2,531,723 |
| Building commission; capital equipment acquisition..... | 126,335,000 | 120,953,761 | 740,327 | 44,428 | 4,596,484 |
| Building commission; discount sale of debt..... | 90,000,000 | 72,869,266 | | | 17,130,734 |
| Building commission; discount sale of debt (higher education bonds)..... | 100,000,000 | 99,988,833 ^(c) | | | 11,167 |
| Building commission; other public purposes..... | 2,298,171,700 | 1,848,709,418 | 8,728,268 | 3,835,791 | 436,898,223 |
| Medical College of Wisconsin, Inc.; basic science education and health information technology facilities..... | 10,000,000 | 10,000,000 | | | |

Table III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
(December 15, 2011)

| <u>Program Purpose</u> | <u>Legislative Authorization</u> | <u>General Obligations Issued to Date^(a)</u> | <u>Credit to Capital Improvement Fund</u> | | <u>Total Authorized Unissued Debt</u> |
|--|----------------------------------|---|---|------------------------------|---------------------------------------|
| | | | <u>Interest Earnings^(b)</u> | <u>Premium^(b)</u> | |
| Bond Health Center..... | \$ 1,000,000 | | | | \$ 1,000,000 |
| HR Academy, Inc..... | 1,500,000 | \$ 1,500,000 | | | |
| Medical College of Wisconsin, Inc.; biomedical research and technology incubator..... | 35,000,000 | 25,000,000 | | | 10,000,000 |
| AIDS Resource Center of Wisconsin, Inc..... | 800,000 | 800,000 | | | |
| Bradley Center Sports and Entertainment Corporation..... | 5,000,000 | 4,315,000 | | \$ 99,322 | 585,678 |
| Lac du Flambeau Indian Tribal Center.... | 250,000 | | | | 250,000 |
| Marquette University; dental clinic and education facility..... | 23,000,000 | 14,999,182 | \$ 818 | | 8,000,000 |
| Civil War exhibit at the Kenosha Public Museums..... | 500,000 | 500,000 | | | |
| AIDS Network, Inc..... | 300,000 | 300,000 | | | |
| Swiss cultural center..... | 1,000,000 | | | | 1,000,000 |
| Hmong cultural centers..... | 2,250,000 | 250,000 | | | 2,000,000 |
| Milwaukee Police Athletic League; youth activities center..... | 1,000,000 | 1,000,000 | | | |
| Children's research institute..... | 10,000,000 | 10,000,000 | | | |
| Administration; school educational technology infrastructure financial assistance..... | 71,911,300 | 71,480,216 | 431,066 | | 18 |
| Myrick Hixon EcoPark, Inc..... | 500,000 | 500,000 | | | |
| Madison Children's Museum..... | 250,000 | 250,000 | | | |
| Marshfield Clinic..... | 10,000,000 | | | | 10,000,000 |
| Administration; public library educational technology infrastructure financial assistance..... | 269,000 | 268,918 | 42 | | 40 |
| Educational communications board; educational communications facilities..... | 24,503,200 | 23,752,389 | 38,515 | 2,174 | 710,122 |
| Grand Opera House in Oshkosh..... | 500,000 | - | - | | 500,000 |
| Aldo Leopold climate change classroom and interactive laboratory..... | 500,000 | 485,000 | - | 14,992 | 8 |
| Historical society; self-amortizing facilities..... | 1,157,000 | 1,029,156 | 3,896 | | 123,948 |
| Historical society; historic records..... | 26,650,000 | 1,335,000 | - | 34,982 | 25,280,018 |
| Historical society; historic sites..... | 10,067,800 | 3,088,756 | 847 | | 6,978,197 |
| Historical society; museum facility..... | 14,384,400 | 4,362,469 | | | 10,021,931 |
| Historical society; Wisconsin history center..... | 20,000,000 | | | | 20,000,000 |

Table III-1 — Continued
GENERAL OBLIGATION ISSUANCE STATUS REPORT
(December 15, 2011)

| <u>Program Purpose</u> | <u>Legislative Authorization</u> | <u>General Obligations Issued to Date^(a)</u> | <u>Credit to Capital Improvement Fund</u> | | <u>Total Authorized Unissued Debt</u> |
|--|----------------------------------|---|---|------------------------------|---------------------------------------|
| | | | <u>Interest Earnings^(b)</u> | <u>Premium^(b)</u> | |
| Public instruction; state school, state center and library facilities..... | \$ 12,350,600 | \$ 7,330,612 | \$ 32,509 | | \$ 4,987,479 |
| Military affairs; armories and military facilities..... | 42,667,900 | 28,412,447 | 195,308 | \$ 6,301 | 14,053,844 |
| Veterans affairs; veterans facilities..... | 10,090,100 | 9,405,485 | 50,593 | | 634,022 |
| Veterans affairs; self-amortizing mortgage loans..... | 2,400,840,000 | 2,122,542,395 | | | 278,297,605 |
| Veterans affairs; refunding bonds..... | 1,015,000,000 | 761,594,245 | | | 253,405,755 |
| Veterans affairs; self-amortizing facilities..... | 43,840,800 | 15,192,450 | 1,613 | 6,847 | 28,639,890 |
| State fair park board; board facilities..... | 14,787,100 | 14,769,363 | 1 | | 17,736 |
| State fair park board; housing facilities..... | 11,000,000 | 10,999,985 | 15 | | |
| State fair park board; self-amortizing facilities..... | 53,437,100 | 52,385,915 | 22,401 | 6,521 | 1,022,263 |
| Total..... | \$25,173,891,788 | \$20,262,534,927 | \$73,888,122 | \$19,547,188 | \$4,817,921,651 |

^(a) Does not include the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with closing and delivery expected on December 22, 2011.

^(b) Amounts credited to the Capital Improvement Fund (which include interest earnings and may include sale proceeds representing purchase premium) reduce issuance authority by the same amount.

^(c) 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 issue debt.

Source: Department of Administration.

DEBT INFORMATION

Table III-2 includes general obligations that have outstanding balances as of December 15, 2011. Table III-2 does not include the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with delivery and closing expected on December 22, 2011.

Table III-2

OUTSTANDING GENERAL OBLIGATIONS BY ISSUE (As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|---------------------------------------|------------------------------|-----------------|-------------------------------|-------------------------------|
| <i>Fixed-Rate General Obligations</i> | | | | |
| 1992- Bonds Series A | 3/1/92 | 1993-2012 | \$ 219,040,000 | -0- |
| Refunding Bonds | 3/1/92 | 1994-2015 | 448,935,000 | \$ 4,975,000 |
| 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 | 1,735,000 |
| 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 | -0- |
| Refunding Bonds Series 2 | 3/1/93 | 1993-2011 | 137,530,000 | -0- |
| Bonds Series A | 5/1/93 | 1994-2013 | 124,325,000 | -0- |
| Refunding Bonds Series 3 | 8/1/93 | 1995-2012 | 302,050,000 | 12,215,000 |
| Refunding Bonds Series 6 | 10/15/93 | | | |
| Serial Bonds | | 1994-2006 | 5,510,000 | -0- |
| Term Bonds | | 2010 | 2,125,000 | -0- |
| Term Bonds | | 2013 | 2,150,000 | -0- |
| Term Bonds | | 2016 | 10,215,000 | -0- |
| 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 | -0- |
| Term Bonds | | 2013 | 1,190,000 | -0- |
| Term Bonds | | 2016 | 1,405,000 | -0- |
| Term Bonds | | 2023 | 4,340,000 | -0- |
| 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 | -0- |
| Term Bonds | | 2014 | 1,700,000 | -0- |
| Term Bonds | | 2024 | 4,775,000 | -0- |
| Bonds Series B | 6/1/94 | 1995-2014 | 110,000,000 | -0- |
| Refunding Bonds Series 3 | 9/15/94 | 1995-2008 | 10,400,000 | -0- |
| 1994- Bonds Series C | 9/15/94 | | | |
| Serial Bonds | | 1998-2013 | 17,135,000 | -0- |
| Term Bonds | | 2016 | 5,135,000 | -0- |
| Term Bonds | | 2020 | 8,535,000 | -0- |
| Term Bonds | | 2025 | 14,195,000 | -0- |
| 1995- Bonds Series A | 1/15/95 | 1996-2015 | 231,315,000 | -0- |

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|---------------------------------------|--------------------------|-----------------|---------------------------|---------------------------|
| 1995- 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 | -0- |
| 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 | -0- |
| 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 | -0- |
| 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 | -0- |
| Bonds Series C | 9/1/96 | 1998-2017 | 115,230,000 | -0- |
| 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 | -0- |
| 1997- Bonds Series 1 | 3/15/97 | | | |
| Serial Bonds | | 2006-15 | 17,880,000 | -0- |
| Serial Bonds | | 2017 | 5,760,000 | -0- |
| Bonds Series A | 3/15/97 | | | |
| Term Bonds | | 2021 | 8,065,000 | -0- |
| Term Bonds | | 2028 | 13,295,000 | -0- |
| Bonds Series B | 7/15/97 | 1999-2018 | 101,010,000 | -0- |
| 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 | -0- |
| Term Bonds | | 2023 | 10,580,000 | -0- |
| Term Bonds | | 2026 | 3,295,000 | -0- |
| Bonds Series D (Taxable) | 9/15/97 | | | |
| Serial Bonds | | 1999-2012 | 13,385,000 | \$ 400,000 |
| Term Bonds | | 2017 | 6,760,000 | 1,370,000 |
| Term Bonds | | 2028 | 24,855,000 | -0- |
| 1998- Bonds Series A | 3/1/98 | 1999-2018 | 156,185,000 | -0- |

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|--------------------------------------|---------------------------------|------------------------|----------------------------------|----------------------------------|
| 1998- 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 | -0- |
| Term Bonds | | 2028 | 11,390,000 | -0- |
| Bonds Series C (Taxable) | 5/15/98 | | | |
| Serial Bonds | | 1999-2008 | 6,245,000 | -0- |
| Term Bonds | | 2028 | 27,760,000 | \$ 4,635,000 |
| Refunding Bonds Series 1 | 8/15/98 | | | |
| Serial Bonds | | 1999 | 2,820,000 | -0- |
| Serial Bonds | | 2004-16 | 154,760,000 | 51,415,000 |
| Refunding Bonds Series 2 | 9/15/98 | | | |
| Serial Bonds | | 1999-2001 | 17,095,000 | -0- |
| Serial Bonds | | 2004-09 | 77,155,000 | -0- |
| Bonds Series D | 9/1/98 | 2000-19 | 74,840,000 | -0- |
| Bonds Series E | 10/15/98 | 2012-17 | 6,155,000 | 1,925,000 |
| Bonds Series F (Taxable)..... | 10/15/98 | | | |
| Serial Bonds | | 1999-2009 | 9,410,000 | -0- |
| Term Bonds | | 2029 | 45,590,000 | 6,740,000 |
| 1999- Bonds Series A | 2/1/99 | 2000-19 | 147,060,000 | -0- |
| Refunding Bonds Series 1 | 5/1/99 | | | |
| Serial Bonds | | 2008-12 | 4,905,000 | -0- |
| Term Bonds | | 2015 | 3,880,000 | 0- |
| Term Bonds | | 2020 | 7,005,000 | -0- |
| Bonds Series B (Taxable) | 5/1/99 | | | |
| Serial Bonds | | 2000-10 | 6,370,000 | -0- |
| Term Bonds | | 2013 | 2,620,000 | 255,000 |
| Term Bonds | | 2016 | 3,180,000 | 450,000 |
| Term Bonds | | 2030 | 27,830,000 | 1,570,000 |
| Bonds Series C..... | 10/15/99 | 2001-20 | 100,000,000 | -0- |
| Bonds Series D (Taxable)..... | 11/1/99 | | | |
| Term Bonds | | 2010 | 9,465,000 | -0- |
| Term Bonds | | 2030 | 55,535,000 | -0- |
| 2000- Bonds Series A | 3/15/2000 | | | |
| Serial Bonds | | 2001-18 | 128,875,000 | -0- |
| Term Bonds | | 2020 | 21,125,000 | -0- |
| Bonds Series B (Taxable) | 7/1/2000 | | | |
| Term Bonds | | 2010 | 4,625,000 | -0- |
| Term Bonds | | 2030 | 30,375,000 | -0- |
| Bonds Series C..... | 7/15/2000 | 2012-21 | 87,715,000 | -0- |
| Bonds Series D | 11/1/2000 | 2012-21 | 199,965,000 | -0- |
| Bonds Series E (Taxable) | 11/7/2000 | | | |
| Term Bonds | | 2016 | 5,000,000 | 600,000 |
| 2001- Bonds Series A (Taxable) | 2/21/01 | | | |
| Term Bonds | | 2031 | 15,000,000 | 1,860,000 |
| Bonds Series B..... | 4/1/01 | 2012-21 | 91,620,000 | -0- |
| Bonds Series C..... | 6/1/01 | 2002-11 | 92,410,000 | -0- |

