

**OFFICIAL NOTICE OF SALE**  
**\$27,200,000\***  
**MASTER LEASE CERTIFICATES OF PARTICIPATION OF 2012, SERIES A**  
**EVIDENCING PROPORTIONATE INTERESTS OF THE OWNERS THEREOF IN**  
**CERTAIN LEASE PAYMENTS TO BE MADE BY THE**  
**STATE OF WISCONSIN**  
**ACTING BY AND THROUGH THE DEPARTMENT OF ADMINISTRATION**

ELECTRONIC BIDS will be received by the Capital Finance Director, acting on behalf of the State of Wisconsin Department of Administration (**Department**), until 10:00 a.m. (Central Time) on February 16, 2012, for the purchase of \$27,200,000\* Master Lease Certificates of Participation of 2012, Series A (**Certificates**). The Certificates are being issued by U.S. Bank National Association, as trustee (**Trustee**) and sold by the Department pursuant to the terms and conditions stated below. Bids must be submitted through the PARITY<sup>®</sup> electronic bid submission system (**PARITY<sup>®</sup>**). See **“Electronic Bidding”**.

**Terms of Certificates.** The Certificates will be dated their date of delivery (expected to be on or about February 29, 2012) and will be payable as to principal on March 1 and September 1 of each year, on the dates and in the principal amounts as follows:

<b>Date*</b>	<b>Principal Amount*</b>
September 1, 2012	\$ 4,075,000
March 1, 2013	4,130,000
September 1, 2013	3,720,000
March 1, 2014	3,745,000
September 1, 2014	2,845,000
March 1, 2015	2,670,000
September 1, 2015	2,450,000
March 1, 2016	1,705,000
September 1, 2016	720,000
March 1, 2017	585,000
September 1, 2017	555,000

The Certificates will bear interest, payable on September 1, 2012 and semiannually thereafter on the first day of March and September, at such rate or rates per annum as are designated by the winning bidder. Interest on the Certificates will be computed on the basis of a 360-day year of twelve 30-day months.

**Bidding Terms.** Each bid must specify whether the principal amount of the Certificates payable on a particular date will be a payment at maturity of a serial obligation or a mandatory sinking fund payment of a term obligation. The mandatory sinking fund payments of each term obligation shall be on one or more consecutive semiannual principal payment dates immediately preceding the maturity date of such term obligation. The mandatory sinking fund payment (if any) so specified for any maturity must be equal to the full principal amount of Certificates listed in the table above as payable on that maturity date. The same interest rate specified for the nominal maturity date of a term obligation must also be specified for all mandatory sinking fund payments of such term obligation.

A bid must be for all the Certificates. Each bid shall indicate a purchase price for the Certificates and an interest rate for each maturity. There shall be only one interest rate per maturity, and it must be a multiple of 0.05%. The purchase price for the Certificates shall be not less than 98.5% of the par amount of the Certificates (\$26,792,000).

Each bid must include the initial reoffering price at which the bidder reasonably expects to sell each maturity of the Certificates to the general public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) (**Public**), and the winning bidder must agree that each maturity of the Certificates will be offered to the Public at such price.

\* Preliminary; subject to change. The Capital Finance Director reserves the right, before the time bids are due, to modify or amend this Official Notice of Sale, including but not limited to changing the sale date and time, aggregate par amount, principal amounts, redemption provisions, and bidding terms. See **“Right to Modify or Amend Notice of Sale”** in this Official Notice of Sale. After selection of the winning bid, the Department may also adjust the final principal amount of any or all maturities, or mandatory sinking fund payments, which could change the aggregate par amount of the Certificates. See **“Adjustment of Principal Amounts and Purchase Price”** in this Official Notice of Sale.

In the interest of price transparency in the market, the State of Wisconsin (**State**) encourages the winning bidder to promptly disseminate the initial reoffering prices for all maturities of the Certificates without the use of “NRO”.

**Optional Redemption.** The Certificates are not subject to optional redemption prior to maturity.

**Mandatory Sinking Fund Redemption.** In the event a winning bid specifies that certain maturities of the Certificates will be subject to mandatory redemption prior to their respective stated maturity dates, in part, from mandatory sinking fund payments, the redemption price shall be equal to 100% of the principal amount of the Certificates so redeemed, plus accrued interest to the redemption date.

