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Douglas F. Riebel,
Chairman
Mike Leonard,
Vice-Chairman
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Secretary & Treasurer
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Member
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Member
Hal Ellis,
Member
Phil Tomlinson,
Director



**Oklahoma Turnpike
Authority
Report to Bondholders
Second Quarter 2009**

Phil Tomlinson, Director



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Dear Oklahoma Turnpike Authority Bondholders:

With the continued negative U.S. economic conditions, second quarter 2009 net toll revenues came in just over \$49.6 million, a decline of 1.3% when compared to the same period last year. Year-to-date toll revenues as of June 30, 2009 surpassed \$94.4 million, falling short of budgeted projections by 2.7%. Commercial traffic continued the downward trend with net toll revenues declining 12.3% when compared to the second quarter 2008. However, passenger traffic increased 6.6% compared to the same period, presumably the result of lower fuel prices and an increase in commuter traffic. Transaction growth rates in the second quarter grew 5.2% and 6.0% on the urban John Kilpatrick and Creek Turnpikes when compared to the second quarter last year.

With the economic downturn of late 2008 and the resulting decline in commercial toll revenues, the OTA retained traffic engineer firm Wilbur Smith Associates to conduct a systemwide traffic and revenue review study. As a result of that study, on July 15, 2009, the Authority approved a toll increase averaging 16% for both passenger and commercial traffic. The new toll rates become effective on August 4, 2009. The toll increase is estimated to generate approximately \$21 million in additional toll revenue annually. This in turn will provide funds needed to continue the Authority’s commitment to its capital improvement program.

Year-to-date revenue fund operating expenses for 2009 reported at \$31.9 million, operating at 5.6% under the annualized operating budget of \$33.8 million. Despite the economic factors contributing to the downward trend in toll revenues, efforts by all divisions to monitor costs contributed to the senior and total debt service ratios continuing to remain in compliance with the minimum trust requirements. Total debt service coverage exceeds minimum trust requirements on a rolling twelve-month basis by approximately 8%.

Chart 1: Three-Year Comparison of Toll Revenues

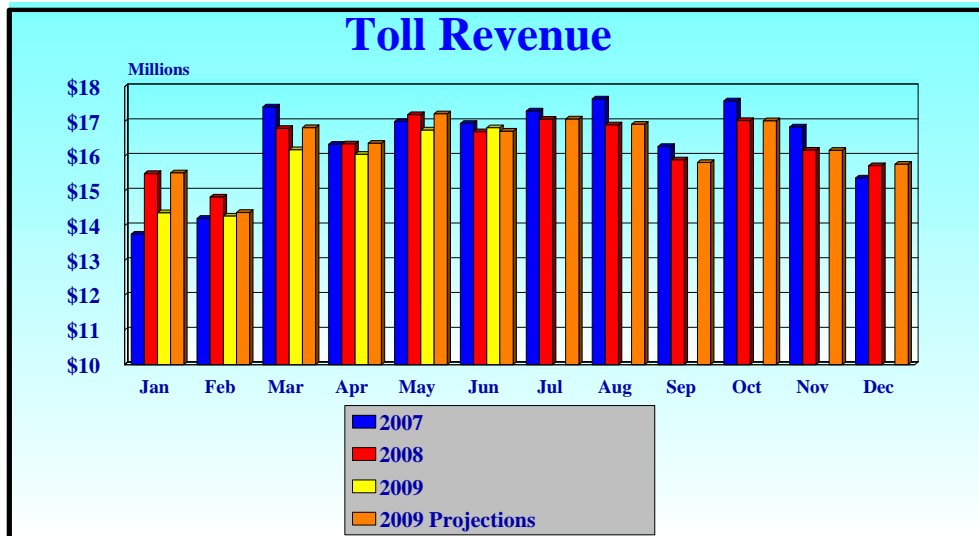


Chart 2: 2009 Operating Expenses – Budget vs. Actual Revenue Fund Only (cumulative)

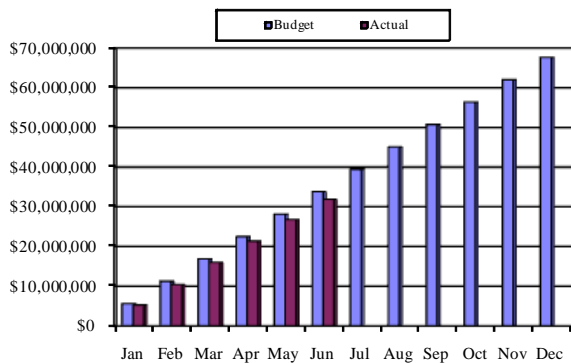
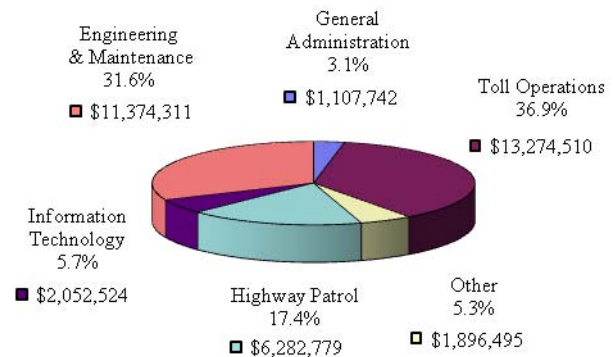


Chart 3: Operating Expenses by Division-All Funds For the Six Months Ended June 30, 2009



Second Quarter Highlights:

- On June 11, 2009, the Tulsa Airport Authority and the OTA held a ribbon-cutting ceremony at the Tulsa Airport. The ceremony marked the beginning of full utilization of *PIKEPASS* tags for Tulsa Airport parking. *PIKEPASS* customers who have an auto-replenish by credit card *PIKEPASS* account can now use their *PIKEPASS* tag to enter and exit the Tulsa Airport parking facility. Parking fees are automatically charged to the credit card securing the customer’s account. These charges are also included on the customer’s *PIKEPASS* account statement and *PIKEPASS* online account.
- During the second quarter, grand openings were held for the new joint Oklahoma High Patrol (OHP) and OTA facility on the Indian Nation Turnpike and the OHP facility located at the Vinita maintenance facility on the Will Rogers Turnpike. The Engineering Division along with the Maintenance Division resolved numerous drainage concerns and developed approaches for slope failure and landslide repairs. Engineering consultants are developing plans for new service facilities on the Muskogee and H.E. Bailey Turnpikes. In June, the Engineering Division finalized plans for the 2010 construction projects. Plan-in-hand reports were provided in the field as work continued on various construction projects.
- The IT Division also developed a web site to allow online payment of violations, which also includes out-of-state violations. With the installation of the Centerra archival environment, cEnterprise, the *PIKEPASS* customer service center software, can be archived to provide five-years of customer data online. As the result of this change, IT is developing and executing procedures to archive the cEnterprise database. The IT Division is taking advantage of virtual server technology, which in turn increases the capacity of the existing physical servers. This minimizes the need for additional server space and related energy costs.
- During the month of May, the Toll Operations Division supervised the installation of the new Encompass 6 (E6) *PIKEPASS* readers at a test site on the Britton Road Mainline on the John Kilpatrick Turnpike. These E6 readers are necessary for *PIKEPASS* tags to advance to the next level of technology. The E6 readers are being tested extensively before Systemwide implementation will occur.
- During April, the Controller Division staff finalized the preparation of the 2008 Comprehensive Annual Financial Report (CAFR) and distributed the report in compliance with the trust-required deadlines. Controller Division staff performed all design work for the 2008 CAFR in-house, providing a significant cost savings to OTA. This 2008 CAFR was submitted to the Government Finance Officers Association of the United States and Canada (GFOA) to apply for the Certificate of Achievement Award for Excellence in Financial Reporting.
- As of June 30, 2009, the total number of active *PIKEPASS* tags increased to 938,698 or 6.4% over the number of active *PIKEPASS* tags at June 30, 2008. Total active *PIKEPASS* accounts totaled 501,953

remaining flat when compared to the same period last year. *PIKEPASS* patrons continued to take advantage of the *PIKEPASS* volume discount program with approximately \$729,000 in discounts issued to frequent patrons of the System during the second quarter of 2009.