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|--|------------------------------|-----------------|-------------------------------|-------------------------------|
| 2001- Bonds Series D (Taxable)..... | 6/15/01 | | | |
| Serial Bonds | | 2002-08 | \$ 2,060,000 | -0- |
| Term Bonds | | 2011 | 1,110,000 | -0- |
| Term Bonds | | 2016 | 2,390,000 | \$ 300,000 |
| Term Bonds | | 2021 | 3,305,000 | 395,000 |
| Term Bonds | | 2031 | 11,135,000 | 1,340,000 |
| Loan Series A | 8/24/01 | | 50,000,000 | -0- |
| Bonds Series F | 10/1/01 | 2003-22 | 186,615,000 | 44,490,000 ^(a) |
| Refunding Bonds Series 1 | 10/1/01 | | | |
| Serial Bonds | | 2005 | 4,230,000 | -0- |
| Serial Bonds | | 2007-15 | 242,875,000 | 149,040,000 |
| Bonds Series E (Taxable) | 10/1/01 | | | |
| Term Bonds | | 2017 | 6,210,000 | 495,000 |
| Term Bonds | | 2021 | 2,730,000 | 425,000 |
| Term Bonds | | 2031 | 11,060,000 | 1,750,000 |
| 2002- Bonds Series A | 3/1/02 | 2003-22 | 112,280,000 | 7,580,000 ^(a) |
| Refunding Bonds Series 1 | 3/1/02 | 2004-20 | 75,000,000 | 2,810,000 ^(a) |
| Bonds Series B (Taxable) | 3/26/02 | | | |
| Term Bonds | | 2032 | 15,000,000 | 2,095,000 |
| Bonds Series C..... | 6/1/02 | 2003-22 | 143,545,000 | 8,525,000 ^(a) |
| Bonds Series D (Taxable)..... | 6/12/02 | | | |
| Term Bonds | | 2033 | 20,000,000 | 3,440,000 |
| Bonds Series E (Taxable) | 9/26/02 | | | |
| Term Bonds | | 2018 | 2,000,000 | 475,000 |
| Bonds Series F (Taxable)..... | 9/26/02 | | | |
| Term Bonds | | 2033 | 13,000,000 | 4,455,000 |
| Bonds Series G | 10/15/02 | 2004-23 | 190,550,000 | 18,230,000 ^(a) |
| Bonds Series H | 12/30/02 | | | |
| Term Bonds | | 2033 | 15,000,000 | 4,950,000 |
| 2003- Refunding Bonds Series 1 (Taxable) | 4/3/03 | 2019 | 7,000,000 | 1,865,000 |
| Refunding Bonds Series 2 | 4/1/03 | | | |
| Serial Bonds | | 2007-21 | 10,650,000 | 7,750,000 |
| Term Bonds | | 2024 | 3,090,000 | -0- |
| Bonds Series A | 5/1/03 | 2004-23 | 173,900,000 | 17,945,000 ^(a) |
| Bonds Series B (Taxable) | 7/24/03 | 2033 | 30,000,000 | 11,295,000 |
| Bonds Series C..... | 10/15/03 | | | |
| Serial Bonds | | 2005-24 | 251,865,000 | 64,130,000 ^(a) |
| 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 | -0- |
| Term Bonds | | 2013 | 16,210,000 | 5,770,000 |
| Term Bonds | | 2025 | 13,000,000 | 2,325,000 |
| Term Bonds | | 2026 | 29,185,000 | 29,185,000 |
| 2004- Refunding Bonds Series 1 | 1/28/04 | 2006-19 | 146,970,000 | 138,120,000 |
| Refunding Bonds Series 2 | 1/28/04 | 2006-20 | 175,830,000 | 148,090,000 |

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|--------------------------------------|------------------------------|-----------------|-------------------------------|-------------------------------|
| 2004- Refunding Notes Series 1 | 3/16/04 | 2004 | \$ 175,000,000 | -0- |
| Bonds Series A | 4/14/04 | 2005-24 | 307,435,000 | \$ 89,520,000 (a) |
| Bonds CWF Global Certificate | 5/1/04 | 2009-24 | 116,840,688 | 79,055,863 |
| Refunding Bonds Series 3 | 6/15/04 | 2006-22 | 175,000,000 | 40,750,000 (a) |
| Refunding Bonds Series 4 | 7/29/04 | 2006-20 | 117,200,000 | 114,865,000 |
| Bonds Series B (Taxable) | 8/12/04 | | | |
| Term Bonds | | 2014 | 1,000,000 | 135,000 |
| Bonds Series C (Taxable) | 8/12/04 | | | |
| Term Bonds | | 2019 | 1,000,000 | 265,000 |
| Bonds Series D (Taxable) | 8/26/04 | | | |
| Term Bonds | | 2034 | 20,000,000 | 3,570,000 |
| Bonds Series E | 10/21/04 | 2006-25 | 225,000,000 | 116,560,000 (a) |
| 2005- Bonds Series A | 2/10/05 | 2016-25 | 131,485,000 | 117,640,000 (a) |
| Refunding Bonds Series 1 | 2/10/05 | 2006-21 | 430,240,000 | 416,275,000 |
| Bonds Series B | 4/20/05 | 2006-15 | 148,515,000 | 67,990,000 |
| Bonds Series C (Taxable) | 4/7/05 | | | |
| Term Bonds | | 2035 | 5,000,000 | 2,815,000 |
| Bonds Series D | 8/11/05 | 2007-25 | 186,640,000 | 147,340,000 |
| Bonds Series E | 12/8/05 | 2007-11 | 48,275,000 | -0- |
| 2006- Refunding Bonds Series 1 | 1/31/06 | 2007-15 | 96,780,000 | 59,100,000 |
| 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 | 650,000 |
| Bonds Series C | 8/2/06 | 2008-37 | 61,685,000 | 47,225,000 |
| Bonds Series D | 9/13/06 | 2018-26 | 176,490,000 | 176,490,000 |
| 2007- Bonds Series A | 2/1/07 | 2016-27 | 158,390,000 | 155,240,000 (a) |
| Refunding Bonds Series 1 | 2/1/07 | 2014-20 | 299,005,000 | 299,005,000 |
| Bonds CWF Series A | 2/1/07 | 2026 | 13,148,554 | 11,209,010 |
| Bonds CWF Series B | 2/1/07 | 2027 | 6,851,446 | 6,851,446 |
| Bonds Series B | 6/27/07 | 2008-27 | 150,000,000 | 91,435,000 (a) |
| Refunding Bonds Series 2 | 10/31/07 | | | |
| Serial Bonds | | 2008-2017 | 13,905,000 | 2,920,000 |
| Term Bonds | | 2022 | 2,510,000 | 2,475,000 |
| Term Bonds | | 2027 | 4,155,000 | 4,095,000 |
| Refunding Bonds Series 3 | 10/31/07 | 2026 | 3,835,000 | 880,000 |
| Bonds Series C | 12/5/07 | 2009-28 | 154,890,000 | 138,530,000 |
| 2008- Bonds Series A | 4/30/08 | 2009-28 | 164,535,000 | 146,265,000 |
| Bonds Series B (Taxable) | 5/30/08 | | | |
| Term Bonds | | 2038 | 4,445,000 | 2,685,000 |
| Bonds CWF Series B | 6/17/08 | 2026-28 | 16,600,000 | 16,600,000 |
| Refunding Bonds Series 1 | 6/26/08 | | | |
| Serial Bonds | | 2009- | 3,120,000 | 2,005,000 |
| Term Bonds | | 2018 | 14,680,000 | 4,940,000 |
| Serial Bond | | 2023 | 175,000 | 175,000 |
| Refunding Bonds Series 2 | 6/26/08 | | | |
| Term Bonds | | 2020 | 1,880,000 | -0- |

Table III-2 – Continued
OUTSTANDING GENERAL OBLIGATIONS BY ISSUE
(As of December 15, 2011)

| <u>Financing</u> | <u>Date of Financing</u> | <u>Maturity</u> | <u>Amount of Issuance</u> | <u>Amount Outstanding</u> |
|--|-------------------------------------|------------------------|--------------------------------------|--------------------------------------|
| 2008- Bonds Series C..... | 9/4/08 | 2010-29 | \$ 302,200,000 | \$ |
| Bonds, Series D | 12/23/08 | 2012-30 | 100,000,000 | 100,000,000 |
| 2009- Bonds CWF Series A..... | 1/27/09 | 2016-26 | 17,700,000 | 17,700,000 |
| Bonds Series A | 6/18/09 | 2012-22 | 47,440,000 | 47,440,000 (a) |
| Bonds Series B (Taxable) | 6/18/09 | | | |
| Serial Bonds | | 2023-26 | 24,610,000 | 24,610,000 |
| Term Bonds | | 2030 | 29,925,000 | 29,925,000 |
| Bonds Series C..... | 9/3/09 | 2012-22 | 197,265,000 | 197,265,000 |
| Bonds Series D (Taxable)..... | 9/3/09 | | | |
| Serial Bonds | | 2023-30 | 182,890,000 | 182,890,000 |
| Term Bonds | | 2034 | 13,990,000 | 13,990,000 |
| Term Bonds | | 2040 | 28,945,000 | 28,945,000 |
| Refunding Bonds Series 1 | 9/15/09 | 2011-16 | 54,355,000 | 44,455,000 |
| 2010- Refunding Bonds Series 1 | 3/3/10 | 2012-29 | 201,165,000 | 201,165,000 |
| Bonds Series A | 4/7/10 | 2012-19 | 143,525,000 | 143,525,000 |
| Bonds Series B (Taxable)..... | 4/7/10 | 2020-30 | 179,105,000 | 179,105,000 |
| Bonds CWF Series A..... | 4/13/10 | 2025-31 | 15,243,000 | 15,243,000 |
| Bonds Series C..... | 9/2/10 | 2012-19 | 146,680,000 | 146,680,000 |
| Bonds Series D (Taxable)..... | 9/2/10 | | | |
| Serial Bonds | | 2020-26 | 155,835,000 | 155,835,000 |
| Term Bonds | | 2032 | 118,025,000 | 118,025,000 |
| Term Bonds | | 2041 | 35,880,000 | 35,880,000 |
| Bonds CWF Series B..... | 12/7/10 | 2030-31 | 15,000,000 | 15,000,000 |
| 2011- Bonds Series A | | | 428,740,000 | 428,740,000 |
| Refunding Bonds Series 1 | | | 275,375,000 | 275,375,000 |
| Bonds Series B..... | | | 329,260,000 | 329,260,000 |
| Refunding Bonds Series 2 | | | 316,070,000 | <u>316,070,000</u> |
| <i>Total Fixed-Rate General Obligations</i> | | | | \$6,775,639,318 |
| <i>Variable-Rate General Obligations</i> | | | | |
| 2005- Commercial Paper Series A | 12/14/05 | | 100,350,000 | \$ 78,657,000 |
| 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 | -0- |
| Commercial Paper Series A | 8/2/06 | | 123,510,000 | 109,462,000 |
| Ext. Muni. Comm. Paper Series B..... | 12/1/06 | | 91,720,000 | -0- |
| Ext. Muni. Comm. Paper Series C (AMT) .. | 12/1/06 | | 4,445,000 | -0- |
| 2008- Ext. Muni Comm Paper Program..... | Various | | 452,189,000 | 404,552,000 |
| Bonds CWF Series A..... | 3/18/08 | | 10,300,000 | <u>10,300,000</u> |
| <i>Total Variable-Rate General Obligations</i> | | | | \$ <u>602,971,000</u> |
| TOTAL GENERAL OBLIGATIONS..... | | | | <u>\$7,378,610,318</u> |

(a) Pursuant to a refunding escrow agreement, the principal of, 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-3

PER CAPITA STATE GENERAL OBLIGATION DEBT

| Year Ending December 31 | Outstanding Indebtedness^(a) (Amounts in Thousands) | Debt Per Capita | Debt Per Capita as % of Per Capita Income |
|------------------------------------|--|----------------------------|--|
| 2001 | \$4,452,626 | \$ 823.65 | 2.74% |
| 2002 | 4,682,045 | 860.67 | 2.79 |
| 2003 | 4,794,398 | 875.85 | 2.77 |
| 2004 | 5,116,439 | 929.59 | 2.84 |
| 2005 | 5,445,615 | 983.67 | 2.92 |
| 2006 | 5,898,647 | 1,061.48 | 2.97 |
| 2007 | 5,893,590 | 1,052.05 | 2.86 |
| 2008 | 6,146,978 | 1,092.21 | 2.88 |
| 2009 | 6,481,078 | 1,146.08 | 3.06 |
| 2010 | 7,407,431 | 1,302.52 | 3.39 |

^(a) Includes obligations of nonstock, nonprofit building corporations

**Sources: Legislative Audit Bureau
Tables II-30 and II-33 in Part II of the 2011 Annual Report**

Table III-4

LIMITATION ON ANNUAL AGGREGATE PUBLIC DEBT THAT MAY BE CONTRACTED

The aggregate debt contracted in calendar year 2011 shall not exceed the lesser of (a) or (b):

| | | | |
|-----|-----------------------------------|------------------------|------------------|
| (a) | 3/4 of 1% x \$486,864,232,800 | | \$ 3,651,481,746 |
| (b) | 5% x \$486,864,232,800 | \$24,343,211,640 | |
| | Deduct: Net Indebtedness 1/1/2011 | <u>(7,407,431,218)</u> | |
| | | | \$16,935,780,422 |

The amount of \$486,864,232,800 shown above is the aggregate full market value of all taxable property in the State for the year 2011 as certified by the Department of Revenue.

The amount of \$7,407,431,218 shown above is the net indebtedness as of January 1, 2011 as certified by the Legislative Audit Bureau.

The lesser of (a) or (b) is \$3,651,481,746. Aggregate debt contracted in calendar year 2011 shall not exceed this amount.

Source: Department of Administration

Table III-5

ANNUAL DEBT LIMIT COMPARED
TO ACTUAL BORROWING

| <u>Calendar Year</u> | <u>Annual Debt Limitation</u> | <u>Actual Borrowing</u> | <u>Borrowing as Percentage of Limitation</u> |
|---------------------------|-------------------------------|-------------------------|--|
| 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 |
| 2007 | 3,734,402,615 | 483,280,000 | 12.9 |
| 2008 | 3,857,954,728 | 493,635,000 | 12.8 |
| 2009 | 3,839,339,873 | 542,765,000 | 14.1 |
| 2010 | 3,719,281,442 | 809,293,000 | 21.8 |
| 2011 ^(a) | 3,651,481,746 | 758,000,000 | 20.8 |

(a) Does not include the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with closing and delivery expected to occur on December 22, 2011. If this bond issue is included, the actual borrowing amount for calendar year 2011 would be \$896 million, and borrowing as percentage of limitation would be 24.6 percent.