**Mandatory Redemption.** Master lease certificates of participation of all series, including the Certificates, are subject to mandatory redemption at the redemption price equal to 100% of the principal amount of the Certificates so redeemed, plus accrued interest to the date of redemption, upon an event of default under the Master Indenture (which includes nonappropriation or an event of default under the Master Lease or any lease schedule).

**Book-Entry-Only Form.** The Department and the Trustee have appointed The Depository Trust Company (**DTC**) as securities depository of the Certificates. The Certificates will initially be issued in book-entry-only form, and certificates will be registered in the name of Cede & Co., as nominee for DTC. The State has filed with DTC a blanket issuer letter of representations for all obligations that the State requests to be made eligible for deposit with DTC. Ownership of the Certificates by the purchasers is shown in the records of brokers and other organizations participating in the DTC book-entry system (**DTC Participants**). Individual purchases will be made in book-entry-only form pursuant to the rules and procedures established between DTC and DTC Participants, in the principal amount of \$5,000 and multiples of \$5,000.

**Payments and Notices.** The Trustee will make payments when due of the principal of, and interest on, the Certificates on the dates set forth above to DTC in same-day funds. Similarly, the Department and the Trustee will provide notices and communications, if any, about the Certificates to DTC. Owners of the Certificates will receive payments and notices through the DTC Participants. The Department and the Trustee are not responsible for a failure by DTC or any DTC Participant to transfer payments or notices to owners of the Certificates or to follow the procedures established by DTC for its book-entry system.

**Physical Certificates.** In the event that the relationship with DTC were terminated and the Department or the Trustee did not appoint a successor securities depository, the Department and the Trustee would, at their expense, prepare, authenticate, and deliver to the DTC Participants fully registered certificated Certificates in the denominations of \$5,000 and multiples of \$5,000, in the aggregate principal amount of Certificates and in the same maturities and interest rates then outstanding.

**Pledge and Security.** The Certificates evidence proportionate interests in certain lease payments required to be made by the State, acting by and through the Department, under the Third Amended and Restated Master Lease, dated as of April 28, 2000 (**Master Lease**), entered into pursuant to Section 16.76 of the Wisconsin Statutes, as amended, between Firststar Bank, National Association (now known as U.S. Bank National Association), as lessor, and the State, acting by and through the Department, as lessee. The Master Lease requires the State to make lease payments from any source of legally available funds, subject to annual appropriation. All leased items serve as a common pool of collateral ratably securing all present and future series of master lease certificates of participation that are issued and secured by the Master Indenture, dated July 1, 1996, among Firststar Bank Milwaukee, N.A. (now known as U.S. Bank National Association), as lessor, Firststar Trust Company (now known as U.S. Bank National Association), as trustee, and the State, acting by and through the Department, as lessee (**Master Indenture**). Nonappropriation or an event of default under the Master Lease or any lease schedule constitutes an event of default for all series of master lease certificates of participation, including the Certificates.

*The obligation of the State to make lease payments does not constitute an obligation of the State for which the State is obligated to levy or pledge any form of taxation. The obligation of the State to make lease payments does not constitute debt of the State.*

**Purpose.** The Certificates are being issued to fund lease schedules currently financed through a revolving credit facility and to pay costs of issuance for the Certificates.

**Offering of Securities.** The Department offers to sell these securities by competitive bid. In the jurisdictions of Georgia, Illinois, Louisiana, Nebraska, New York, North Dakota, and Texas, offers of these securities are being made only to, and bids will be accepted only from, persons that are dealers, brokers, savings institutions, trust companies,

insurance companies, investment companies as defined in the Investment Company Act of 1940, pension or profit sharing trusts, and other financial institutions, where the purchaser is acting for itself or in a fiduciary capacity.

**No Bond Insurance.** It is a condition to the award of the Certificates that no bond insurance be used in connection with the primary market offering of the Certificates. The winning bidder must certify, before the Certificates are delivered, that no bond insurance policy has been obtained on its behalf or on behalf of an account or selling group that it formed with respect to the primary market offering of the Certificates. This requirement does not prohibit insuring the Certificates in secondary market transactions or with portfolio insurance.