- During the second quarter of 2009, the OTA's Maintenance Division, supplementing labor through supervised inmates and contractors, completed various System repairs. With combined efforts, approximately 657,000 linear feet of joints and cracks were sealed. In addition, the Maintenance Division repaired and improved approximately 36,000 linear feet of fence, and maintained approximately 13,000 acres of vegetation management.
- The OHP troopers continued their efforts to achieve safe patron travel through several enforcement programs. In the second quarter of 2009, OHP troopers made nearly 30,000 violator contacts and assisted over 3,000 motorists.

Respectfully,

Douglas F. Riebel
Chairman of the Authority

Phil Tomlinson
Director

**OKLAHOMA TURNPIKE AUTHORITY
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Prepared by the Controller Division

PRELIMINARY AND UNAUDITED

Oklahoma Turnpike Authority
Statements of Net Assets
June 30, 2009 and 2008

	2009	2008
Assets		
Current assets:		
Cash and cash equivalents-unrestricted	\$ 27,381,211	49,547,211
Investments-unrestricted	73,212,089	81,826,062
Cash and cash equivalents - restricted	26,483,701	23,053,481
Investments-restricted	40,025,062	43,194,147
Accounts receivable	4,285,793	2,382,017
Accrued interest receivable-unrestricted	803,329	944,698
Accrued interest receivable-restricted	460,857	465,892
Materials inventory	1,834,360	1,451,522
Prepaid expenses	37,525	37,166
Total current assets	174,523,927	202,902,196
Noncurrent assets:		
Cash and cash equivalents - restricted	19,051,094	11,144,667
Investments-restricted	74,714,948	81,391,087
Total noncurrent cash, cash equivalents and investments	93,766,042	92,535,754
Capital assets:		
Depreciable, net	935,207,641	917,290,672
Land	162,642,274	162,631,233
Construction work in progress	68,814,255	96,193,738
Net capital assets	1,166,664,170	1,176,115,643
Revenue bond issuance costs (net of accumulated amortization of \$2,590,098 and \$3,417,730 in 2009 and 2008, respectively)	5,061,210	5,563,523
Total noncurrent assets	1,265,491,422	1,274,214,920
Total assets	1,440,015,349	1,477,117,116
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	8,161,398	3,920,974
Payable from restricted assets :		
Accounts payable and accrued expenses payable	5,676	10,983
Accrued interest payable	17,319,235	16,503,635
Deferred revenue	21,545,689	20,982,709
Arbitrage rebate payable to U.S. Treasury	1,434,001	784,387
Current portion of revenue bonds payable	45,095,000	42,320,000
Total current liabilities	93,560,999	84,522,688
Noncurrent liabilities:		
Accounts payable and accrued expenses	1,490,855	1,503,530
Long-term debt:		
Revenue bonds, net of unamortized net premiums of \$10,717,898 and \$11,566,152 in 2009 and 2008, respectively, and of unamortized net deferred debit on refundings of \$39,057,528 and \$41,666,050 in 2009 and 2008, respectively	1,006,185,370	1,049,520,102
Payable to Department of Transportation	50,734,666	49,216,479
Total noncurrent liabilities	1,058,410,891	1,100,240,111
Total liabilities	1,151,971,890	1,184,762,799
Net Assets		
Invested in capital assets, net of related debt	107,478,725	76,658,365
Restricted for debt service	71,536,939	72,152,870
Restricted for reserve maintenance	9,035,056	8,410,753
Restricted for other purposes	-	-
Unrestricted	99,992,739	135,132,329
Total net assets	\$ 288,043,459	\$ 292,354,317

**Oklahoma Turnpike Authority
Schedule of Deposits and Withdrawals
For the Quarter Ending June 30, 2009**

Account	Beginning Book Balance	Receipts or Deposits	Withdrawals or Payments	Ending Book Balance
2002 Debt service accounts	11,335,423	116,982,264	105,648,453	22,669,234
2006 Fixed rate debt service accounts	6,074,984	34,830,955	28,745,726	12,160,213
2006 Variable rate debt service accounts	1,650,066	15,851,556	15,794,658	1,706,964
2007 Debt service accounts	516,996	7,132,819	6,621,294	1,028,521
2nd Sr. bond reserve account	50,936,450	1,525,801	1,525,801	50,936,450
Revenue fund	14,309,843	86,194,949	85,238,906	15,265,886
Reserve maintenance fund	6,396,923	19,049,697	16,453,127	8,993,493
General fund	91,281,566	57,280,352	63,234,504	85,327,414
Motor fuel tax trust fund	42,812,005	45,332,135	45,314,548	42,829,592
PIKEPASS account	17,946,352	35,560,183	33,556,197	19,950,338
Total	<u>\$ 243,260,608</u>			<u>\$ 260,868,105</u>
				Cash & Cash Equivalents-unrestricted 27,381,211
				Investments-unrestricted 73,212,089
				Cash & Cash Equivalents-restricted 45,534,795
				Investments-restricted 114,740,010
			Total	<u>\$ 260,868,105</u>

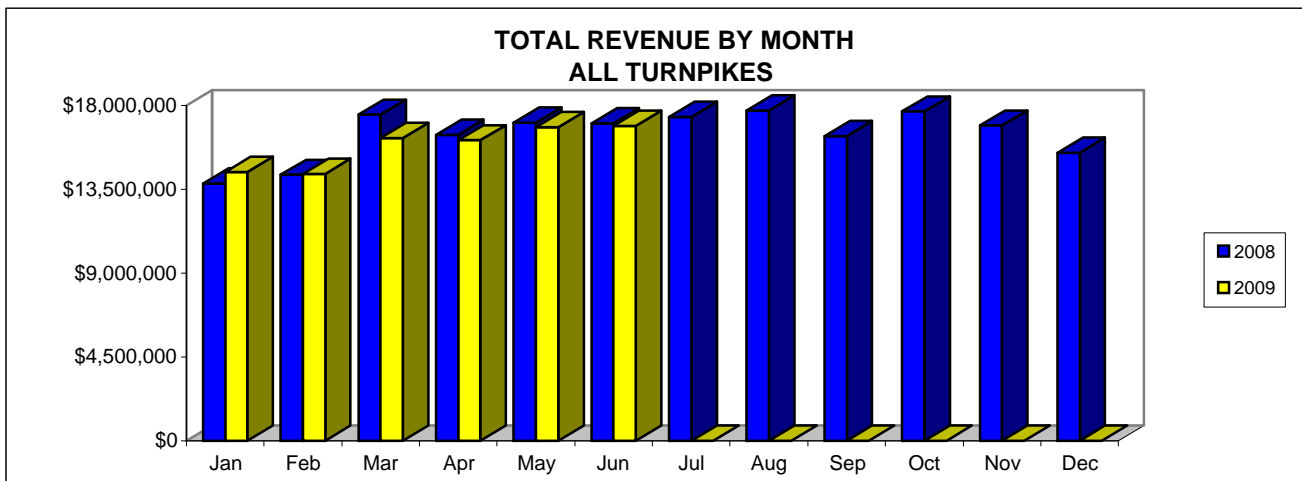
Oklahoma Turnpike Authority
Statements of Revenues, Expenses and Changes in Net Assets
For the Quarters Ended and Year to Date June 30, 2009 and 2008