Source: Department of Administration

Table III-6

DEBT STATEMENT^(a)
(December 15, 2011)

| | <u>Tax-Supported Debt</u> | | <u>Revenue-Supported Debt^(b)</u> | | <u>Total</u> |
|---------------------------|---------------------------|---------------------------------------|---|----------------------------|-----------------|
| | <u>General Fund</u> | <u>Segregated Funds^(c)</u> | <u>Veterans Housing</u> | <u>Other^(d)</u> | |
| General Obligations | \$4,919,237,036 | \$799,240,377 | \$172,950,000 | \$1,487,182,905 | \$7,378,610,318 |
| Total Outstanding | | | | | |
| Indebtedness | \$4,919,237,036 | \$799,240,377 | \$172,950,000 | \$1,487,182,905 | \$7,378,610,318 |

- (a) Does not include the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with closing and delivery is scheduled for December 22, 2011.
- (b) 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.
- (c) Includes the Transportation Fund and certain administrative facilities for the Department of Natural Resources.
- (d) 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**

| <u>Calendar Year</u> | <u>Value of Taxable Property (Amounts in Thousands)</u> | <u>Outstanding Indebtedness^(a) (Amounts in Thousands)</u> | <u>Debt as Percentage of Equalized Value</u> |
|----------------------|---|--|--|
| 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 |
| 2006..... | 468,983,200 | 5,898,647 | 1.26 |
| 2007..... | 497,920,349 | 5,893,590 | 1.18 |
| 2008..... | 514,393,964 | 6,146,978 | 1.19 |
| 2009..... | 511,911,983 | 6,481,078 | 1.27 |
| 2010..... | 495,904,192 | 7,407,431 | 1.49 |

^(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**

| <u>Fiscal Year</u> | <u>Principal</u> | <u>Interest</u> | <u>Total Debt Service</u> |
|--------------------------|------------------------|------------------------|-------------------------------|
| To June 30, 1990..... | \$1,817,985,000 | \$1,711,347,263 | \$ 3,529,332,236 |
| 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 |
| 2006-07..... | 379,470,000 | 233,687,100 | 613,157,100 |
| 2007-08..... | 350,005,000 | 268,124,600 | 618,129,600 |
| 2008-09..... | 397,266,258 | 255,994,695 | 653,260,953 |
| 2009-10..... | 119,029,189 | 251,749,918 | 370,779,107 |
| 2010-11..... | 144,370,008 | 256,009,319 | 400,379,327 |
| 7/1/2011-12/15/2011 | <u>26,683,609</u> | <u>126,323,104</u> | <u>153,006,713</u> |
| Totals..... | <u>\$7,002,124,991</u> | <u>\$5,885,590,968</u> | <u>\$12,887,715,960</u> |

Source: Department of Administration

Table III-9

**DEBT SERVICE MATURITY SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION BONDS
(Issued to December 15, 2011)^(a)**

| <u>Fiscal Year (Ending June 30)</u> | <u>Principal</u> | <u>Interest</u> | <u>Total Debt Service</u> |
|---|-------------------------|-------------------------|-------------------------------|
| 2012 ^(b) | \$ 329,999,491 | \$ 166,858,477 | \$ 496,857,969 |
| 2013..... | 461,677,930 | 310,747,422 | 772,425,352 |
| 2014..... | 459,305,021 | 289,255,024 | 748,560,045 |
| 2015..... | 473,128,280 | 267,424,531 | 740,552,811 |
| 2016..... | 472,191,289 | 244,708,275 | 716,899,564 |
| 2017..... | 427,165,350 | 221,482,797 | 648,648,147 |
| 2018..... | 437,349,630 | 201,662,763 | 639,012,394 |
| 2019..... | 431,597,162 | 180,686,719 | 612,283,882 |
| 2020..... | 428,692,905 | 159,832,206 | 588,525,111 |
| 2021..... | 390,613,476 | 139,030,958 | 529,644,434 |
| 2022..... | 323,447,142 | 120,853,231 | 444,300,373 |
| 2023..... | 301,664,552 | 105,823,852 | 407,488,404 |
| 2024..... | 288,850,831 | 92,474,332 | 381,325,162 |
| 2025..... | 266,687,120 | 78,356,282 | 345,043,402 |
| 2026..... | 242,748,316 | 65,252,281 | 308,000,597 |
| 2027..... | 260,851,824 | 52,991,059 | 313,842,883 |
| 2028..... | 169,460,000 | 40,745,089 | 210,205,089 |
| 2029..... | 161,061,000 | 31,788,295 | 192,849,295 |
| 2030..... | 145,928,000 | 23,373,112 | 169,301,112 |
| 2031..... | 133,810,000 | 15,609,623 | 149,419,623 |
| 2032..... | 65,915,000 | 8,828,334 | 74,743,334 |
| 2033..... | 16,605,000 | 5,506,179 | 22,111,179 |
| 2034..... | 16,410,000 | 4,643,740 | 21,053,740 |
| 2035..... | 12,195,000 | 3,808,496 | 16,003,496 |
| 2036..... | 12,470,000 | 3,163,085 | 15,633,085 |
| 2037..... | 11,900,000 | 2,496,735 | 14,396,735 |
| 2038..... | 9,265,000 | 1,856,145 | 11,121,145 |
| 2039..... | 9,635,000 | 1,344,350 | 10,979,350 |
| 2040..... | 10,205,000 | 810,765 | 11,015,765 |
| 2041..... | 4,810,000 | 245,310 | 5,055,310 |
| TOTALS..... | \$ 6,775,639,319 | \$ 2,841,659,468 | \$ 9,617,298,788 |

^(a) Does not include debt service for the \$138,260,000 State of Wisconsin General Obligation Bonds of 2011, Series C that were sold at competitive sale on December 6, 2011 with closing and delivery expected on December 22, 2011.

^(b) For the fiscal year ending June 30, 2012, the table includes debt service amounts for the period December 15, 2011 through June 30, 2012.

Source: Department of Administration

Table III-10

**AMORTIZATION SCHEDULE:
GENERAL OBLIGATION VARIABLE RATE OBLIGATIONS^(a)
(Issued to December 15, 2011)**

| <u>(Year Ending June 30)</u> | <u>Principal</u> |
|------------------------------|-----------------------|
| 2012..... | \$ 23,231,001 |
| 2013..... | 127,104,381 |
| 2014..... | 151,097,716 |
| 2015..... | 100,993,451 |
| 2016..... | 88,881,065 |
| 2017..... | 45,426,440 |
| 2018..... | 26,128,721 |
| 2019..... | 6,021,139 |
| 2020..... | 6,304,484 |
| 2021..... | 2,180,747 |
| 2022..... | 2,285,265 |
| 2023..... | 2,402,239 |
| 2024..... | 2,524,351 |
| 2025..... | 1,190,000 |
| 2026..... | 1,250,000 |
| 2027..... | 1,310,000 |
| 2028..... | 1,375,000 |
| 2029..... | 1,445,000 |
| 2030 ^(b) | 11,820,000 |
| | <u>\$ 602,971,000</u> |

^(a) In general, the State has treated each general obligation variable rate issue as if it were a long-term bond issue by making annual principal payments on May 1; however, certain principal amounts that were scheduled to be due in the 2011-12 fiscal year have been re-amortized.

^(b) A portion of this amount (\$10,300,000) reflects a General Obligation Bond sold to the State Environmental Improvement Fund with a stated maturity date of June 1, 2008; however, at the option of the purchaser, the maturity date may be extended for six-month periods (for all or a portion of the outstanding amount) with such extensions not extending beyond December 1, 2029.

Source: Department of Administration

Table III-11
SOURCE OF DEBT SERVICE PAYMENTS
ON GENERAL OBLIGATIONS
(June 30, 2011)

| | <u>2010-11</u> | <u>%</u> | <u>2009-10</u> | <u>%</u> | <u>2008-09</u> | <u>%</u> |
|-----------------------------------|----------------------|--------------|----------------------|--------------|----------------------|--------------|
| Tax-Supported Debt | | | | | | |
| General Fund ^(a) | \$191,787,276 | 47.9 | \$179,364,692 | 48.4 | \$462,635,654 | 70.8 |
| Segregated Funds | <u>37,420,746</u> | <u>9.3</u> | <u>28,809,684</u> | <u>7.8</u> | <u>29,170,510</u> | <u>4.5</u> |
| Subtotal | 208,174,376 | 57.2 | 208,174,376 | 56.1 | 491,806,164 | 75.3 |
| Revenue-Supported Debt | | | | | | |
| Veterans | 59,943,886 | 14.9 | 59,599,604 | 16.1 | 67,509,512 | 10.3 |
| University of Wisconsin..... | 84,123,833 | 21.0 | 76,588,040 | 20.7 | 68,841,926 | 10.5 |
| State Fair Park | 3,842,245 | 1.0 | 3,525,107 | 1.0 | 3,486,194 | 0.5 |
| Historical..... | 9,429 | 0.0 | 51,874 | 0.0 | 85,424 | 0.0 |
| Housing State Depts./Other.... | <u>23,251,911</u> | <u>5.8</u> | <u>22,543,075</u> | <u>6.2</u> | <u>21,531,733</u> | <u>3.3</u> |
| Subtotal | <u>162,604,699</u> | <u>42.8</u> | <u>162,604,699</u> | <u>43.9</u> | <u>161,454,789</u> | <u>24.7</u> |
| Total Debt Service..... | <u>\$400,379,327</u> | <u>100.0</u> | <u>\$370,779,075</u> | <u>100.0</u> | <u>\$653,260,953</u> | <u>100.0</u> |

(a) The amount for “Tax-Supported Debt; General Fund” in the 2009-10 and 2010-11 fiscal years reflect refunding transactions in which the State issued general obligation refunding obligations to pay for certain general obligations maturing during the 2009-10 and 2010-11 fiscal years.

Source: Department of Administration

VARIABLE RATE OBLIGATIONS

The State has issued, and there currently remain outstanding, both general obligation CP Notes and EMCP.

Commercial Paper Notes

The State has appointed Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith, Incorporated, an indirect wholly-owned subsidiary of the Bank of America Corporation, to serve as **Dealers**. The State has appointed Deutsche Bank Trust Company Americas to serve as **Issuing and Paying Agent** for the CP Notes, and 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 and two **Liquidity Facility Providers**—State Street Bank and Trust Company (**State Street**) and California State Teachers’ Retirement System (**CalSTRS**). The principal portion of the Credit Agreement is currently \$233 million.

Table III-12 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 15, 2011.

Table III-12
SUMMARY OF OUTSTANDING GENERAL OBLIGATION CP NOTES
(December 15, 2011)

| <u>Series of CP Notes</u> | <u>Amount Issued</u> | <u>Date of Initial Issuance</u> | <u>Amount Outstanding</u> |
|---------------------------|----------------------|---------------------------------|---------------------------|
| 2005 Series A | \$100,350,000 | December 14, 2005 | \$ 78,657,000 |
| 2006 Series A | 123,510,000 | August 2, 2006 | <u>109,462,000</u> |
| | | | \$ 188,119,000 |

Additional CP Notes may be issued pursuant to action of the Commission, but the aggregate amount of CP Notes outstanding may not exceed the principal amount of the Liquidity Facility.

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

To provide liquidity for the payment of the principal of, and interest on, maturing CP Notes, the State 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 and 48.28% for CalSTRS. The aggregate principal amount of all Advances made on any date may not exceed the principal portion of the Credit Agreement (currently \$233 million), as such amount may be increased or decreased from time to time. Also, the principal portion of the Credit Agreement cannot be less than the sum of the outstanding 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 and CalSTRS has been provided by representatives of State Street and CalSTRS, respectively, and has not been independently confirmed or verified by the State. No representation is made herein as to the accuracy or adequacy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof, or that the information given below or incorporated herein by reference is correct as of any time subsequent to its date. The following information is not intended to serve as a representation, warranty, or contract modification of any kind.

State Street Bank and Trust Company

State Street 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 \$21.53 trillion in assets under custody and \$2.01 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, 2010 accounted for approximately 98% of the consolidated assets of the Corporation. At December 31, 2010, the Corporation had total assets of \$160.50 billion, total deposits (including deposits in foreign offices) of \$98.35 billion,

total loans and lease finance assets net of unearned income, allowance and reserve for possible credit losses of approximately \$11.85 billion and total equity capital of \$17.79 billion.

State Street's Consolidated Reports of Condition for Insured Commercial and State Chartered Savings Banks FFIEC 031 for December 31, 2010, as submitted to the Federal Reserve Bank of Boston, are incorporated by reference into Part III of the 2011 Annual Report and shall be deemed to be a part hereof.

In addition, all reports filed by State Street pursuant to 12 U.S.C. §324 after the date of Part III to the 2011 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, 2010. 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 2011 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 Part III of the 2011 Annual Report. The Credit Agreement is an obligation of State Street and not of the Corporation.

Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of Part III of the 2011 Annual Report to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of Part III of the 2011 Annual Report.

State Street hereby undertakes to provide, without charge to each person to whom a copy of Part III of the 2011 Annual Report has been delivered, on the written request of any such person, a copy of any or all of the documents referred to above which have been or may be incorporated into Part III of the 2011 Annual Report by reference, other than exhibits to such documents. Written requests for such copies should be directed to Investor Relations, State Street Corporation, One Lincoln Street, Boston, Massachusetts 02111, telephone number 617-786-3000.

Neither State Street nor its affiliates make any representation as to the contents of Part III of the 2011 Annual Report (except as to this section), 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 provides defined retirement, survivor and disability benefits to its members. California public school teachers from preschool through community college and certain other employees of the public school system are required by law to be members of CalSTRS. Contributions to the Teachers' Retirement Fund (**Fund**) are as follow: members - 8%, school districts and other agencies employing members of CalSTRS - 8.25%, State of California - 2.017% of the members' creditable earnings from the fiscal year ending in the prior calendar year.

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

Financial data for June 30, 2010 are taken from the audited financial statements presented in CalSTRS Comprehensive Annual Financial Report for the fiscal year ended June 30, 2010. Financial data for fiscal

years ended after 2010 are incorporated by reference in this section and shall be deemed to be a part hereof.

As of June 30, 2010, the Fund had net assets held in trust for pension benefits with a market value of approximately \$130.0 billion, compared to approximately \$118.6 billion as of June 30, 2009. As of August 31, 2011, total investment assets had a market value of approximately \$146.6 billion (unaudited).

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

CalSTRS will provide without charge and upon request, a copy of its financial statements. Requests to CalSTRS for the financial statements should be directed by mail to State Teachers’ Retirement System, P.O. Box 163749, MS-04, Sacramento, California 95816-3749, Attention: Credit Enhancement Program, or by email to cepinquiries@calstrs.com. The most recent financial statements, comprehensive annual financial report, and other information regarding CalSTRS can be viewed at www.calstrs.com and CalSTRS investments and CEP information can be viewed at www.calstrs.com/investments/index.aspx; however, these web sites are not incorporated by reference into Part III of the 2011 Annual Report.

Extendible Municipal Commercial Paper

General obligation EMCP is similar to CP Notes; however, rather than liquidity being provided by a bank or credit facility, the maturity date is extended in case there is a disruption in market liquidity for the EMCP. The State has appointed Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith, Incorporated, an indirect wholly-owned subsidiary of the Bank of America Corporation, to serve as **Dealers**. The State has appointed U.S. Bank Trust National Association to serve as Issuing and Paying Agent for the EMCP, and DTC serves as Depository for the EMCP.