**Electronic Bidding.** Bids must be submitted through PARITY<sup>®</sup>, which is an independent service offered by i-Deal LLC. Each bidder is responsible for making any arrangements, and paying any fees, needed to submit its bid through PARITY<sup>®</sup>. i-Deal LLC is not an agent of the Department. In addition, the Department has not reviewed, and is not responsible for, any information provided by PARITY<sup>®</sup> concerning the Certificates or the terms of sale; the Preliminary Official Statement dated February 10, 2012 (**Preliminary Official Statement**) is the only document authorized by the State to provide information about the Certificates, and this Official Notice of Sale (as it may be amended and restated) is the only document authorized by the Department to provide information about the terms of sale. The Department assumes no responsibility or liability based on a bidder's submission of its bid, including (but not limited to) any failure by PARITY<sup>®</sup> to correctly and timely transmit information contained in the bid. Further information about PARITY<sup>®</sup> may be obtained from:

i-Deal LLC  
1359 Broadway, FLR 2  
New York, NY 10018  
212-849-5021  
[parity@i-deal.com](mailto:parity@i-deal.com)  
[www.newissuehome.i-deal.com](http://www.newissuehome.i-deal.com)

The Capital Finance Director intends to share directly with i-Deal LLC all announcements contemplated within this Official Notice of Sale with the expectation that any modifications and supplements to this Official Notice of Sale (as it may be amended and restated) will be reflected in PARITY<sup>®</sup> prior to the time bids are to be received.

**Binding Contract.** Each bid for the Certificates submitted through PARITY<sup>®</sup> shall constitute a valid offer that, if accepted by the Department, will form a binding contract. Each bid for the Certificates shall specify a purchase price for the Certificates, the interest rate for each maturity, and whether the principal amount payable on a particular date will be a payment at maturity of a serial obligation or a mandatory sinking fund installment of a term obligation.

**Minority Participation.** It is the policy of the Department to endeavor to ensure that 6% of the Certificates are underwritten by minority investment firms (as certified by the State). The Department urges each prospective bidder to obtain from the Capital Finance Director a list of firms so certified and to include such firms as participants in the account formed to bid on the Certificates and as members of any selling group formed for the account. The Department further encourages certified minority investment firms to submit bids directly and to form accounts to bid on the Certificates. Any firm wishes to be certified by the State as a minority investment firm may contact the Department at 608.267.3293 or [keith.broadnax@wisconsin.gov](mailto:keith.broadnax@wisconsin.gov).

**Disabled Veteran-Owned Business Participation.** It is the policy of the Department to take efforts to ensure that a portion of the Certificates are underwritten by disabled veteran-owned investment firms (as certified by the State). Any firm that wishes to be certified by the State as a disabled veteran-owned investment firm may contact the Department at 608.267.3293 or [keith.broadnax@wisconsin.gov](mailto:keith.broadnax@wisconsin.gov).

**Award.** The Certificates will be awarded at the lowest true interest cost rate to the Department. The true interest cost rate for each bid will be determined on the basis of present value by doubling the semiannual interest rate, compounded semiannually, necessary to discount the debt service payments to the expected dated date, and to the price bid.

All bids shall remain firm for five hours after the time bids are due, and within this five-hour period the Capital Finance Director will provide to the winning bidder an oral notification of the award (to be subsequently confirmed in writing) or will reject all bids. The Capital Finance Director may waive any informality or irregularity in any bid or condition of this Official Notice of Sale (as it may be further amended and restated) or reject any or all bids.

In the event two or more bids for the Certificates result in the same lowest true interest cost rate, the award will be made to the one with the largest participation by certified minority investment firms and certified disabled veteran-owned

investment firms (measured by the participation amounts in the account formed to bid on the Certificates). In the event two or more of those bids have an equal amount of participation by certified minority investment firms and certified disabled veteran-owned investment firms, the award will be made to the bid that includes the greatest number of certified firms in its selling group. In the event two or more of those bids include the same number of certified minority investment firms and certified disabled veteran-owned investment firms in its selling group, the award will be made to the bid that results in the highest arbitrage yield for the Certificates. In the event two or more bids result in the same arbitrage yield, the award will be made by the Capital Finance Director by lot.

#### *Required Information*

Each bidder agrees that, if requested by the Capital Finance Director before the award of the Certificates, it will provide information concerning participation in the account, and inclusion in any selling group of, minority investment firms and disabled veteran-owned investment firms. The winning bidder further agrees to provide, by no later than the close of business on February 17, 2012, a list of all firms that are participating in the underwriting of the Certificates and the amount of each firm's participation (measured by the participation amounts in the account formed to bid on the Certificates).