	<u>2009 Current Quarter</u>	<u>2008 Current Quarter</u>	<u>2009 Year to Date</u>	<u>2008 Year to Date</u>
Operating revenues:				
Tolls	\$ 49,622,745	\$ 50,254,348	\$ 94,456,822	\$ 97,381,348
Concessions	347,678	341,892	636,157	634,577
Total operating revenues	49,970,423	50,596,240	95,092,979	98,015,925
Operating expenses:				
Toll Operations	4,535,487	4,119,929	9,128,068	8,346,347
Turnpike Maintenance	4,198,736	5,673,993	8,975,529	10,128,611
Engineering	1,431,782	666,703	2,398,782	1,256,321
Highway Patrol	3,141,770	3,230,964	6,282,779	6,145,563
PIKEPASS Customer Service	2,333,481	2,335,136	4,146,442	4,373,386
General Administration	544,657	533,809	1,107,742	1,029,332
Information Technology	932,582	1,245,274	2,052,524	2,576,500
Controller	234,940	196,617	427,902	362,522
Finance and Revenue	499,627	280,902	754,096	378,374
Executive Authority	330,308	434,600	714,497	800,363
	-	-	-	-
Total operating expenses before depreciation and amortization	18,183,370	18,717,927	35,988,361	35,397,319
Operating income before depreciation and amortization	31,787,053	31,878,313	59,104,618	62,618,606
Depreciation and amortization	(19,270,288)	(18,321,106)	(38,363,599)	(37,730,096)
Operating income	12,516,765	13,557,207	20,741,019	24,888,510
Non-operating revenues (expenses):				
Interest earned on investments	1,530,360	2,078,093	3,259,596	4,453,901
Net increase (decrease) in fair value of investments	(206,275)	(2,174,773)	(2,060,868)	(1,151,431)
Interest expense on revenue bonds outstanding	(14,171,925)	(13,123,465)	(28,509,863)	(28,311,303)
Other	1,399,995	953,470	2,202,520	1,663,777
Net non-operating expenses	(11,447,845)	(12,266,675)	(25,108,615)	(23,345,056)
Change in net assets	1,068,920	1,290,532	(4,367,596)	1,543,454
Total net assets, beginning of the quarter	286,974,539	291,063,785	292,411,055	290,810,863
Total net assets, end of the quarter	\$ 288,043,459	\$ 292,354,317	\$ 288,043,459	\$ 292,354,317
Other relevant data:				
Motor fuel tax received	\$ 9,870,298	\$ 10,131,897	\$ 19,722,287	\$ 20,248,664
Reserve maintenance deposits made	6,985,598	11,541,098	11,984,629	18,306,000
Debt interest deposits (net of interest earned on debt service accounts)	14,342,083	12,706,998	27,451,088	24,960,185
Debt principal deposits (net of interest earned on debt service accounts)	11,270,686	10,581,704	22,476,292	20,479,197
		Required Coverage Ratio	Actual Coverage Ratio	Actual Coverage Ratio
Senior Debt Service Coverage Ratio		120%	192%	209%
Total Debt Service Coverage Ratio		100%	108%	114%

**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
TOTAL ALL TURNPIKES**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 31,304,198	692,191,255	35,721,725
Three Axle Vehicles	751,870	11,781,699	445,758
Four Axle Vehicles	1,411,716	15,323,316	452,052
Five Axle Vehicles	15,653,503	104,521,006	2,228,746
Six Axles Vehicles	501,458	2,798,712	65,834
Total	\$ 49,622,745	826,615,988	38,914,115
Concession Revenue	347,678		
Total Revenue	\$ 49,970,423		
% Decrease from prior year quarte	-1.24%		

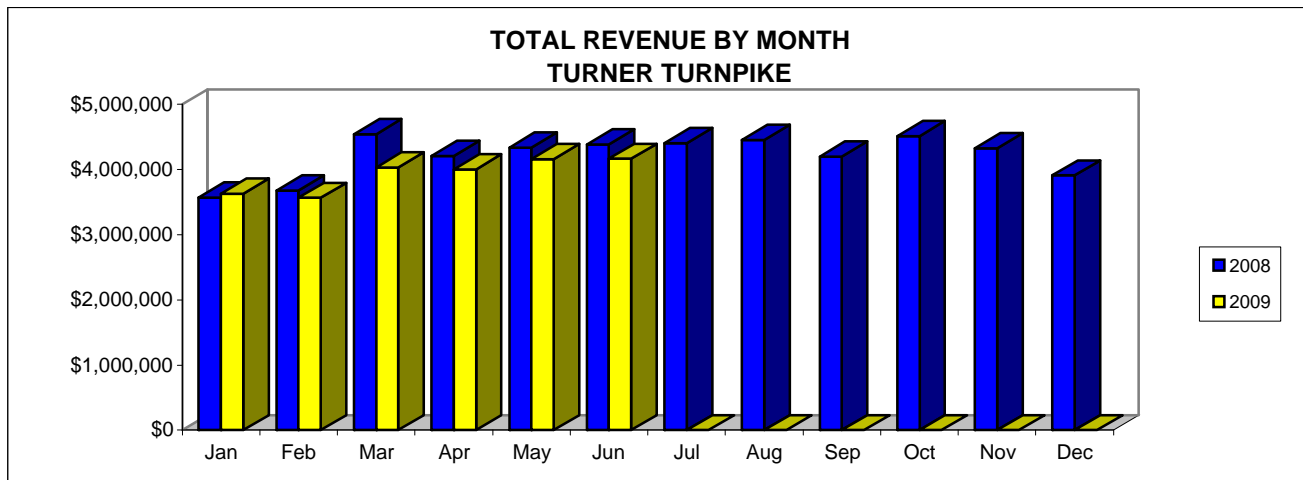
Quarter ended June 2008			
Two Axle Vehicles	\$ 29,378,257	646,162,279	33,497,977
Three Axle Vehicles	817,106	12,810,812	479,199
Four Axle Vehicles	1,397,748	15,208,916	449,319
Five Axle Vehicles	18,121,444	120,511,402	2,543,478
Six Axles Vehicles	539,793	3,015,134	71,766
Total	\$ 50,254,348	797,708,543	37,041,739
Concession Revenue	341,892		
Total Revenue	\$ 50,596,240		