On February 1, 2008, the State issued a single series of EMCP that replaced multiple series of outstanding EMCP that had been issued between calendar years 2000-2006. The total amount of EMCP authorized to be outstanding at any given time, pursuant to the program resolution, is \$950 million. The State may increase the principal amount of EMCP outstanding, upon adoption by the Commission of one or more authorizing resolutions, to fund various general governmental purposes and veterans housing loans. With respect to an initial issuance, specific instructions must be provided to the Issuing and Paying Agent before a Dealer may increase the principal amount of EMCP outstanding. This has occurred once since 2008—on September 2, 2010, increasing the par amount by \$19 million. The State is also expecting to increase the principal amount of EMCP outstanding with an initial issuance of approximately \$129 million in the first quarter of calendar year 2012. EMCP will not be given a series designation based on any initial issuance date.

Table III-13 summarizes, for each authorized and outstanding program under this single series of EMCP, the principal amount initially issued, the date of initial issuance, and the principal amount outstanding as of December 15, 2011.

Table III-13
SUMMARY OF OUTSTANDING GENERAL OBLIGATION EMCP
(December 15, 2011)

| <u>Series of EMCP</u> | <u>Amount Issued</u> | <u>Amount Outstanding</u> |
|-----------------------|----------------------|---------------------------|
| Tax-Exempt Notes | \$490,709,000 | \$ 404,552,000 |
| Tax-Exempt AMT Notes | 4,445,000 | <u>-0-</u> |
| | | \$ 404,552,000 |

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 day 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 its **Extended Maturity Date**, which will be the date that is 270 days after its original issue date.

If the State exercises its option to extend the maturity date, notice of the extension must be provided to the Depository in accordance with the Depository's operational requirements.

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 of an EMCP note, then the extended 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 where 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 on which 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 14th, interest will be first payable on the first Business Day of December, and if the Original Maturity Date is November 15th, 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 Securities Industry and Financial Markets Association Index, or SIFMA Index (which previously was referred to as The Bond Market Association Municipal Swap Index, or BMA Index). This index 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 | | | |
|--|---|---|----------------------------------|
| <u>Fitch</u> | <u>Moody's Investors Service, Inc.</u> | <u>Standard & Poor's Ratings Services</u> | <u>E Variable (basis points)</u> |
| 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, then 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 \$1.660 billion of State general obligations outstanding on December 15, 2011. Furthermore, **Table III-11** shows that revenue-supported debt service payments were approximately 42.8% of the total debt service cost for the fiscal year ending June 30, 2011. The percentages for the fiscal years ending June 30, 2010 and June 30, 2011 are higher than previous fiscal years; in these fiscal years, the State issued general obligation refunding obligations for certain maturing general obligations that related to tax-supported debt service payments. This resulted in a decrease in percentage of tax-supported debt service payments and corresponding increase to percentage of revenue-supported debt service payments.

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 revenue-supported general obligation bonding programs of the State. Lending activities under the veterans housing loan program began in 1974. The program is currently funded by general obligations that are 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 \$173 million in aggregate principal amount of Veterans Mortgage Bonds remain outstanding on December 15, 2011. 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. Due to market conditions, the State has not issued any general obligations for this purpose since calendar year 2008, and the Department of Veterans Affairs has not made any new mortgages or loans under this program since June 2010; the State makes no forecast regarding future mortgage activity under the veterans housing loan program or future general obligation issuances for this purpose.

Tables III-18 through III-24 in Part III of the 2011 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 a construction loan and three points on the rehabilitation portion of a purchase-and-rehabilitation loan).

Home Improvement Loan Program

In addition to veterans housing loans that are considered primary mortgage housing loans, as described above, DVA also makes loans through the Home Improvement Loan Program (**HILP**) that are funded with proceeds of Taxable Veterans Mortgage Bonds, with prepayments of loans previously funded with Taxable Veterans Mortgage Bonds, or with funds from the Insurance Reserve Account of the veterans housing loan program that are in excess of amounts needed to satisfy the insurance reserve requirement. 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 veterans 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 veteran 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 veterans 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 veterans 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 the interest rate established for any HILP loan to 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 the nominal amortization of Veterans Mortgage Bonds issued since 1985. Based on asset and liability balances as of July 1, 2011 and DVA assumptions, the cash flow of the mortgages on October 3, 2011 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 of the veterans housing loan program, a segregated statutory fund. An irrevocable appropriation is provided by law as a first charge on assets of the Veterans Mortgage Loan 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 the properties within the State and their physical condition upon foreclosure. Although DVA expects that it will continue to experience liquidation losses, it also 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 Veterans Mortgage Loan Repayment Fund. As of October 31, 2011, of the 1,616 outstanding primary mortgage housing loans financed by the veterans housing loan program, there were 37 loans in an aggregate principal amount of approximately \$4.2 million for which payments were 60 days or longer past due. The insurance reserve requirement (4% of the principal amount of outstanding loans) is currently satisfied. See [Table III-22](#) for more complete details concerning delinquencies.

Special Redemption; Tax-Exempt Veterans Mortgage Bonds

The State had outstanding as of December 15, 2011, approximately \$112 million of Tax-Exempt Veterans Mortgage Bonds. All Tax-Exempt Veterans Mortgage Bonds are subject to special redemption before maturity (even if not subject to optional redemption as provided above), at the option of the Commission, on any date, in whole or in part, at a redemption price equal to par (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.
- 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 housing loan program.

The redemption provisions described above are commonly referred to as a “cross-call”. In addition, other special redemption provisions (such as allowing redemptions funded from unexpended proceeds) may apply to certain series of Tax-Exempt Veterans Mortgage Bonds. In the event of a partial redemption, the Capital Finance Director shall direct the maturities and amounts of the Tax-Exempt Veterans Mortgage Bonds to be redeemed.

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-14 presents a summary of the outstanding Tax-Exempt Veterans Mortgage Bonds as of December 15, 2011. [Table III-25](#) presents further detailed information on these outstanding Tax-Exempt Veterans Mortgage Bonds that are subject to special redemption.

Table III-14

**SUMMARY OF OUTSTANDING
TAX-EXEMPT VETERANS MORTGAGE BONDS SUBJECT TO SPECIAL REDEMPTION
(December 15, 2011)**

| <u>Series</u> | <u>Dated Date</u> | <u>Original Principal Amount Subject to Special Redemption</u> | <u>Outstanding Principal Amount Subject to Special Redemption</u> | <u>Range of Interest Rates on Outstanding Bonds</u> |
|---------------|-------------------|--|---|---|
| 1998 Series E | 10/15/98 | \$ 6,155,000 | \$ 1,925,000 | 4.75-4.80% |
| 2003 Series 2 | 04/01/03 | 13,740,000 | 7,750,000 | 3.95-4.80 |
| 2003 Series 3 | 10/30/03 | 67,890,000 | 37,280,000 | 3.50-5.00 |
| 2006 Series C | 08/02/06 | 61,685,000 | 47,225,000 | 4.50-5.00 |
| 2007 Series 2 | 10/31/07 | 16,735,000 | 9,490,000 | 3.80-4.50 |
| 2007 Series 3 | 10/31/07 | 3,835,000 | 880,000 | 5.00 |
| 2008 Series 1 | 6/26/08 | 17,975,000 | <u>7,120,000</u> | 3.25-4.75 |
| | | | <u>\$ 111,670,000</u> | |

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-26](#) 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, then 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 housing loan program be self-amortizing. Since that time, this working policy has been modified from time to time to address both (1) the impact special redemption cross-calls have on the cash flow that supports all Veterans Mortgage Bonds and (2) compliance with applicable federal tax law restrictions. This working policy may be further modified from time to time and is subject to change at any time. While the Tax-Exempt Veterans Mortgage Bonds that were called for special redemption in calendar year 2009 were those with the highest interest rates, the Tax-Exempt Veterans Mortgage Bonds called for special redemption in calendar years 2010 and 2011 reflect the working policy outlined above.

The most recent special redemption of Tax-Exempt Veterans Mortgage Bonds occurred on September 1, 2011, as summarized in [Table III-15](#). This special redemption used prepayments of veterans housing loans funded with Tax-Exempt Veterans Mortgage Bonds. During calendar year 2011 other special

redemptions of Tax-Exempt Veterans Mortgage Bonds using prepayments of veterans housing loans occurred on February 15 (aggregate of \$11 million) and May 1 (aggregate of \$5 million) In addition, an additional special redemption in the amount of approximately \$3 million occurred on May 1, 2011 using money available from the Insurance Reserve Account, in excess of amounts required to meet scheduled debt service on all Tax-Exempt Veterans Mortgage Bonds.

Table III-15

**SEPTEMBER 1, 2011 SPECIAL REDEMPTION
TAX-EXEMPT VETERANS MORTGAGE BONDS**

| <u>Bond Issue</u> | <u>Maturity Date</u> | <u>Coupon</u> | <u>Redemption Amount</u> |
|-------------------|----------------------|---------------|--------------------------|
| 2003 Series 3 | 2025 | 5.00% | \$2,820,000 |

The State also provided redemption notices on December 16, 2011 for special redemptions to occur on January 17, 2012. These redemptions, in the aggregate amount of \$7 million, will be made from prepayments of veterans housing loans funded with Tax-Exempt Veterans Mortgage Bonds and money available from the Insurance Reserve Account, in excess of amounts required to meet scheduled debt service on all Tax-Exempt Veterans Mortgage Bonds.

Special Redemption; Taxable Veterans Mortgage Bonds

The State had outstanding, as of December 15, 2011, approximately \$61 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 in the respective authorizing resolution.
- Prepayments of veterans housing 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 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 veterans housing loans or HILP loans.

Prepayments of veterans 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 housing loans and HILP loans funded with Taxable Veterans Mortgage Bonds. See [Table III-26](#) for a summary of these prepayments received over the past three years. The State may use prepayments of veterans housing loans and HILP loans funded with Taxable Veterans Mortgage Bonds to make new veterans housing loans and HILP loans. If the State determines that it is not feasible to make new veterans housing loans or HILP loans, then the State intends to use these prepayments to purchase or redeem Taxable Veterans Mortgage Bonds, as determined by the Commission

The Commission has made several special redemptions of Taxable Veterans Mortgage Bonds from these prepayments. The Commission most recently made such a special redemption of Taxable Veterans Mortgage Bonds on September 1, 2011, as summarized in [Table III-16](#). During calendar year 2011 other special redemptions of Taxable Veterans Mortgage Bonds occurred on February 15 (aggregate of \$6 million) and May 1 (aggregate of \$2 million). In addition, an optional redemption in the amount of approximately \$11 million was also made on May 1, 2011, using allowable funds available from the veterans housing loan program.

See [Table III-17](#) for an aggregate summary of special redemptions (from prepayments and unexpended proceeds) that have occurred on Taxable Veterans Mortgage Bonds for the past ten years.

Table III-16

**SEPTEMBER 1, 2011 SPECIAL REDEMPTION
TAXABLE VETERANS MORTGAGE BONDS**

| <u>Bond Issue</u> | <u>Maturity Date</u> | <u>Coupon</u> | <u>Redemption Amount</u> |
|-------------------|----------------------|---------------|--------------------------|
| 1999 Series B | 2030 | 7.25% | \$ 5,000 |
| 2001 Series E | 2021 | 6.71 | 5,000 |
| | 2031 | 6.96 | 10,000 |
| 2002 Series B | 2032 | 6.25 | 70,000 |
| 2002 Series D | 2033 | 6.25 | 10,000 |
| 2002 Series F | 2033 | 5.25 | 145,000 |
| 2002 Series H | 2033 | 5.25 | 440,000 |
| 2003 Series 1 | 2019 | 4.85 | 40,000 |
| 2003 Series B | 2033 | 4.35 | 995,000 |
| 2004 Series D | 2034 | 5.65 | 95,000 |
| 2005 Series C | 2035 | 5.40 | 80,000 |
| 2008 Series B | 2038 | 4.90 | 265,000 |

The State also provided redemption notices on December 16, 2011 for redemptions to occur on January 17, 2012. These redemptions, in the aggregate amount of \$8 million, will be made from prepayments of veterans housing loans funded with Taxable Veterans Mortgage Bonds (special redemption) and allowable funds available from the veterans housing loan program (optional redemption).