**Adjustment of Principal Amounts and Purchase Price.** After selection of the winning bid, the Department may adjust the principal amount of the maturities listed in the table on [page 1](#), along with the aggregate par amount for the Certificates. The aggregate par amount of the Certificates shall not change by more than 10%. The adjusted principal amounts for each maturity shall constitute the **Final Maturity Amounts**, and in aggregate, such adjusted principal amounts shall constitute the **Final Par Amount**. The adjustments may be needed so that an exact amount of Certificate proceeds will be available to fund lease schedules previously financed through a line of credit and to pay costs of issuance for the Certificates. The Final Maturity Amounts and the Final Par Amount will be communicated to the winning bidder by 3:00 p.m. (Central Time) on the day of the sale.

The purchase price bid by the winning bidder may also be adjusted to reflect the Final Par Amount. Any adjustment made in the purchase price will reflect the change in the dollar amount of the underwriter's spread and original issue discount/premium but will not change the per-bond underwriter's spread calculated for the original bid, based upon the interest rates set forth in the winning bidder's electronic proposal and the initial offering price at which the winning bidder reasonably expects to sell each maturity of the Certificates to the Public, as required to be delivered to the Department as stated herein.

The winning bidder may not withdraw its bid or change the interest rates bid or the initial reoffering prices as a result of any changes made to the bid amounts within these limits.

**Bid Deposit.** As a condition to the award, the winning bidder, upon acceptance of its bid by the Department, must provide a good-faith deposit, in the amount of \$544,000, by wire transfer not later than 1:30 p.m. (Central Time) on February 17, 2012, using instructions provided by the Capital Finance Office. The timely provision of the good-faith deposit shall be a contractual obligation of the winning bidder.

**Good-Faith Deposit.** No interest will be allowed on the amount of the good-faith deposit. The proceeds of the good-faith deposit of the winning bidder will be applied to the purchase price of the Certificates. In the event that the winning bidder should fail to take up and pay for the Certificates in compliance with the terms of its bid, the Department, at its option, may retain the good-faith deposit as liquidated damages or, at its further option, may retain the good-faith deposit as partial payment of actual damages or as security for any other remedy available to the Department. The Department shall return to the winning bidder the amount of the good-faith deposit on the failure of the Department to perform in accordance with the terms of this Official Notice of Sale (as it may be amended and restated) and the bid.

**Certification of Price.** Before the delivery of the Certificates, the winning bidder must provide such information as bond counsel may require to determine, for federal income tax purposes, the "issue price" of each maturity of the Certificates, including a certification concerning whether a bona fide public offering of each maturity was made and a certification of the reasonably expected public offering price of each maturity together with such additional representations as bond counsel may require to verify that it is reasonable to rely on the winning bidder's certification about the reasonably expected initial public offering price. These may include additional representations about the fair market value of each maturity of the Certificates and representations about the actual prices at which each maturity is first sold to the Public. For each maturity for which a bona fide public offering was not made, the winning bidder must provide to the Capital Finance Director and bond counsel the prices at which all the Certificates of the maturity are sold.

**Right to Modify or Amend Notice of Sale.** The Capital Finance Director reserves the right, before the time bids are to be received, to modify or amend this Official Notice of Sale, including but not limited to changing the sale date and time, principal amounts, aggregate par amount, redemption provisions, and bidding terms. If any modifications or amendments occur, supplemental information with respect to the Certificates and this Official Notice of Sale will be announced through *Thomson Municipal News*, offered as part of the *Thomson Municipal Market Monitor (TM3)* ([www.tm3.com](http://www.tm3.com)), not later than 8:00 a.m. (Central Time) on February 16, 2012. If any prospective bidder does not have access to this service, then the prospective bidder is urged to immediately request telephone notification by contacting the Capital Finance Office at (608) 266-2305 or [DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov). An amendment or restatement of this Official Notice of Sale may be provided as part of the announcement.

**Right to Postpone Sale.** The Capital Finance Director reserves the right to postpone the date established for the receipt of bids. Any postponement of the sale will be announced through *Thomson Municipal News*, offered as part of TM3 ([www.tm3.com](http://www.tm3.com)), not later than 9:00 a.m. (Central Time) on February 16, 2012. If any prospective bidder does not have access to this service, then the prospective bidder is urged to immediately request telephone notification by contacting the Capital Finance Office at (608) 266-2305 or [DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov). In the event of a postponement, the Capital Finance Director will announce the new date and time that bids for the purchase of the Certificates will be opened, along with any revised bidding terms and date of expected delivery, through *Thomson Municipal News*, offered as part of TM3 ([www.tm3.com](http://www.tm3.com)), no less than 20 hours before the time bids are due for the Certificates.