**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
TURNER TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 6,352,918	180,625,667	3,575,125
Three Axle Vehicles	175,216	2,936,239	47,230
Four Axle Vehicles	392,955	4,346,171	63,830
Five Axle Vehicles	5,135,177	33,462,402	428,244
Six Axles Vehicles	169,400	961,228	12,445
Total	<u>\$ 12,225,666</u>	<u>222,331,707</u>	<u>4,126,874</u>
Concession Revenue	97,566		
Total Revenue	<u>\$ 12,323,232</u>		
% Decrease from prior year quarte	<u>-3.52%</u>		

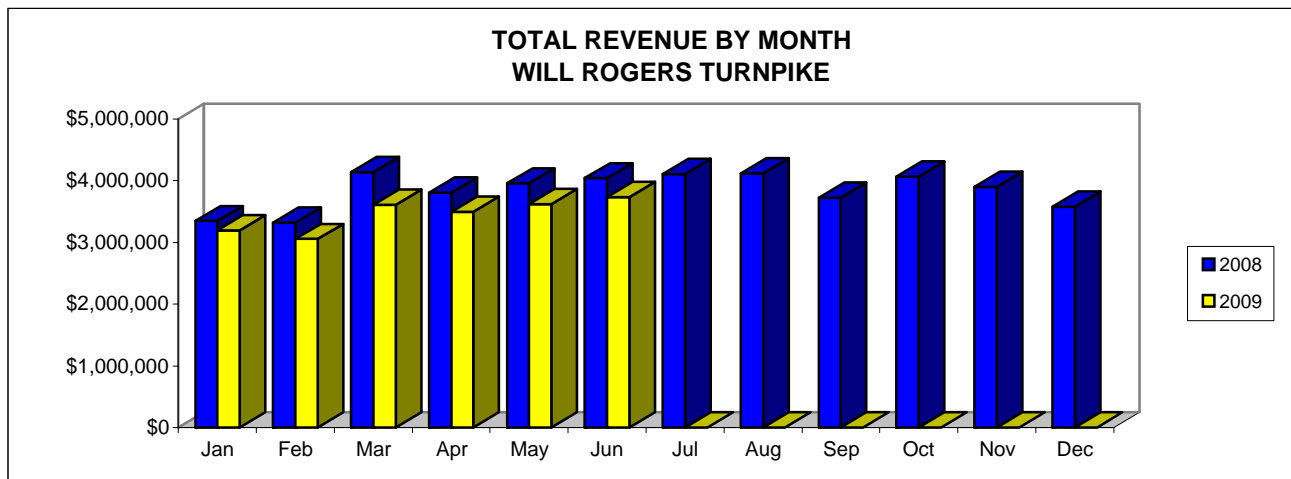
Quarter ended June 2008			
Two Axle Vehicles	\$ 5,939,519	168,661,385	3,378,954
Three Axle Vehicles	190,011	3,227,738	51,908
Four Axle Vehicles	386,892	4,350,241	63,324
Five Axle Vehicles	5,968,203	38,650,485	492,505
Six Axles Vehicles	190,019	1,072,940	13,931
Total	<u>\$ 12,674,644</u>	<u>215,962,789</u>	<u>4,000,622</u>
Concession Revenue	98,632		
Total Revenue	<u>\$ 12,773,276</u>		



**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
WILL ROGERS TURNPIKE**

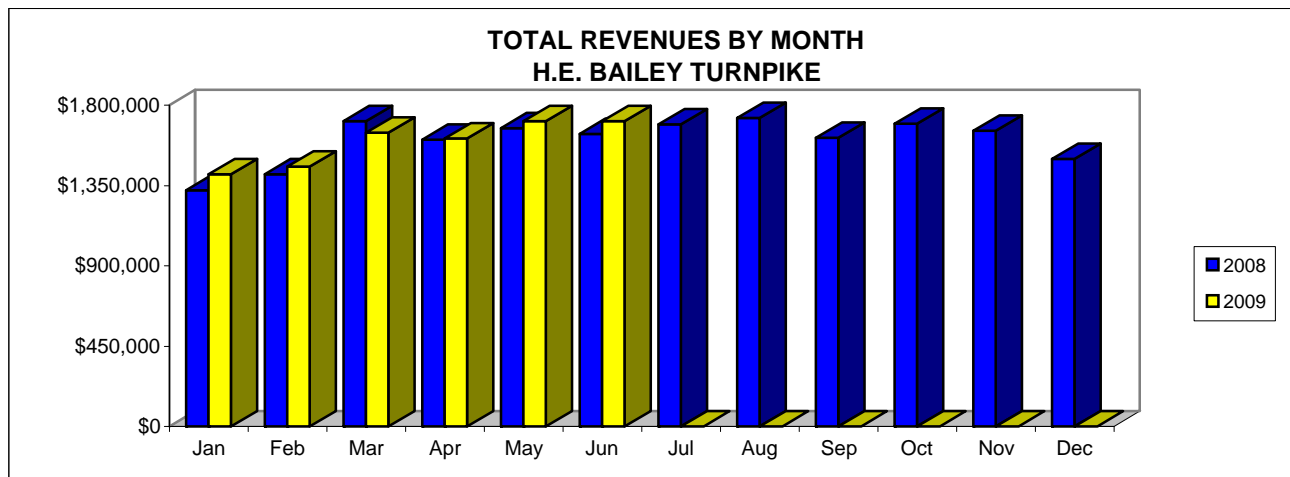
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 4,181,266	134,808,667	2,979,635
Three Axle Vehicles	168,622	2,956,302	52,995
Four Axle Vehicles	384,438	4,458,669	70,860
Five Axle Vehicles	5,908,945	41,879,648	593,388
Six Axles Vehicles	172,327	1,020,954	14,633
Total	<u>\$ 10,815,598</u>	<u>185,124,240</u>	<u>3,711,511</u>
Concession Revenue	18,602		
Total Revenue	<u>\$ 10,834,200</u>		
% Decrease from prior year quarte	<u>-6.31%</u>		

Quarter ended June 2008			
Two Axle Vehicles	\$ 3,941,526	128,092,753	2,831,326
Three Axle Vehicles	177,025	3,104,283	54,244
Four Axle Vehicles	381,247	4,408,842	69,067
Five Axle Vehicles	6,883,582	48,570,685	686,657
Six Axles Vehicles	163,300	993,395	13,560
Total	<u>\$ 11,546,680</u>	<u>185,169,958</u>	<u>3,654,854</u>
Concession Revenue	17,041		
Total Revenue	<u>\$ 11,563,721</u>		