Table III-17

**SUMMARY OF SPECIAL REDEMPTIONS
TAXABLE VETERANS MORTGAGE BONDS
(As of December 15, 2011)**

| Bond Issue | Dated Date | Maturity Date | Original Issue Amount | 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 | Special Redemption; Calendar Year 2007 | Special Redemption; Calendar Year 2008 | Special Redemption; Calendar Year 2009 | Special Redemption; Calendar Year 2010 | Special Redemption; Calendar Year 2011 | Optional Redemption and Sinking Fund Payments Made | Outstanding Par Amount | Coupon | | |
|---------------|------------|---------------|-----------------------|--|--|--|--|--|--|--|--|--|--|--|------------------------|-----------|-----------|-------|
| 1997 Series D | 9/15/1997 | 11/1/1999 | \$ 620,000 | | | | | | | | | | | | - | 6.15% | | |
| | | 11/1/2000 | 655,000 | | | | | | | | | | | | - | 6.15% | | |
| | | 11/1/2001 | 695,000 | | | | | | | | | | | | - | 6.25% | | |
| | | 11/1/2002 | 740,000 | \$ 35,000 | | | | | | | | | | | - | 6.30% | | |
| | | 11/1/2003 | 785,000 | 75,000 | \$ 165,000 | | | | | | | | | | - | 6.40% | | |
| | | 11/1/2004 | 840,000 | 70,000 | 280,000 | \$ 25,000 | | | | | | | | | - | 6.50% | | |
| | | 11/1/2005 | 895,000 | 90,000 | 305,000 | 65,000 | \$ 20,000 | | | | | | | | - | 6.55% | | |
| | | 11/1/2006 | 950,000 | 85,000 | 330,000 | 85,000 | 25,000 | \$ 15,000 | | | | | | | - | 6.60% | | |
| | | 11/1/2007 | 1,010,000 | 100,000 | 340,000 | 75,000 | 25,000 | 25,000 | \$ 40,000 | | | | | | - | 6.65% | | |
| | | 11/1/2008 | 1,080,000 | 100,000 | 385,000 | 95,000 | 30,000 | 20,000 | 40,000 | | | | | | - | 6.70% | | |
| | | 11/1/2009 | 1,155,000 | 115,000 | 385,000 | 85,000 | 30,000 | 25,000 | 45,000 | | | | | | - | 6.80% | | |
| | | 11/1/2010 | 1,230,000 | 120,000 | 420,000 | 100,000 | 25,000 | 30,000 | 50,000 | | \$ 10,000 | \$ 10,000 | | - | - | 6.85% | | |
| | | 11/1/2011 | 1,320,000 | 120,000 | 450,000 | 110,000 | 40,000 | 25,000 | 55,000 | | 5,000 | 25,000 | | - | - | 6.90% | | |
| | | 11/1/2012 | 1,410,000 | 130,000 | 490,000 | 115,000 | 35,000 | 30,000 | 50,000 | | 10,000 | 20,000 | | - | \$ 400,000 | 6.90% | | |
| | | 11/1/2017 | 6,760,000 | 710,000 | 2,650,000 | 670,000 | 215,000 | 185,000 | 200,000 | | 55,000 | 145,000 | | - | - | 1,370,000 | 7.15% | |
| | | 11/1/2028 | 24,855,000 | 2,650,000 | 10,095,000 | 2,590,000 | 830,000 | 705,000 | 680,000 | | 225,000 | 560,000 | \$ 4,530,000 | | - | - | 7.25% | |
| | | | | Subtotal | 45,000,000 | 4,400,000 | 16,295,000 | 4,015,000 | 1,275,000 | 1,060,000 | 1,160,000 | - | 305,000 | 760,000 | 4,530,000 | - | 1,770,000 | |
| | | 1998 Series C | 5/15/1998 | 5/1/1999 | 495,000 | | | | | | | | | | | | - | 5.80% |
| 5/1/2000 | 495,000 | | | | | | | | | | | | | | - | 5.85% | | |
| 5/1/2001 | 525,000 | | | | | | | | | | | | | | - | 5.90% | | |
| 5/1/2002 | 550,000 | | | 25,000 | | | | | | | | | | | - | 6.05% | | |
| 5/1/2003 | 595,000 | | | 70,000 | 55,000 | | | | | | | | | | - | 6.05% | | |
| 5/1/2004 | 625,000 | | | 80,000 | 265,000 | | | | | | | | | | - | 6.10% | | |
| 5/1/2005 | 675,000 | | | 95,000 | 305,000 | 40,000 | | | | | | | | | - | 6.15% | | |
| 5/1/2006 | 710,000 | | | 85,000 | 310,000 | 50,000 | 20,000 | | | | | | | | - | 6.20% | | |
| 5/1/2007 | 760,000 | | | 105,000 | 340,000 | 50,000 | 20,000 | 5,000 | | | | | | | - | 6.25% | | |
| 5/1/2008 | 815,000 | | | 95,000 | 365,000 | 50,000 | 30,000 | 10,000 | 10,000 | | | | | | - | 6.30% | | |
| 5/1/2028 | 27,760,000 | | | 2,910,000 | 12,935,000 | 2,185,000 | 870,000 | 185,000 | 550,000 | 180,000 | 360,000 | 300,000 | 165,000 | 540,000 | 540,000 | 4,635,000 | 6.95% | |
| | | | | Subtotal | 34,005,000 | 3,465,000 | 14,575,000 | 2,375,000 | 940,000 | 200,000 | 560,000 | 180,000 | 360,000 | 300,000 | 165,000 | 540,000 | 4,635,000 | |

Table III-17 — Continued
SUMMARY OF SPECIAL REDEMPTIONS
TAXABLE VETERANS MORTGAGE BONDS
(As of December 15, 2011)

| Bond Issue | Dated Date | Maturity Date | Original Issue Amount | 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 | Special Redemption; Calendar Year 2007 | Special Redemption; Calendar Year 2008 | Special Redemption; Calendar Year 2009 | Special Redemption; Calendar Year 2010 | Special Redemption; Calendar Year 2011 | Optional Redemption and Sinking Fund Payments Made | Outstanding Par Amount | Coupon | |
|---------------|------------|---------------|-----------------------|--|--|--|--|--|--|--|--|--|--|--|------------------------|--------------|-------|
| 1998 Series F | 10/15/1998 | 11/1/1999 | \$ 355,000 | | | | | | | | | | | | - | - | |
| | | 11/1/2000 | 725,000 | | | | | | | | | | | | - | - | 5.00% |
| | | 11/1/2001 | 760,000 | | | | | | | | | | | | - | - | 5.10% |
| | | 11/1/2002 | 790,000 | \$ 40,000 | | | | | | | | | | | - | - | 5.20% |
| | | 11/1/2003 | 830,000 | 85,000 | \$ 290,000 | | | | | | | | | | - | - | 5.35% |
| | | 11/1/2004 | 870,000 | 80,000 | 440,000 | | | | | | | | | | - | - | 5.45% |
| | | 11/1/2005 | 915,000 | 90,000 | 460,000 | \$ 75,000 | \$ 30,000 | | | | | | | | - | - | 5.55% |
| | | 11/1/2006 | 960,000 | 100,000 | 475,000 | 80,000 | 35,000 | \$ 5,000 | | | | | | | - | - | 5.55% |
| | | 11/1/2007 | 1,015,000 | 100,000 | 510,000 | 85,000 | 35,000 | 10,000 | \$ 30,000 | | | | | | - | - | 5.60% |
| | | 11/1/2008 | 1,065,000 | 105,000 | 535,000 | 85,000 | 40,000 | 15,000 | 30,000 | | | | | | - | - | 5.65% |
| | | 11/1/2009 | 1,125,000 | 105,000 | 570,000 | 95,000 | 40,000 | 10,000 | 35,000 | | | \$ 20,000 | | | - | - | 5.75% |
| | | 11/1/2009 | 45,590,000 | 4,495,000 | 22,890,000 | 3,750,000 | 1,665,000 | 460,000 | 1,405,000 | | | 1,395,000 | \$ 585,000 | \$ 425,000 | \$ 410,000 | \$ 6,740,000 | 6.40% |
| | | Subtotal | | 55,000,000 | 5,200,000 | 26,170,000 | 4,170,000 | 1,845,000 | 500,000 | 1,500,000 | - | 1,415,000 | 585,000 | 425,000 | - | 6,740,000 | |
| | | 1999 Series B | 5/1/1999 | 11/1/2000 | 420,000 | | | | | | | | | | | | - |
| 11/1/2001 | 450,000 | | | | | | | | | | | | | | - | 5.60% | |
| 11/1/2002 | 480,000 | | | 50,000 | | | | | | | | | | | - | 5.80% | |
| 11/1/2003 | 500,000 | | | 95,000 | 200,000 | | | | | | | | | | - | 6.00% | |
| 11/1/2004 | 535,000 | | | 100,000 | 280,000 | | | | | | | | | | - | 6.20% | |
| 11/1/2005 | 570,000 | | | 105,000 | 295,000 | 40,000 | 10,000 | | | | | | | | - | 6.25% | |
| 11/1/2006 | 600,000 | | | 115,000 | 310,000 | 45,000 | 10,000 | | | | | | | | - | 6.25% | |
| 11/1/2007 | 640,000 | | | 115,000 | 340,000 | 45,000 | 10,000 | 5,000 | 5,000 | | | | | | - | 6.30% | |
| 11/1/2008 | 680,000 | | | 130,000 | 355,000 | 50,000 | 10,000 | | 10,000 | | | | | | - | 6.35% | |
| 11/1/2009 | 725,000 | | | 135,000 | 375,000 | 55,000 | 15,000 | 5,000 | 5,000 | | 5,000 | | | | - | 6.40% | |
| 11/1/2010 | 770,000 | | | 145,000 | 400,000 | 55,000 | 10,000 | 5,000 | 10,000 | 5,000 | 5,000 | | | | - | 6.40% | |
| 11/1/2013 | 2,620,000 | | | 490,000 | 1,370,000 | 200,000 | 45,000 | 10,000 | 40,000 | 5,000 | 10,000 | 15,000 | | | 120,000 | 255,000 | 6.50% |
| 11/1/2016 | 3,180,000 | | | 600,000 | 1,655,000 | 235,000 | 55,000 | 15,000 | 50,000 | 10,000 | 15,000 | 20,000 | | | | 450,000 | 7.00% |
| 11/1/2030 | 27,830,000 | | | 5,225,000 | 14,520,000 | 2,060,000 | 480,000 | 140,000 | 420,000 | 70,000 | 145,000 | 165,000 | 2,375,000 | | | 1,570,000 | 7.25% |
| Subtotal | | 40,000,000 | 7,305,000 | 20,100,000 | 2,785,000 | 645,000 | 180,000 | 550,000 | 90,000 | 180,000 | 200,000 | 2,375,000 | - | 2,275,000 | | | |

Table III-17 — Continued
SUMMARY OF SPECIAL REDEMPTIONS
TAXABLE VETERANS MORTGAGE BONDS
(As of December 15, 2011)

| Bond Issue | Dated Date | Maturity Date | Original Issue Amount | 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 | Special Redemption; Calendar Year 2007 | Special Redemption; Calendar Year 2008 | Special Redemption; Calendar Year 2009 | Special Redemption; Calendar Year 2010 | Special Redemption; Calendar Year 2011 | Optional Redemption and Sinking Fund Payments Made | Outstanding Par Amount | Coupon | |
|---------------|------------|---------------|-----------------------|--|--|--|--|--|--|--|--|--|--|--|------------------------|---------|-------|
| 1999 Series D | 11/1/1999 | 11/1/2010 | \$ 9,465,000 | \$ 3,290,000 | \$ 2,970,000 | \$ 240,000 | \$ 75,000 | | | | | | | \$ 2,340,000 | \$ - | 7.70% | |
| | | 11/1/2030 | 55,535,000 | 22,430,000 | 21,150,000 | 1,960,000 | 755,000 | | | | | | \$ 3,935,000 | 2,990,000 | - | 7.70% | |
| | | Subtotal | 65,000,000 | 25,720,000 | 24,120,000 | 2,200,000 | 830,000 | | | | | | - | 3,935,000 | 5,330,000 | - | |
| 2000 Series B | 7/1/2000 | 11/1/2010 | 4,625,000 | 870,000 | 1,520,000 | 85,000 | 10,000 | \$ 5,000 | \$ 5,000 | | | | | | 1,130,000 | - | 7.50% |
| | | 11/1/2030 | 30,375,000 | 6,655,000 | 12,170,000 | 850,000 | 100,000 | 75,000 | 135,000 | | | | | | 3,175,000 | - | 8.05% |
| | | Subtotal | 35,000,000 | 7,525,000 | 13,690,000 | 935,000 | 110,000 | 80,000 | 140,000 | | | | - | | 4,305,000 | - | |
| 2000 Series E | 11/7/2000 | 11/1/2016 | 5,000,000 | 1,600,000 | 1,160,000 | 435,000 | 165,000 | 40,000 | 150,000 | | | | | 850,000 | 600,000 | 7.00% | |
| 2001 Series A | 2/21/2001 | 5/1/2031 | 15,000,000 | - | 9,625,000 | 1,145,000 | 255,000 | 340,000 | 280,000 | \$ 170,000 | \$ 530,000 | \$ 20,000 | 40,000 | 735,000 | 1,860,000 | 7.00% | |
| 2001 Series D | 6/15/2001 | 11/1/2002 | 320,000 | | | | | | | | | | | | | - | 4.50% |
| 2001 Series D | 6/15/2001 | 11/1/2003 | 255,000 | 10,000 | 125,000 | | | | | | | | | | | - | 5.00% |
| 2001 Series D | 6/15/2001 | 11/1/2004 | 265,000 | 10,000 | 185,000 | | | | | | | | | | | - | 5.30% |
| 2001 Series D | 6/15/2001 | 11/1/2005 | 280,000 | 10,000 | 200,000 | 20,000 | | | | | | | | | | - | 5.50% |
| 2001 Series D | 6/15/2001 | 11/1/2006 | 295,000 | 10,000 | 210,000 | 25,000 | | | | | | | | | | - | 5.60% |
| 2001 Series D | 6/15/2001 | 11/1/2007 | 315,000 | 15,000 | 225,000 | 15,000 | | | 5,000 | | | | | | | - | 5.75% |
| 2001 Series D | 6/15/2001 | 11/1/2008 | 330,000 | 10,000 | 240,000 | 25,000 | | | 10,000 | | | | | | | - | 5.90% |
| 2001 Series D | 6/15/2001 | 11/1/2011 | 1,110,000 | 45,000 | 785,000 | 85,000 | | | 25,000 | | 5,000 | 10,000 | | 155,000 | | - | 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 | 60,000 | | 20,000 | 30,000 | | | 300,000 | - | 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 | 85,000 | 5,000 | 25,000 | 50,000 | | | 395,000 | - | 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 | 275,000 | 15,000 | 90,000 | 175,000 | | | 1,340,000 | - | 7.05% |
| | | Subtotal | 20,000,000 | 775,000 | 13,945,000 | 1,425,000 | 30,000 | 40,000 | 460,000 | 20,000 | 140,000 | 265,000 | - | - | 2,035,000 | | |
| 2001 Series E | 10/1/2001 | 11/1/2017 | 6,210,000 | | 3,230,000 | 440,000 | 180,000 | 265,000 | 205,000 | | 305,000 | | | | 1,085,000 | 495,000 | 6.12% |
| 2001 Series E | 10/1/2001 | 11/1/2021 | 2,730,000 | | 1,505,000 | 220,000 | 90,000 | 145,000 | 115,000 | | 210,000 | 5,000 | 15,000 | | 425,000 | 6.71% | |
| 2001 Series E | 10/1/2001 | 11/1/2031 | 11,060,000 | | 6,095,000 | 900,000 | 375,000 | 580,000 | 470,000 | | 835,000 | 15,000 | 40,000 | | 1,750,000 | 6.96% | |
| | | Subtotal | 20,000,000 | - | 10,830,000 | 1,560,000 | 645,000 | 990,000 | 790,000 | - | 1,350,000 | 20,000 | 55,000 | 1,085,000 | 2,670,000 | | |