**Closing and Delivery.** The closing will occur by telephone at or about 9:30 a.m. (Eastern Time), on or about February 29, 2012. The Certificates will be delivered to the Trustee's safekeeping on, behalf of DTC, and the Trustee will provide the Certificates to DTC using DTC's Fast Automated Securities Transfer (FAST) System. The winning bidder must make payment for the Certificates by wire in immediately available funds for credit at U.S. Bank National Association by the same date and time. In the event the closing is delayed beyond 45 days from the date of sale for any reason beyond the control of the Department except failure of performance by the winning bidder, the Department may cancel the award, or the winning bidder may demand return of its good-faith deposit and thereafter its interest in, and liability for, the Certificates will cease.

**Bond Opinion.** The legality of the Certificates will be approved by Foley & Lardner LLP (**Bond Counsel**), whose unqualified approving opinion, in the form shown in the Preliminary Official Statement, will be furnished to the winning bidder without cost upon the delivery of the Certificates.

**Closing Papers.** There will also be furnished upon the delivery of the Certificates the usual closing papers, including a letter stating that there is no litigation pending or threatened in writing, known to the Attorney General, restraining or enjoining the issuance, sale, execution, or delivery of the Certificates or in any way contesting or affecting the validity of, or security for, the Certificates. The closing papers will also include a certificate to the effect that the **Official Statement**, as of its date and as of the date of delivery of the Certificates, does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

**Tax Matters.** In the opinion of Bond Counsel, under existing law, interest on the Certificates is excluded from gross income for federal income tax purposes and is not a specific item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers; however, interest on the Certificates is taken into account in determining the adjusted current earnings for purpose of computing the alternative minimum tax imposed on certain corporations.

Interest on the Certificates is not exempt from current State of Wisconsin income or franchise taxes.

**Continuing Disclosure.** In order to assist bidders in complying with Section (b)(5) of Rule 15c2-12 under the Securities Exchange Act of 1934, the State will enter into a continuing disclosure undertaking. The undertaking will consist of existing documents—a Master Agreement on Continuing Disclosure (Amended and Restated December 1, 2010) and an Addendum Describing Annual Report for Master Lease Certificates of Participation—along with a Supplemental Agreement. The Supplemental Agreement will specify that these documents apply to the Certificates. All those documents are available to prospective bidders and will be included in the closing papers.

**CUSIP Numbers.** The Certificates will contain CUSIP numbers, but any error or omission with respect to the CUSIP numbers shall not constitute cause for refusal by the winning bidder to accept delivery of, and to pay for, the Certificates in accordance with the terms of its bid.

**Bidding Documents.** The Preliminary Official Statement, which is available electronically at the web site shown below, is subject to revision, amendment, and completion in a final Official Statement. The Preliminary Official Statement, which is in a form that the State deems final as of February 10, 2012, except for the omission of information described in Rule 15c2-12(b)(1) under the Securities Exchange Act of 1934, is subject to revision, amendment, and completion in a final Official Statement. The Preliminary Official Statement and continuing disclosure undertaking are available electronically from the Capital Finance Office web site at the following address:

[www.doa.wi.gov/capitalfinance](http://www.doa.wi.gov/capitalfinance)

Paper copies of these documents may be obtained by contacting the Capital Finance Office by telephone at 608.266.2305, 608.267.0374, or 608.267.7399, or by e-mail at [DOACapitalFinanceOffice@wisconsin.gov](mailto:DOACapitalFinanceOffice@wisconsin.gov), or by mail at the Department of Administration, Administration Building, 101 East Wilson Street, 10th Floor, Madison, Wisconsin 53703.

**Official Statements.** The Department will, within seven business days after award of the Certificates and without cost, furnish to the winning bidder up to 500 copies of the final Official Statement. The winning bidder may request, within two business days after award of the Certificates, additional copies of the final Official Statement from the Commission, which request shall not be unreasonably withheld or denied. The Department will also furnish to the winning bidder an electronic copy of the final Official Statement, which will be in Adobe (PDF) format. Until the date the closing occurs, the Department may amend or supplement the Official Statement (and without cost, the Department will furnish the winning bidder copies of any such amendment or supplement) if it is necessary to do so, in light of the circumstances then existing, to correct any statement or information therein or to make the statements or information therein not misleading.

Dated: February 10, 2012

Mike Huebsch, Secretary  
State of Wisconsin Department of Administration