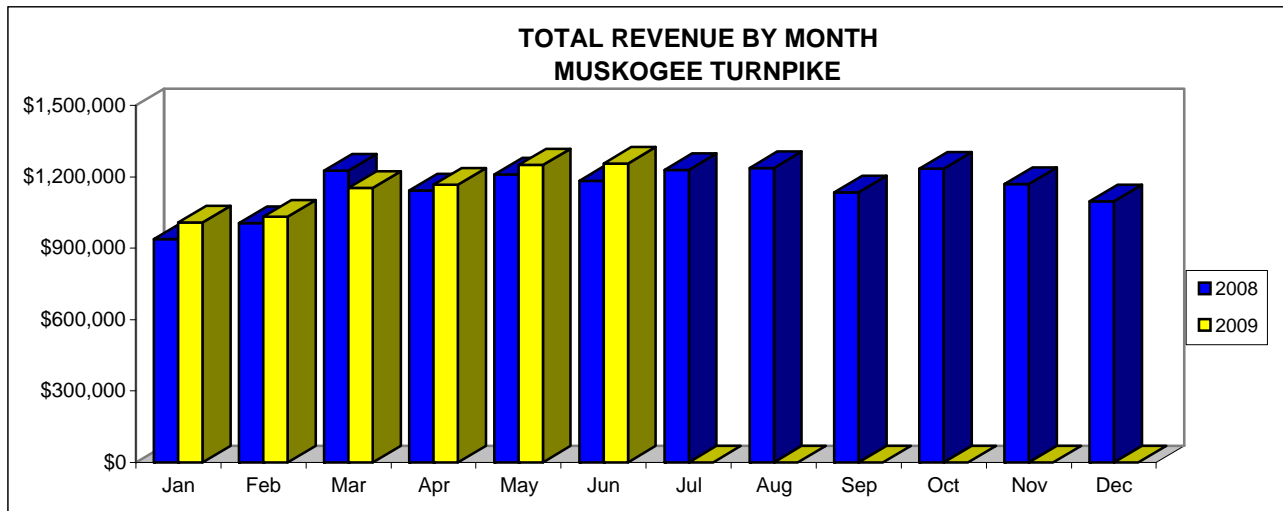
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
H. E. BAILEY TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 3,854,524	87,942,113	4,057,179
Three Axle Vehicles	81,580	1,337,983	56,311
Four Axle Vehicles	131,372	1,521,349	64,163
Five Axle Vehicles	872,439	6,452,546	248,387
Six Axles Vehicles	24,034	156,871	6,097
Total	\$ 4,963,949	97,410,862	4,432,137
Concession Revenue	77,093		
Total Revenue	\$ 5,041,042		
% Increase from prior year quarte	<u>3.03%</u>		
Quarter ended June 2008			
Two Axle Vehicles	\$ 3,534,983	80,406,050	3,714,756
Three Axle Vehicles	104,777	1,754,547	69,579
Four Axle Vehicles	129,231	1,485,123	63,034
Five Axle Vehicles	1,018,610	7,496,112	285,302
Six Axles Vehicles	34,229	220,623	8,467
Total	\$ 4,821,830	91,362,455	4,141,138
Concession Revenue	70,851		
Total Revenue	\$ 4,892,681		



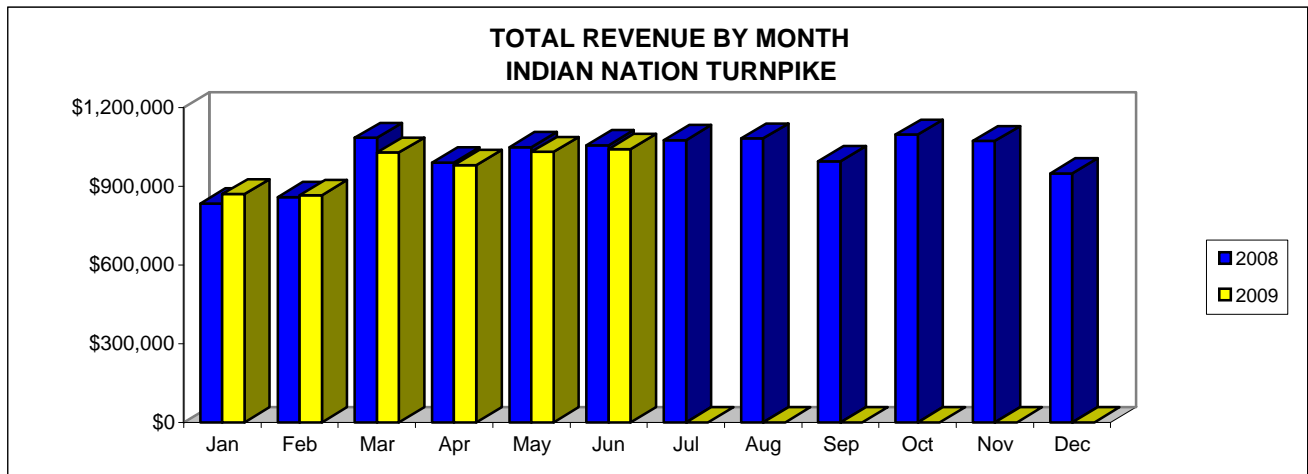
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
MUSKOGEE TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 2,704,956	62,544,393	2,523,074
Three Axle Vehicles	56,430	867,194	36,071
Four Axle Vehicles	91,376	1,034,536	43,304
Five Axle Vehicles	750,384	5,221,265	208,748
Six Axles Vehicles	23,810	149,685	6,151
Total	\$ 3,626,956	69,817,073	2,817,348
Concession Revenue	47,269		
Total Revenue	\$ 3,674,225		
% Increase from prior year quarte	<u>2.39%</u>		
Quarter ended June 2008			
Two Axle Vehicles	\$ 2,473,813	57,450,035	2,311,125
Three Axle Vehicles	59,094	894,964	38,139
Four Axle Vehicles	90,907	1,031,048	44,349
Five Axle Vehicles	892,712	6,185,294	249,843
Six Axles Vehicles	25,916	161,305	7,056
Total	\$ 3,542,442	65,722,646	2,650,512
Concession Revenue	46,103		
Total Revenue	\$ 3,588,545		



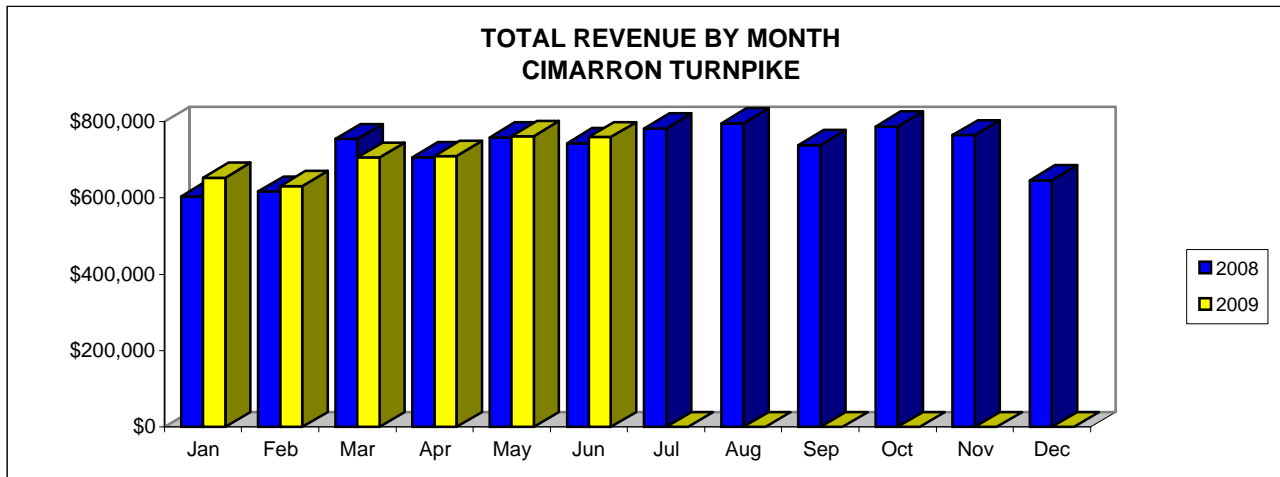
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
INDIAN NATION TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 1,714,040	42,076,789	1,315,269
Three Axle Vehicles	60,463	1,187,282	36,726
Four Axle Vehicles	142,054	1,679,502	53,652
Five Axle Vehicles	1,037,562	7,286,914	217,343
Six Axles Vehicles	33,156	195,719	6,004
Total	\$ 2,987,275	52,426,206	1,628,994
Concession Revenue	53,981		
Total Revenue	\$ 3,041,256		
% Decrease from prior year quarte	-3.38%		
Quarter ended June 2008			
Two Axle Vehicles	\$ 1,623,549	39,465,173	1,243,245
Three Axle Vehicles	60,842	1,182,688	37,164
Four Axle Vehicles	144,683	1,723,811	55,289
Five Axle Vehicles	1,218,789	8,489,818	255,648
Six Axles Vehicles	33,088	194,748	5,897
Total	\$ 3,080,951	51,056,238	1,597,243
Concession Revenue	66,786		
Total Revenue	\$ 3,147,737		