Table III-17 — Continued
SUMMARY OF SPECIAL REDEMPTIONS
TAXABLE VETERANS MORTGAGE BONDS
(As of December 15, 2011)

| Bond Issue | Dated Date | Maturity Date | Original Issue Amount | 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 | Special Redemption; Calendar Year 2007 | Special Redemption; Calendar Year 2008 | Special Redemption; Calendar Year 2009 | Special Redemption; Calendar Year 2010 | Special Redemption; Calendar Year 2011 | Optional Redemption and Sinking Fund Payments Made | Outstanding Par Amount | Coupon |
|---------------|------------|---------------|-----------------------|--|--|--|--|--|--|--|--|--|--|--|------------------------|--------|
| 2002 Series B | 3/26/2002 | 11/1/2032 | 15,000,000 | N/A | \$ 5,825,000 | \$ 1,285,000 | \$ 860,000 | \$ 1,040,000 | \$ 1,060,000 | \$ 160,000 | \$ 1,385,000 | \$ 350,000 | \$ 160,000 | \$ 780,000 | \$ 2,095,000 | 6.25% |
| 2002 Series D | 6/12/2002 | 5/1/2033 | 20,000,000 | \$ 2,000,000 | 5,025,000 | 4,345,000 | 330,000 | 830,000 | 850,000 | 130,000 | 1,110,000 | 750,000 | 330,000 | 860,000 | 3,440,000 | 6.25% |
| 2002 Series E | 9/26/2002 | 5/1/2018 | 2,000,000 | N/A | - | 65,000 | - | 470,000 | - | 220,000 | 110,000 | 15,000 | 50,000 | 595,000 | 475,000 | 4.80% |
| 2002 Series F | 9/26/2002 | 5/1/2033 | 13,000,000 | N/A | 470,000 | 910,000 | 660,000 | - | - | 430,000 | 2,270,000 | 985,000 | 1,440,000 | 1,380,000 | 4,455,000 | 5.25% |
| 2002 Series H | 12/30/2002 | 5/1/2033 | 15,000,000 | N/A | - | 2,080,000 | 1,125,000 | - | 230,000 | 660,000 | 2,170,000 | 990,000 | 1,225,000 | 1,570,000 | 4,950,000 | 5.25% |
| 2003 Series I | 4/3/2003 | 11/1/2019 | 7,000,000 | N/A | N/A | 1,915,000 | 370,000 | 230,000 | - | 510,000 | 160,000 | 75,000 | 60,000 | 1,815,000 | 1,865,000 | 4.85% |
| 2003 Series B | 7/24/2003 | 11/1/2033 | 30,000,000 | N/A | N/A | - | 1,760,000 | - | 60,000 | - | 5,000,000 | 3,280,000 | 4,630,000 | 3,975,000 | 11,295,000 | 4.35% |
| 2004 Series B | 8/12/2004 | 11/1/2014 | 1,000,000 | N/A | N/A | N/A | - | - | 5,000 | 40,000 | 190,000 | 115,000 | 20,000 | 495,000 | 135,000 | 4.50% |
| 2004 Series C | 8/12/2004 | 11/1/2019 | 1,000,000 | N/A | N/A | N/A | - | - | 70,000 | 40,000 | 290,000 | 35,000 | 25,000 | 275,000 | 265,000 | 5.15% |
| 2004 Series D | 8/26/2004 | 11/1/2034 | 20,000,000 | N/A | N/A | N/A | 13,500,000 | - | 175,000 | 160,000 | 1,315,000 | 510,000 | 135,000 | 635,000 | 3,570,000 | 5.65% |
| 2005 Series C | 4/7/2005 | 5/1/2035 | 5,000,000 | N/A | N/A | N/A | N/A | - | 5,000 | 280,000 | 70,000 | 860,000 | 520,000 | 450,000 | 2,815,000 | 5.40% |
| 2006 Series B | 7/7/2006 | 11/1/2021 | 2,000,000 | N/A | N/A | N/A | N/A | N/A | 20,000 | - | 700,000 | 170,000 | 85,000 | 375,000 | 650,000 | 5.65% |
| 2008 Series B | 5/30/2008 | 5/1/2038 | 4,445,000 | N/A | N/A | N/A | N/A | N/A | N/A | - | 400,000 | 230,000 | 945,000 | 185,000 | 2,685,000 | 4.90% |
| Totals | | | \$ 469,450,000 | \$ 57,990,000 | \$ 161,830,000 | \$ 31,645,000 | \$ 25,345,000 | \$ 6,000,000 | \$ 8,065,000 | \$ 3,090,000 | \$ 19,450,000 | \$ 10,515,000 | \$ 21,150,000 | \$ 26,235,000 | \$ 61,280,000 | |

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 2011 Annual Report. In addition, certain optional redemptions that have been completed using allowable funds available from the veterans housing loan program are included within the above "special redemption" amounts.

Financial and Statistical Information

The following unaudited financial and statistical information and notes relate to the operation of the veterans housing loan program. Veterans Mortgage 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-18

**VETERANS HOUSING LOAN PROGRAM
BALANCE SHEET
(As of June 30; Amounts in Thousands)**

| | <u>2011</u> | <u>2010</u> | <u>2009</u> | <u>2008</u> | <u>2007</u> |
|---|-------------------|-------------------|-------------------|-------------------|-------------------|
| ASSETS | | | | | |
| Cash and Cash Equivalents..... | \$ 28,889 | \$ 58,108 | \$ 75,288 | \$ 129,521 | \$ 154,097 |
| Veterans Loans..... | 170,131 | 225,132 | 258,368 | 276,838 | 256,280 |
| Other Receivables..... | 2,660 | 2,006 | 1,647 | 1,624 | 1,945 |
| Advances to Other Funds..... | 586 | 454 | | | |
| Due From Other Funds..... | | | | | |
| Prepaid Items..... | 29 | 43 | 40 | 40 | 72 |
| Deferred Charges..... | 1,013 | 1,653 | 2,507 | 3,311 | 3,612 |
| Capital Assets (net of accumulated depreciation)..... | 47 | 77 | 103 | 131 | 29 |
| Other Assets..... | 1,312 | 1,041 | 908 | 595 | 385 |
| Total Assets..... | <u>\$ 204,667</u> | <u>\$ 288,514</u> | <u>\$ 338,860</u> | <u>\$ 412,060</u> | <u>\$ 416,420</u> |
| LIABILITIES AND FUND EQUITY | | | | | |
| Liabilities: | | | | | |
| Accounts Payable and Other Accrued Liabilities..... | \$ 104 | \$ 278 | \$ 170 | \$ 325 | \$ 621 |
| Due to Other Funds..... | 80 | 284 | 183 | 123 | 189 |
| Due to Other Governments..... | 26 | 15 | 12 | 41 | 520 |
| Tax and Other Deposits..... | | | | | |
| Unearned Revenue..... | | | | | 1 |
| Interest Payable..... | 1,510 | 2,210 | 2,588 | 3,024 | 3,228 |
| Compensated Absences..... | 304 | 308 | 259 | 209 | 328 |
| Other Postemployment Benefits | 144 | 122 | 146 | 80 | |
| Short Term Note Payable..... | | | | | 4,445 |
| General Obligation Bonds Payable..... | 181,305 | 259,926 | 304,422 | 372,104 | 367,881 |
| Total Liabilities..... | <u>\$ 183,473</u> | <u>\$ 263,144</u> | <u>\$ 307,778</u> | <u>\$ 375,904</u> | <u>\$ 377,211</u> |
| Fund Equity: | | | | | |
| Retained Earnings: | | | | | |
| Unreserved..... | \$ 21,195 | \$ 25,370 | \$ 31,082 | \$ 36,156 | \$ 39,209 |
| Total Fund Equity..... | <u>\$ 21,195</u> | <u>\$ 25,370</u> | <u>\$ 31,082</u> | <u>\$ 36,156</u> | <u>\$ 39,209</u> |
| Total Liabilities and Fund Equity..... | <u>\$ 204,668</u> | <u>\$ 288,514</u> | <u>\$ 338,860</u> | <u>\$ 412,060</u> | <u>\$ 416,420</u> |

Source: Department of Veterans Affairs

Table III-19

VETERANS HOUSING LOAN PROGRAM
STATEMENT OF REVENUES, EXPENSES, AND CHANGES IN RETAINED EARNINGS
(As of June 30; Amounts in Thousands)

| | 2011 | 2010 | 2009 | 2008 | 2007 |
|--|-------------------|-------------------|-------------------|-------------------|--------------------|
| Operating Revenues: | | | | | |
| Investment and Interest Income..... | \$ 11,678 | \$ 14,705 | \$ 17,285 | \$ 16,418 | \$ 15,346 |
| Total Operating Revenues..... | <u>\$ 11,678</u> | <u>\$ 14,705</u> | <u>\$ 17,285</u> | <u>\$ 16,418</u> | <u>\$ 15,346</u> |
| Operating Expenses: | | | | | |
| Personal Services..... | \$ 2,545 | \$ 2,486 | \$ 2,577 | \$ 2,313 | \$ 3,762 |
| Supplies and Services..... | 566 | 577 | 581 | 495 | 889 |
| Depreciation..... | 30 | 30 | 30 | 21 | 15 |
| Interest Expense..... | 12,618 | 15,186 | 19,116 | 19,670 | 20,466 |
| Other Expenses..... | 1,111 | 2,254 | 1,411 | 1,149 | 1,072 |
| Total Operating Expenses..... | <u>16,869</u> | <u>20,533</u> | <u>23,715</u> | <u>23,649</u> | <u>26,205</u> |
| Operating Income (Loss)..... | <u>(\$ 5,191)</u> | <u>(\$ 5,828)</u> | <u>(\$ 6,431)</u> | <u>(\$ 7,230)</u> | <u>(\$ 10,859)</u> |
| Nonoperating Revenues (Expenses): | | | | | |
| Investment and Interest Income..... | \$ 122 | \$ 177 | \$ 1,324 | \$ 5,375 | \$ 7,665 |
| Other Revenues..... | 1,286 | 4 | 40 | | |
| Other Expenses: | | | | | |
| Grants Disbursed..... | (328) | (339) | (452) | (451) | (449) |
| Other..... | | | | (47) | (499) |
| Total Nonoperating Revenue (Expense)..... | <u>1,073</u> | <u>(159)</u> | <u>913</u> | <u>4,876</u> | <u>6,717</u> |
| Income (Loss) Before Operating Transfers..... | <u>(4,118)</u> | <u>(5,987)</u> | <u>(5,518)</u> | <u>(2,347)</u> | <u>(4,132)</u> |
| Operating Transfers In..... | 0 | 0 | 10 | | |
| Operating Transfers Out..... | (57) | (51) | (77) | (707) | (67) |
| Net Income before Extraordinary Items and Cumulative | <u>(4,175)</u> | <u>(6,039)</u> | <u>(5,584)</u> | <u>(3,053)</u> | <u>(4,127)</u> |
| Extraordinary Items: | | | | | |
| Gain (Loss) from Extinguishment of Debt..... | | | | | |
| Net Income..... | <u>(\$ 4,175)</u> | <u>(\$ 6,039)</u> | <u>(\$ 5,584)</u> | <u>(\$ 3,053)</u> | <u>(\$ 4,127)</u> |
| Retained Earnings, Beginning of Year..... | \$25,370 | \$31,082 | \$36,156 | \$39,209 | \$43,336 |
| Prior Period Adjustments..... | - | 327 | 510 | | |
| Retained Earnings, End of Year..... | <u>\$21,195</u> | <u>\$25,370</u> | <u>\$31,082</u> | <u>\$36,156</u> | <u>\$39,209</u> |

Source: Department of Veterans Affairs

Table III-20

VETERANS HOUSING LOAN PROGRAM
STATEMENT OF CASH FLOWS
(As of June 30; Amounts in Thousands)

| | 2011 | 2010 | 2009 | 2008 | 2007 |
|---|--------------------|--------------------|--------------------|--------------------|--------------------|
| Cash Flows from Operating Activities: | | | | | |
| Cash Payments to Suppliers for Goods and Services..... | (\$ 551) | (\$ 560) | (\$ 711) | (\$ 414) | (\$ 911) |
| Cash Payments to Employes for Services..... | (2,607) | (2,464) | (2,324) | (2,407) | (3,847) |
| Cash Payments for Loans Originated..... | (662) | (11,136) | (38,761) | (52,544) | (39,453) |
| Investment and Interest Income..... | 12,749 | 15,972 | 18,287 | 16,756 | 15,628 |
| Collection of Loans..... | 53,448 | 42,233 | 55,703 | 31,431 | 32,994 |
| Other Operating Revenues (Expenses)..... | (1,077) | (1,387) | (1,262) | (1,039) | (976) |
| Net Cash Provided (Used) by Operating Activities..... | <u>\$ 61,300</u> | <u>\$ 42,658</u> | <u>\$ 30,932</u> | <u>(\$ 8,217)</u> | <u>\$ 3,437</u> |
| Cash Flows from Noncapital Financing Activities: | | | | | |
| Proceeds from Issuance of Debt..... | | | | \$ 44,870 | \$ 68,130 |
| Grants to Individuals or Governments..... | (\$ 324) | (\$ 336) | (\$ 444) | (468) | (442) |
| Repayment of Bonds and Notes..... | (79,045) | (44,790) | (68,315) | (44,755) | (71,195) |
| Interest Payments..... | (12,236) | (14,824) | (18,208) | (19,383) | (19,497) |
| Operating Transfers Out..... | (285) | (51) | (87) | (221) | (67) |
| Other Cash Inflows from Noncapital Financing Activities..... | 1,268 | 3 | 63 | 7 | 10 |
| Other Cash Outflows from Noncapital Financing Activities..... | | | | (1,284) | (746) |
| Net Cash Provided (Used) by Noncapital Financing Activities..... | <u>(\$ 90,622)</u> | <u>(\$ 59,998)</u> | <u>(\$ 86,992)</u> | <u>(\$ 21,233)</u> | <u>(\$ 23,807)</u> |
| Cash Flows from Capital and Related Financing Activities: | | | | | |
| Payments for Purchase of Fixed Assets..... | \$ 0 | (\$ 3) | (\$ 2) | (\$ 123) | (\$ 4) |
| Net Cash Provided (Used) by Capital and Related Financing Activities..... | <u>\$ 0</u> | <u>(\$ 3)</u> | <u>(\$ 2)</u> | <u>(\$ 123)</u> | <u>(\$ 4)</u> |
| Cash Flows from Investing Activities: | | | | | |
| Interest and Dividends Receipts..... | 1,014 | 163 | 1,318 | 4,998 | 7,654 |
| Net Cash Provided (Used) by Investing Activities..... | <u>\$ 1,014</u> | <u>\$ 163</u> | <u>\$ 1,318</u> | <u>\$ 4,998</u> | <u>\$ 7,654</u> |
| Net Increase (Decrease) in Cash and Cash Equivalents..... | (\$ 29,219) | (\$ 17,180) | (\$ 54,744) | (\$ 24,576) | (\$ 12,719) |
| Cash and Cash Equivalents, Beginning of Year..... | 58,108 | 75,288 | 130,031 | 154,096 | 166,815 |
| Cash and Cash Equivalents, End of Year..... | <u>\$ 28,889</u> | <u>\$ 58,108</u> | <u>\$ 75,288</u> | <u>\$ 129,520</u> | <u>\$ 154,096</u> |
| Operating Income (Loss)..... | <u>(\$ 2,191)</u> | <u>(\$ 5,828)</u> | <u>(\$ 6,431)</u> | <u>(\$ 7,230)</u> | <u>(\$ 10,859)</u> |
| Adjustment to Reconcile Operating Income to Net Cash Provided by Operating Activities: | | | | | |
| Depreciation..... | \$ 30 | \$ 30 | \$ 30 | \$ 21 | \$ 15 |
| Provision for Uncollectible Accounts..... | 33 | 461 | 48 | 9 | (4) |
| Operating Expense (Interest Expense) Classified as Noncapital Financing Act. | 12,618 | 15,186 | 19,116 | 19,670 | 20,466 |
| Miscellaneous Non-Operating Income (Expense)..... | | | | | |
| Changes in Assets and Liabilities: | | | | | |
| Decrease (Increase) in Mortgage Loans Receivables..... | 54,968 | 32,776 | 18,421 | (20,567) | (5,528) |
| Decrease (Increase) in Other Accounts Receivables..... | (654) | (360) | (23) | 321 | (479) |
| Decrease (Increase) in Due From Other Funds..... | | | | | 1 |
| Decrease (Increase) in Investments..... | | | | | |
| Decrease (Increase) in Prepaid Items..... | | | | 32 | (0) |
| Decrease (Increase) in Deferred Charges..... | 0 | 406 | 101 | 101 | 101 |
| Decrease (Increase) in Other Assets..... | (271) | (133) | (314) | (210) | (67) |
| Decrease (Increase) in Accounts Payable and Other Accrued Liabilities..... | (178) | 106 | (164) | (297) | (12) |
| Decrease (Increase) in Compensated Absences..... | (3) | 49 | 50 | (119) | (48) |
| Decrease (Increase) in Other Postemployment Benefits..... | 22 | (23) | 66 | 80 | |
| Decrease (Increase) in Due to Other Funds..... | (90) | (12) | 60 | (66) | (139) |
| Decrease (Increase) in Due to Other Governments..... | 4 | 5 | (30) | 38 | 2 |
| Decrease (Increase) in Tax and Other Deposits..... | | | | | (1) |
| Decrease (Increase) in Unearned Revenues..... | | | | (1) | (10) |
| Total Adjustments..... | <u>\$ 66,477</u> | <u>\$ 48,490</u> | <u>\$ 37,363</u> | <u>(\$ 987)</u> | <u>\$ 14,295</u> |
| Net Cash Provided by Operating Activities..... | <u>\$ 64,300</u> | <u>\$ 42,658</u> | <u>\$ 30,932</u> | <u>(\$ 8,217)</u> | <u>\$ 3,437</u> |
| Noncash Investing, Capital and Financing Activities | | | | | |
| Other (Residual Equity Transfer) | | | | | |
| Total Noncash Investing, Capital and Financing Activities | | | | | |

Source: Department of Veterans Affairs

Table III-21

VETERANS HOUSING LOAN PROGRAM
BONDS ISSUED AND RELATED RATES OF INTEREST ^(a)
(On Bonds Issued to December 15, 2011)

| <u>Bonds Dated</u> | <u>Amount of Issue</u> | <u>Interest Rate Paid by the State^(b)</u> | <u>Interest Rate Charged to Veterans^(c)</u> |
|--------------------|------------------------|--|--|
| 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 ^(d) |
| 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 ^(e) |
| 5/15/1998 | 30,565,000 | 5.41 | 6.65 |
| 5/15/1998 | 34,005,000 | 6.93 | 6.65 ^(e) |
| 10/15/1998 | 6,155,000 | 4.87 | 6.50 |
| 10/15/1998 | 55,000,000 | 6.37 | 6.50 ^(e) |
| 5/01/1999 | 40,000,000 | 7.14 | 6.85 ^(e) |
| 11/01/1999 | 65,000,000 | 7.75 | 7.80 ^(e) |
| 7/01/2000 | 35,000,000 | 8.02 | 7.90 ^(e) |
| 2/21/2001 | 15,000,000 | 7.00 | 6.80 ^(e) |
| 6/15/2001 | 20,000,000 | 6.96 | 7.00 ^(e) |
| 10/1/2001 | 20,000,000 | 6.80 | 6.80 ^(e) |
| 3/26/2002 | 15,000,000 | 6.25 | 6.50 ^(e) |
| 6/12/2002 | 20,000,000 | 6.25 | 6.50 ^(e) |
| 9/26/2002 | 13,000,000 | 5.25 | 5.65 |
| 12/30/2002 | 15,000,000 | 5.25 | 5.75 |
| 4/1/2003 | 81,630,000 | 4.62/4.73 | 5.30/5.75 |
| 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 | 5.99 |
| 8/2/2006 | 61,685,000 | 5.06 | 6.00 |
| 10/31/2007 | 20,570,000 | 4.66 | 6.00 |
| 5/30/2008 | 4,445,000 | 4.90 | 6.00 |
| 6/26/2008 | 19,855,000 | 4.80 | 5.75 |

^(a) Does not include bonds issued solely to fund HILP loans.

^(b) Reflects the true interest cost rate for the associated series of bonds.

^(c) Includes an add-on to cover lender's fees, DVA administrative costs, and a reserve for self-insurance.

^(d) 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.

^(e) 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: Departments of Administration and Veterans Affairs

Table III-22

**VETERANS HOUSING LOAN PROGRAM
60+ DAY LOAN DELINQUENCIES**

| | <u>Month Ending</u> | <u>Principal Amount Outstanding</u> | <u>Number of Loans Outstanding</u> | <u>60+ Day Delinquent Loans</u> | <u>Percent of Total</u> |
|------|-------------------------|---|--|---|---------------------------------|
| 2008 | January | \$268,642,924 | 3,280 | 30 | 0.91% |
| | February | 267,031,321 | 3,239 | 31 | 0.96 |
| | March | 267,464,437 | 3,197 | 34 | 1.06 |
| | April | 265,630,295 | 3,143 | 26 | 0.83 |
| | May | 266,207,394 | 3,098 | 28 | 0.90 |
| | June | 270,926,895 | 3,100 | 33 | 1.06 |
| | July | 273,186,362 | 3,084 | 32 | 1.04 |
| | August | 280,544,886 | 3,079 | 27 | 0.88 |
| | September | 285,208,863 | 3,082 | 28 | 0.91 |
| | October | 288,101,465 | 3,068 | 29 | 0.95 |
| | November | 290,881,437 | 3,077 | 32 | 1.04 |
| | December | 292,796,657 | 3,059 | 35 | 1.14 |
| 2009 | January | 289,735,326 | 3,006 | 30 | 1.00 |
| | February | 283,672,968 | 2,929 | 30 | 1.02 |
| | March | 278,136,522 | 2,859 | 37 | 1.29 |
| | April | 269,781,496 | 2,765 | 38 | 1.37 |
| | May | 262,391,271 | 2,689 | 36 | 1.34 |
| | June | 255,155,123 | 2,619 | 36 | 1.37 |
| | July | 255,176,546 | 2,581 | 35 | 1.36 |
| | August | 253,214,494 | 2,548 | 34 | 1.33 |
| | September | 252,351,979 | 2,530 | 34 | 1.34 |
| | October | 248,835,344 | 2,485 | 34 | 1.37 |
| | November | 247,273,813 | 2,450 | 40 | 1.63 |
| | December | 243,551,234 | 2,399 | 43 | 1.79 |
| 2010 | January | 240,683,225 | 2,369 | 38 | 1.60 |
| | February | 237,863,991 | 2,342 | 41 | 1.75 |
| | March | 234,689,780 | 2,312 | 44 | 1.90 |
| | April | 230,978,719 | 2,268 | 41 | 1.81 |
| | May | 228,730,564 | 2,227 | 41 | 1.84 |
| | June | 223,730,564 | 2,171 | 37 | 1.70 |
| | July | 219,834,470 | 2,132 | 38 | 1.78 |
| | August | 214,644,656 | 2,092 | 38 | 1.82 |
| | September | 209,821,821 | 2,055 | 42 | 2.04 |
| | October | 200,767,367 | 1,992 | 43 | 2.16 |
| | November | 193,770,908 | 1,939 | 44 | 2.27 |
| | December | 187,900,664 | 1,887 | 41 | 2.17 |
| 2011 | January | 183,723,055 | 1,856 | 40 | 2.16 |
| | February | 180,907,927 | 1,832 | 33 | 1.80 |
| | March | 177,642,787 | 1,801 | 32 | 1.78 |
| | April | 175,345,914 | 1,779 | 31 | 1.74 |
| | May | 172,023,502 | 1,750 | 34 | 1.94 |
| | June | 169,173,312 | 1,721 | 33 | 1.92 |
| | July | 167,456,603 | 1,705 | 41 | 2.40 |
| | August | 164,115,709 | 1,679 | 38 | 2.26 |
| | September | 160,864,610 | 1,651 | 34 | 2.06 |
| | October | 157,376,986 | 1,616 | 37 | 2.29 |

Source: Department of Veterans Affairs

Table III-23

**DEBT SERVICE SCHEDULE ON STATE GENERAL OBLIGATION BONDS ISSUED TO FUND
VETERANS HOUSING AND HILP LOANS
(December 15, 2011)**

| <u>Fiscal Year</u> <u>(Ending June 30)</u> | <u>Principal</u> | <u>Interest</u> | <u>Total</u> <u>Debt Service</u> |
|---|-----------------------|-----------------------|-------------------------------------|
| 2012 ^(a) | \$ 2,695,000 | \$ 4,404,107 | \$ 7,099,107 |
| 2013..... | 7,755,000 | 8,577,003 | 16,332,003 |
| 2014..... | 8,025,000 | 8,228,477 | 16,253,477 |
| 2015..... | 5,235,000 | 7,923,675 | 13,158,675 |
| 2016..... | 7,780,000 | 7,627,172 | 15,407,172 |
| 2017..... | 8,100,000 | 7,259,610 | 15,359,610 |
| 2018..... | 7,650,000 | 6,868,545 | 14,518,545 |
| 2019..... | 5,770,000 | 6,485,913 | 12,255,913 |
| 2020..... | 7,010,000 | 6,128,363 | 13,138,363 |
| 2021..... | 7,030,000 | 5,766,298 | 12,796,298 |
| 2022..... | 6,460,000 | 5,394,102 | 11,854,102 |
| 2023..... | 6,740,000 | 5,048,511 | 11,788,511 |
| 2024..... | 7,210,000 | 4,680,281 | 11,890,281 |
| 2025..... | 7,460,000 | 4,296,370 | 11,756,370 |
| 2026..... | 11,035,000 | 3,891,982 | 14,926,982 |
| 2027..... | 13,250,000 | 3,267,511 | 16,517,511 |
| 2028..... | 6,385,000 | 2,736,392 | 9,121,392 |
| 2029..... | 5,910,000 | 2,392,740 | 8,302,740 |
| 2030..... | 6,270,000 | 2,069,646 | 8,339,646 |
| 2031..... | 6,000,000 | 1,746,349 | 7,746,349 |
| 2032..... | 5,965,000 | 1,433,889 | 7,398,889 |
| 2033..... | 5,840,000 | 1,136,274 | 6,976,274 |
| 2034..... | 5,050,000 | 844,140 | 5,894,140 |
| 2035..... | 4,520,000 | 611,031 | 5,131,031 |
| 2036..... | 4,345,000 | 389,765 | 4,734,765 |
| 2037..... | 3,300,000 | 172,670 | 3,472,670 |
| 2038..... | 160,000 | 7,840 | 167,840 |
| TOTALS..... | \$ 172,950,000 | \$ 109,388,654 | \$ 282,338,654 |

^(a) For the fiscal year ending June 30, 2012, the table includes debt service amounts for the period December 15, 2011 through June 30, 2012.