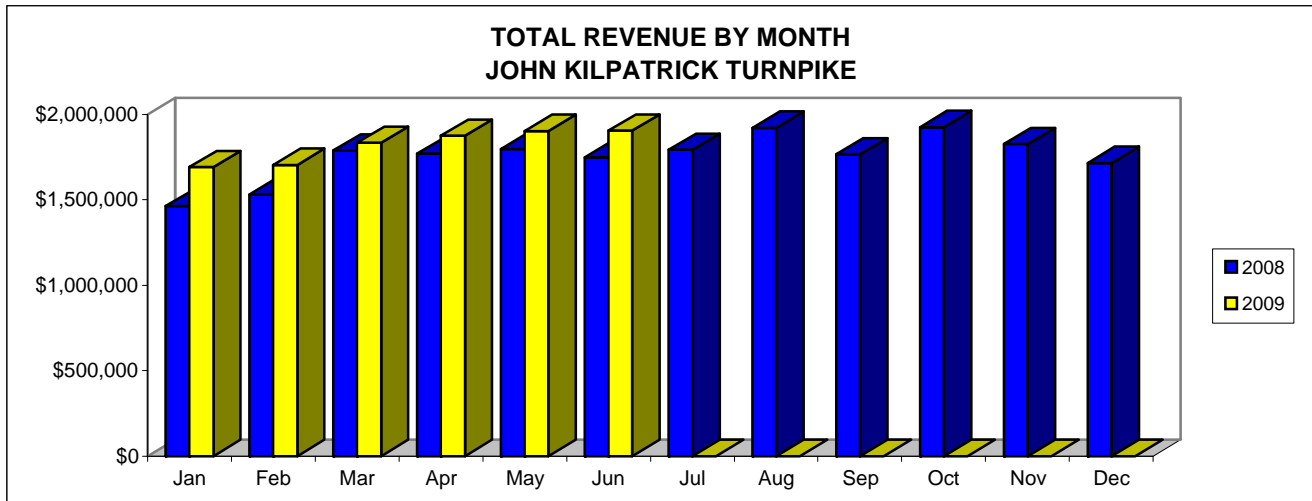
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CIMARRON TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 1,264,069	33,359,885	1,556,190
Three Axle Vehicles	38,736	701,477	29,310
Four Axle Vehicles	86,763	912,304	37,501
Five Axle Vehicles	788,327	4,868,426	182,540
Six Axles Vehicles	16,886	88,279	3,335
Total	\$ 2,194,781	39,930,371	1,808,876
Concession Revenue	38,167		
Total Revenue	\$ 2,232,948		
% Increase from prior year quarte	<u>1.84%</u>		
Quarter ended June 2008			
Two Axle Vehicles	\$ 1,164,110	30,129,871	1,412,195
Three Axle Vehicles	39,591	701,473	29,384
Four Axle Vehicles	80,357	829,878	34,524
Five Axle Vehicles	858,260	5,230,257	198,881
Six Axles Vehicles	22,845	116,150	4,467
Total	\$ 2,165,163	37,007,629	1,679,451
Concession Revenue	27,479		
Total Revenue	\$ 2,192,642		



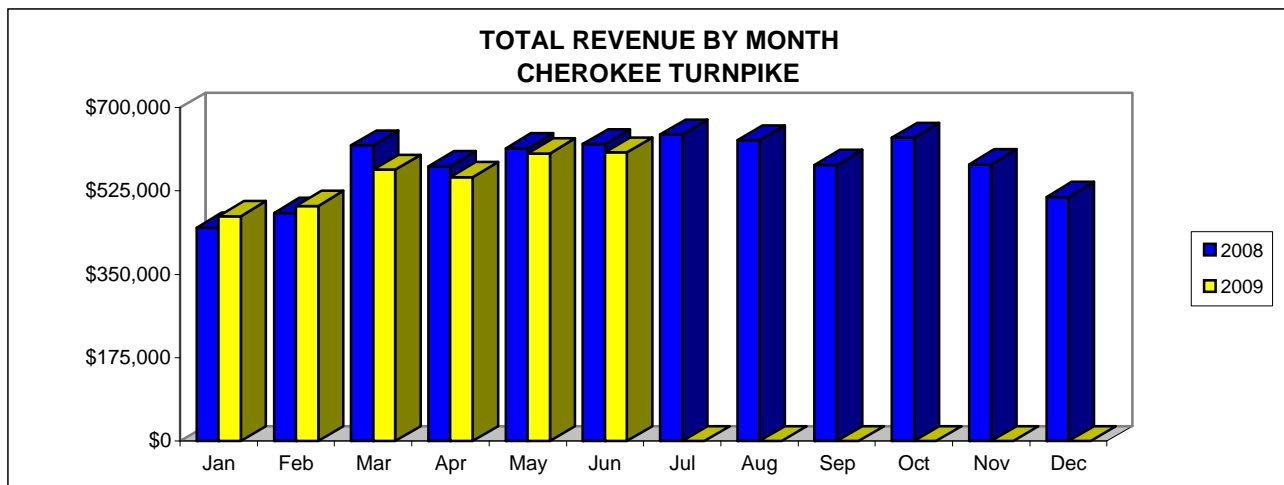
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
JOHN KILPATRICK TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended June 2009			
Two Axle Vehicles	\$ 5,178,759	63,293,694	9,069,306
Three Axle Vehicles	61,686	562,923	72,970
Four Axle Vehicles	71,349	479,186	50,375
Five Axle Vehicles	329,535	1,329,636	101,588
Six Axles Vehicles	37,890	128,871	9,723
Total	\$ 5,679,219	65,794,310	9,303,962
Concession Revenue	0		
Total Revenue	\$ 5,679,219		
% Increase from prior year quarte	<u>3.27%</u>		
Quarter ended June 2008			
Two Axle Vehicles	\$ 4,924,374	59,713,823	8,585,600
Three Axle Vehicles	73,045	652,999	88,115
Four Axle Vehicles	74,299	487,995	52,989
Five Axle Vehicles	382,259	1,544,765	110,045
Six Axles Vehicles	45,342	156,591	11,088
Total	\$ 5,499,319	62,556,173	8,847,837
Concession Revenue	0		
Total Revenue	\$ 5,499,319		