Source: Department of Administration

Table III-24

**VETERANS HOUSING LOAN PROGRAM
TOTAL LOANS BY COUNTY
(Through October 2011)**

| <u>County</u> | <u>Number of Loans</u> | <u>% of Total Loans</u> | <u>County</u> | <u>Number of Loans</u> | <u>% of Total Loans</u> |
|------------------|------------------------|-------------------------|------------------|------------------------|-------------------------|
| Adams..... | 152 | 0.27% | Marinette | 314 | 0.57% |
| Ashland..... | 106 | 0.19 | Marquette | 77 | 0.14 |
| Barron..... | 437 | 0.79 | Menominee..... | 16 | 0.03 |
| Bayfield | 105 | 0.19 | Milwaukee..... | 9,516 | 17.19 |
| Brown | 3,052 | 5.51 | Monroe | 492 | 0.89 |
| Buffalo..... | 100 | 0.18 | Oconto | 324 | 0.59 |
| Burnett..... | 80 | 0.14 | Oneida | 384 | 0.69 |
| Calumet..... | 377 | 0.68 | Outagamie | 2,160 | 3.90 |
| Chippewa..... | 525 | 0.95 | Ozaukee..... | 579 | 1.05 |
| Clark | 211 | 0.38 | Pepin..... | 55 | 0.10 |
| Columbia | 521 | 0.94 | Pierce..... | 377 | 0.68 |
| Crawford..... | 124 | 0.22 | Polk | 252 | 0.46 |
| Dane..... | 4,473 | 8.08 | Portage | 781 | 1.41 |
| Dodge | 837 | 1.51 | Price | 147 | 0.27 |
| Door..... | 252 | 0.46 | Racine..... | 2,181 | 3.94 |
| Douglas..... | 551 | 1.00 | Richland | 119 | 0.22 |
| Dunn | 338 | 0.61 | Rock | 2,228 | 4.03 |
| Eau Claire | 1,248 | 2.25 | Rusk | 176 | 0.32 |
| Florence | 8 | 0.01 | St. Croix | 621 | 1.12 |
| Fond du Lac..... | 1,280 | 2.31 | Sauk..... | 534 | 0.96 |
| Forest..... | 31 | 0.06 | Sawyer..... | 71 | 0.13 |
| Grant | 404 | 0.73 | Shawano | 319 | 0.58 |
| Green | 336 | 0.61 | Sheboygan..... | 1,370 | 2.48 |
| Green Lake | 151 | 0.27 | Taylor | 108 | 0.20 |
| Iowa..... | 225 | 0.41 | Trempeleau..... | 218 | 0.39 |
| Iron | 37 | 0.07 | Vernon..... | 170 | 0.31 |
| Jackson | 221 | 0.40 | Vilas | 123 | 0.22 |
| Jefferson | 764 | 1.38 | Walworth..... | 668 | 1.21 |
| Juneau | 204 | 0.37 | Washburn | 142 | 0.26 |
| Kenosha..... | 1,435 | 2.59 | Washington | 1,096 | 1.98 |
| Kewaunee | 148 | 0.27 | Waukesha | 2,773 | 5.01 |
| LaCrosse..... | 1,328 | 2.40 | Waupaca..... | 471 | 0.85 |
| Lafayette..... | 133 | 0.24 | Waushara..... | 164 | 0.30 |
| Langlade | 127 | 0.23 | Winnebago | 2,125 | 3.84 |
| Lincoln..... | 225 | 0.41 | Wood..... | <u>1,122</u> | <u>2.03</u> |
| Manitowoc..... | 1,165 | 2.10 | Total | 55,347 | 100.00 |
| Marathon | 1,363 | 2.46 | | | |

Source: Department of Veterans Affairs.

Table III-25

**OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS
SUBJECT TO SPECIAL REDEMPTION
(As of December 15, 2011)**

| <u>Series</u> | <u>Dated Date</u> | <u>Maturities</u> | <u>Original Par Amount</u> | | <u>Par Amount Outstanding</u> | | <u>Interest Rate</u> |
|---------------|-------------------|-------------------|----------------------------|-----------------|-------------------------------|-----------------|----------------------|
| | | | <u>May</u> | <u>November</u> | <u>May</u> | <u>November</u> | |
| 1998 Series E | 10/15/98 | 2012 | \$ 905,000 | | | | 4.60% |
| | | 2013 | 950,000 | | | | 4.70 |
| | | 2014 | 995,000 | | | | 4.80 |
| | | 2015 | 1,050,000 | | | | 4.75 |
| | | 2016 | 1,100,000 | | | \$ 940,000 | 4.75 |
| | | 2017 | 1,155,000 | | | 985,000 | 4.80 |
| | | 2003 Series 2 | 04/01/03 | 2007 | 545,000 | | |
| 2008 | 565,000 | | | | | | 2.85 |
| 2009 | 575,000 | | | | | | 3.20 |
| 2010 | 595,000 | | | | | | 3.50 |
| 2011 | 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 |
| 2003 Series 3 | 10/30/03 | | | 2004 | | \$ 2,325,000 | |
| | | 2005 | | 2,345,000 | | | 1.55 |
| | | 2006 | | 2,395,000 | | | 1.85 |
| | | 2007 | | 2,430,000 | | | 2.25 |
| | | 2013 | | 16,210,000 | | \$ 5,770,000 | 3.50 |
| | | 2025 | | 13,000,000 | | 2,325,000 | 5.00 |
| | | 2026 | | 29,185,000 | | 29,185,000 | 5.00 |
| 2006 Series C | 08/02/06 | 2008 | 950,000 | | | | 4.00 |
| | | 2009 | 790,000 | | | | 4.50 |
| | | 2010 | 845,000 | | | | 4.50 |
| | | 2011 | 890,000 | | | | 4.50 |
| | | 2012 | 960,000 | | | 960,000 | 4.50 |
| | | 2013 | 1,010,000 | | | 1,010,000 | 4.50 |
| | | 2014 | 1,075,000 | | | 1,075,000 | 4.50 |
| | | 2015 | 1,145,000 | | | 1,145,000 | 4.50 |
| | | 2016 | 1,220,000 | | | 1,220,000 | 4.50 |
| | | 2017 | 1,300,000 | | | 1,300,000 | 4.60 |
| | | 2018 | 1,375,000 | | | 1,375,000 | 4.60 |
| | | 2019 | 1,470,000 | | | 1,470,000 | 4.60 |
| | | 2020 | 1,555,000 | | | | 5.00 |
| | | 2021 | 1,660,000 | | | | 5.00 |
| | | 2022 | 1,770,000 | | | | 5.00 |
| | | 2023 | 1,880,000 | | | | 5.00 |
| | | 2024 | 2,000,000 | | | | 5.00 |
| | | 2025 | 2,120,000 | | | | 5.00 |
| 2027 | 4,670,000 | | | 4,670,000 | 4.80 | | |
| 2031 | 11,260,000 | | | 11,260,000 | 5.00 | | |
| 2037 | 21,740,000 | | | 21,740,000 | 5.00 | | |

Table III-25 — Continued
OUTSTANDING TAX-EXEMPT VETERANS MORTGAGE BONDS
SUBJECT TO SPECIAL REDEMPTION
(As of December 15, 2011)

| <u>Series</u> | <u>Dated</u> <u>Date</u> | <u>Maturities</u> | <u>Original Par Amount</u> | | <u>Par Amount Outstanding</u> | | <u>Interest Rate</u> |
|---------------|-----------------------------|-------------------|----------------------------|-----------------|-------------------------------|-----------------|----------------------|
| | | | <u>May</u> | <u>November</u> | <u>May</u> | <u>November</u> | |
| 2007 Series 2 | 10/31/07 | 2008 | \$ 60,000 | \$ 120,000 | | | 3.50% |
| | | 2009 | 130,000 | 130,000 | | | 3.55 |
| | | 2010 | 135,000 | 140,000 | | | 3.63 |
| | | 2011 | 145,000 | 145,000 | | | 3.70 |
| | | 2012 | 155,000 | 155,000 | \$ 150,000 | \$ 155,000 | 3.80 |
| | | 2013 | 165,000 | 165,000 | 160,000 | 165,000 | 3.85 |
| | | 2014 | 170,000 | 180,000 | 165,000 | 180,000 | 3.95 |
| | | 2015 | 180,000 | 570,000 | 175,000 | 565,000 | 4.05 |
| | | 2016 | 195,000 | 6,715,000 | 190,000 | 605,000 | 4.13 |
| | | 2017 | 205,000 | 210,000 | 205,000 | 205,000 | 4.25 |
| | | 2022 | | 2,510,000 | | 2,475,000 | 4.38 |
| | | 2027 | | 4,155,000 | | 4,095,000 | 4.50 |
| | | 2007 Series 3 | 10/31/07 | 2025 | 3,835,000 | | 880,000 |
| 2008 Series 1 | 06/26/08 | 2009 | 160,000 | 180,000 | | | 2.30/2.35 |
| | | 2010 | 185,000 | 190,000 | | | 2.60/2.65 |
| | | 2011 | 195,000 | 205,000 | | | 2.95/3.00 |
| | | 2012 | 210,000 | 215,000 | 210,000 | 215,000 | 3.25/3.30 |
| | | 2013 | 220,000 | 200,000 | 220,000 | 200,000 | 3.45 |
| | | 2014 | 235,000 | | 235,000 | | 3.60 |
| | | 2015 | 250,000 | | 250,000 | | 3.75 |
| | | 2016 | 100,000 | | 100,000 | | 3.88 |
| | | 2017 | 175,000 | | 175,000 | | 4.00 |
| | | 2018 | 400,000 | | 400,000 | | 4.13 |
| 2018 | 14,680,000 | | 4,940,000 | | 4.75 | | |
| 2023 | | 175,000 | | | 175,000 | 4.75 | |

Source: Department of Administration

Table III-26

**SUMMARY OF PREPAYMENTS ON VETERANS HOUSING AND HILP LOANS
FUNDED WITH VETERANS MORTGAGE BONDS**
Prepayments October 2008-September 2011

| Mortgage Pool | Interest Rate Charged to Veterans | October 2008 - | April 2009 - | October 2009 - | April 2010 - | October 2010 - | April 2011 - |
|---|---|----------------|----------------|----------------|----------------|----------------|----------------|
| | | March 2009 | September 2009 | March 2010 | September 2010 | March 2011 | September 2011 |
| Tax-Exempt Veterans Mortgage Bonds | | | | | | | |
| 1993 Series 6 | 5.25% | \$ 161,526 | \$ 226,448 | \$ 244,182 | \$ 4,111 | | |
| 1993 Series 5 | 5.25 | 338,166 | 283,396 | | | | |
| 1994 Series 1 | 6.00 | 871,933 | 341,166 | (10,376) | | | |
| 1996 Series B | 7.00 | 41,631 | | | | | |
| 1996 Series D | 6.90 | 3,363 | | | | | |
| 1997 Series A | 6.90 | 3,323 | | | | | |
| 1997 Series C | 6.40 | 155,324 | | | | | |
| 1998 Series B | 6.65 | 287,074 | 330,406 | | | | |
| 1998 Series E | 6.50 | 68,866 | 89,989 | 23,979 | 21,010 | \$ 57,409 | \$ 1,650 |
| 1999 Series 1 | N/A | 77,989 | 93,822 | 66,382 | 13,334 | 1,088 | |
| 2003 Series 2 | 5.75 | 283,128 | 376,560 | 249,824 | 197,599 | 342,212 | 138,689 |
| 2003 Series 3 | 5.30 | 1,071,754 | 1,885,344 | 1,265,372 | 2,636,563 | 2,823,271 | 1,203,615 |
| 2006 Series C | 6.00/6.25 | 5,165,941 | 7,427,119 | 4,536,211 | 4,533,572 | 4,985,550 | 2,246,011 |
| 2007 Series 2 | 5.65/6.00 | 241,290 | 985,983 | 359,710 | 714,935 | 1,591,482 | 892,391 |
| 2007 Series 3 | 5.65/6.00 | 49,239 | 201,203 | 73,404 | 145,892 | 324,763 | 182,104 |
| 2008 Series 1 | 5.75 | 889,947 | 1,368,687 | 633,290 | 1,236,336 | 1,872,042 | 1,271,695 |
| 2008 Series 2 | 5.75 | 80,189 | | | | | |
| Equity Pool | N/A | 2,676,981 | 5,719,978 | 4,058,196 | 6,140,899 | 8,982,370 | 5,057,166 |
| Subtotal: | \$ | \$ 12,467,663 | \$ 19,330,101 | \$ 11,500,172 | \$ 15,644,251 | \$ 20,980,187 | \$ 10,993,321 |
| Taxable Veterans Mortgage Bonds | | | | | | | |
| 1997 Series D | 6.40% | \$ 494,860 | \$ 912,314 | \$ 516,894 | \$ 90,197 | \$ 444,755 | \$ 95,285 |
| 1998 Series C | 6.65 | 242,342 | 293,631 | 337,685 | 209,935 | 244,536 | 253,764 |
| 1998 Series F | 6.50 | 629,799 | 955,083 | 429,711 | 433,206 | 464,073 | 88,088 |
| 1999 Series B | 6.85 | 78,197 | 145,710 | 279,389 | 126,541 | 185,453 | 205,943 |
| 1999 Series D | 7.80 | 228,278 | 239,433 | 204,670 | 52,046 | 492 | 195 |
| 2000 Series B | 7.90 | 84,480 | 39,460 | 61,237 | 63,171 | 349 | |
| 2000 Series E | 6.80 | 27,480 | 7,534 | 8,511 | 27,602 | 4,609 | 1,187 |
| 2001 Series A | 7.00 | 118,452 | 320,859 | 4,459 | 95,950 | 74,897 | 3,342 |
| 2001 Series D | 7.00 | 57,789 | 371,346 | 175,339 | 5,426 | 126,201 | 50,469 |
| 2001 Series E | 6.80 | 394,188 | 272,558 | 172 | 171,864 | 199,882 | 82,545 |
| 2002 Series B | 6.50 | 505,576 | 638,034 | 114,732 | 272,667 | 1,921 | 152,924 |
| 2002 Series D | 6.50 | 343,945 | 504,980 | 414,413 | 537,839 | 159,678 | 61,035 |
| 2002 Series E | 5.65 | 28,770 | 76,247 | 25,936 | 9,267 | 19,984 | 12,348 |
| 2002 Series F | 5.65 | 462,094 | 1,651,627 | 431,741 | 654,657 | 1,086,805 | 24,014 |
| 2002 Series H | 5.75 | 953,091 | 1,300,069 | 478,400 | 306,648 | 889,819 | 632,887 |
| 2003 Series 1 | N/A | 53,748 | 14,071 | 71,000 | 10,809 | 13,768 | 39,303 |
| 2003 Series B | 5.35/5.75/5.30 | 1,677,118 | 3,223,573 | 1,698,923 | 1,643,189 | 2,942,558 | 894,330 |
| 2004 Series B | 5.35 | 59,925 | 74,511 | 36,806 | 52,717 | 2,135 | 20,132 |
| 2004 Series C | 5.65 | 75,807 | 102,911 | 721 | 18,810 | 16,174 | 5,803 |
| 2004 Series D | 6.15 | 755,813 | 595,182 | 276,902 | 264,458 | 173,430 | 57,103 |
| 2005 Series C | 5.99 | 16,447 | 204,549 | 486,313 | 497,329 | 391,374 | 4,185 |
| 2006 Series B | 6.75/7.25 | 205,149 | 221,871 | 42,376 | 84,901 | 25,823 | 64,158 |
| 2008 Series B | 6.00 | 410,863 | 9,965 | 200,796 | 197,369 | 540,420 | 197,264 |
| Subtotal: | \$ | \$ 7,904,208 | \$ 12,175,518 | \$ 6,297,125 | \$ 5,826,597 | \$ 8,009,136 | \$ 2,946,305 |
| Total: | \$ | \$ 20,371,870 | \$ 31,505,619 | \$ 17,797,297 | \$ 21,470,847 | \$ 28,989,323 | \$ 13,939,626 |

Source: Department of Veterans Affairs.