**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CHEROKEE TURNPIKE**

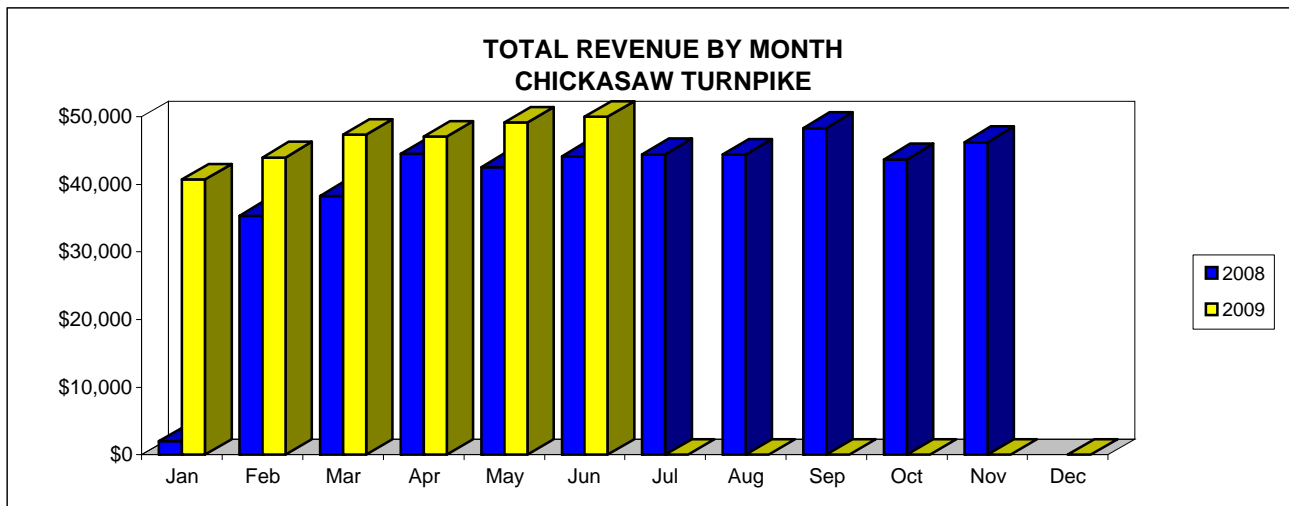
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 1,172,458	20,022,706	952,803
Three Axle Vehicles	31,730	355,965	16,022
Four Axle Vehicles	49,688	387,746	13,747
Five Axle Vehicles	486,465	2,306,638	78,211
Six Axles Vehicles	8,327	33,919	1,319
Total	\$ 1,748,668	23,106,974	1,062,102
Concession Revenue	15,000		
Total Revenue	\$ 1,763,668		
% Increase from prior year quarte	<u>1.54%</u>		
Quarter ended June 2008			
Two Axle Vehicles	\$ 1,101,081	18,585,567	898,375
Three Axle Vehicles	34,635	390,114	17,791
Four Axle Vehicles	49,547	387,868	13,814
Five Axle Vehicles	528,524	2,497,259	84,818
Six Axles Vehicles	8,151	30,253	1,124
Total	\$ 1,721,938	21,891,061	1,015,922
Concession Revenue	15,000		
Total Revenue	\$ 1,736,938		



**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CHICKASAW TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 102,220	3,528,316	206,455
Three Axle Vehicles	9,928	218,428	12,781
Four Axle Vehicles	4,474	58,636	3,431
Five Axle Vehicles	29,333	299,570	17,529
Six Axles Vehicles	841	8,305	486
Total	\$ 146,796	4,113,255	240,682
Concession Revenue	0		
Total Revenue	\$ 146,796		
% Increase from prior year quarte	<u>4.22%</u>		

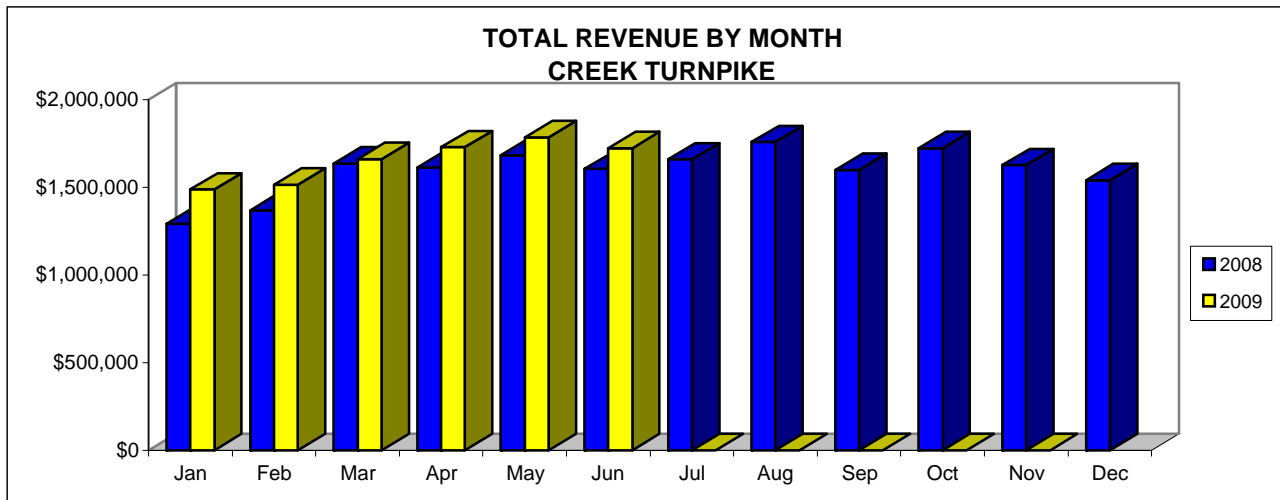
Quarter ended June 2008			
Two Axle Vehicles	\$ 90,820	3,173,716	185,706
Three Axle Vehicles	11,894	259,666	15,194
Four Axle Vehicles	5,212	66,224	3,875
Five Axle Vehicles	32,281	328,145	19,201
Six Axles Vehicles	643	6,357	372
Total	\$ 140,850	3,834,108	224,348
Concession Revenue	0		
Total Revenue	\$ 140,850		



**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CREEK TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2009			
Two Axle Vehicles	\$ 4,778,988	63,989,025	9,486,689
Three Axle Vehicles	67,479	657,906	85,342
Four Axle Vehicles	57,247	445,217	51,189
Five Axle Vehicles	315,336	1,413,961	152,768
Six Axles Vehicles	14,787	54,881	5,641
Total	\$ 5,233,837	66,560,990	9,781,629
Concession Revenue	0		
Total Revenue	\$ 5,233,837		
% Increase from prior year quarte	<u>3.42%</u>		

Quarter ended June 2008			
Two Axle Vehicles	\$ 4,584,482	60,483,906	8,936,695
Three Axle Vehicles	66,192	642,340	77,681
Four Axle Vehicles	55,373	437,886	49,054
Five Axle Vehicles	338,224	1,518,582	160,578
Six Axles Vehicles	16,260	62,772	5,804
Total	\$ 5,060,531	63,145,486	9,229,812
Concession Revenue	0		
Total Revenue	\$ 5,060,531		



**Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2009**

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Unrestricted:					
General Fund:					
Cavanal Hill U.S. Treasury	-	%	6/30/2009	Demand \$	2,621,046 \$
Invesco AIM TST Prem-Inst	0.400		6/30/2009	Demand	3,142,000
Invesco AIM Govt & Agency	0.100		6/30/2009	Demand	6,547,461
FHLB	5.020		5/3/2007	5/3/2012	2,565,000
FHLB	5.050		5/7/2007	5/7/2012	2,435,000
FHLB	5.125		5/25/2007	5/25/2012	5,000,000
FHLB	4.500		8/6/2008	8/6/2012	4,990,950
FHLB	4.300		9/4/2008	9/4/2012	3,992,800
FHLB	4.700		5/14/2008	5/14/2015	500,000
FHLB	5.200		8/20/2008	8/20/2015	3,000,000
U.S. Treasury Notes	3.625		8/19/2008	7/15/2009	3,041,484
U.S. Treasury Notes	4.625		Various	11/15/2009	14,994,531
U.S. Treasury Notes	2.125		2/12/2009	1/31/2010	5,071,875
U.S. Treasury Notes	4.750		Various	2/15/2010	12,033,789
U.S. Treasury Notes	2.000		2/12/2009	9/30/2010	5,103,711
U.S. Treasury Notes	5.000		6/11/2007	2/15/2011	2,999,297
U.S. Treasury Notes	4.125		7/28/2008	8/31/2012	3,100,664
U.S. Treasury Notes	3.875		7/10/2008	10/31/2012	2,899,859
U.S. Treasury SLGS	0.000		11/30/1990	2/21/2021	27,300
				84,066,767	85,522,596
Revenue Fund:					
Invesco AIM TST Prem-Inst	0.400		6/30/2009	Demand	2,578,500
Invesco AIM Govt & Agency	0.100		12/31/2008	Demand	12,421,662
				15,000,162	15,000,162
Total unrestricted cash equivalents & investments				\$	99,066,929 \$
					100,522,758

Report to Bondholders-Quarter ending June 30, 2009 - Page 16

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2009

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Restricted:					
Reserve Maintenance Fund:					
Invesco AIM Govt & Agency	0.100	6/30/2009	Demand	2,866,449	2,866,449
U.S. Treasury Notes	2.125	2/12/2009	1/31/2010	3,043,125	3,030,825
U.S. Treasury Notes	2.000	2/12/2009	9/30/2010	3,062,227	3,052,620
				<u>8,971,801</u>	<u>8,949,894</u>
Revenue Reserve Accounts:					
JP Morgan Chase Repo	5.991	5/23/2002	1/1/2022	50,936,450	50,936,450
				<u>50,936,450</u>	<u>50,936,450</u>
2002 A&B Bond Service Accounts:					
Cavanal Hill U.S. Treasury	-	6/30/2009	Demand	10,375,649	10,375,649
U.S. Treasury Bills	-	Various	12/17/2009	12,290,381	12,293,585
				<u>22,666,030</u>	<u>22,669,234</u>
2006 Fixed Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	-	6/30/2009	Demand	1,980,505	1,980,505
U.S. Treasury Bills	-	Various	12/17/2009	10,160,148	10,179,708
				<u>12,140,653</u>	<u>12,160,213</u>
2006 Variable Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	-	6/30/2009	Demand	1,706,964	1,706,964
				<u>1,706,964</u>	<u>1,706,964</u>
2007 Bond Service Accounts:					
Cavanal Hill U.S. Treasury	-	6/30/2009	Demand	938,656	938,656
U.S. Treasury Bills	-	Various	12/17/2009	89,784	89,865
				<u>1,028,440</u>	<u>1,028,521</u>
Turnpike Trust Fund:					
Cavanal Hill U.S. Treasury	-	6/30/2009	Demand	19,051,094	19,051,094
U.S. Treasury Notes	3.625	8/19/2008	7/15/2009	3,041,719	3,004,695
U.S. Treasury Notes	2.125	2/12/2009	1/30/2010	1,014,375	1,010,275
U.S. Treasury Notes	3.500	8/13/2008	2/15/2010	6,127,813	6,116,730
U.S. Treasury Notes	4.750	2/16/2007	2/15/2010	5,509,570	5,649,958
U.S. Treasury Notes	5.000	Various	2/15/2011	2,518,656	2,666,800
U.S. Treasury Notes	4.500	8/13/2008	2/28/2011	3,139,922	3,181,290
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	2,067,109	2,148,750
				<u>42,470,258</u>	<u>42,829,592</u>

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2009

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Prepaid PIKEPASS Fund:					
BOK Short-Term Cash Fund I	0.300 %	6/30/2009	Demand	\$ 5,146,399	\$ 5,146,399
FHLB	4.500	8/6/2008	8/6/2012	499,095	501,875
FHLB	4.700	5/14/2008	5/14/2015	500,000	513,673
FHLB	5.200	8/20/2008	8/20/2015	500,000	520,625
FHLB	3.800	5/20/2009	5/20/2016	500,000	496,643
FNMA	3.000	5/21/2009	11/21/2016	500,000	496,408
U.S. Treasury Notes	5.750	Various	8/15/2010	518,936	528,945
U.S. Treasury Notes	4.875	2/10/2006	2/15/2012	1,009,248	1,090,940
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	775,165	805,781
Vanguard 500 Index Trust (open-end mutual fund)	-	Various	Demand	4,016,421	2,978,646
Ishares Morgan Stanley Capitol International					
Europe Asia Far East Index (closed-end equity fund)	-	10/22/2007	Demand	559,810	481,005
Ishares RSSL MIDCAP Index	-	Various	Demand	193,463	114,643
Ishares Russell 2000 Index (closed-end equity fund)	-	10/22/2007	Demand	181,357	153,240
Ishares S&P MIDCAP 4000	-	Various	Demand	270,420	173,370
Ishares S&P Smallcap 600 (closed-end equity fund)	-	Various	Demand	288,310	244,365
S&P 500 Depository Receipts (closed-end equity fund)	-	4/13/2009	4/10/2010	1,674,804	1,287,300
Meridian Bank TX CD	2.000	4/13/2009	4/10/2010	99,000	99,000
Bank of Elmoood WI CD	2.000	2/11/2009	10/12/2009	100,000	100,000
Community First BT TN CD	2.100	2/11/2009	2/11/2010	99,000	99,000
Kansas State Bank KS CD	2.150	2/11/2009	2/11/2010	99,000	99,000
Amcore Bank IL CD	2.400	2/11/2009	2/11/2010	99,000	99,000
Desoto County Bank MS CD	2.200	2/11/2009	2/11/2010	99,000	99,000
Texas Star Bank TX CD	2.000	2/11/2009	11/11/2009	99,000	99,000
Eurobank PR CD	1.850	2/11/2009	8/11/2009	99,000	99,000
Cathay Bank CA CD	1.500	5/12/2009	11/12/2009	99,000	99,000
Advanta Bank UT CD	2.200	2/12/2009	2/12/2010	99,000	99,000
				<u>18,124,428</u>	<u>16,524,858</u>
Total restricted cash equivalents & investments				<u>158,045,024</u>	<u>156,805,726</u>
Cash balance (unrestricted & restricted)				-	3,539,621
Total Cash, Cash Equivalents and Investments				<u>\$ 257,111,953</u>	<u>\$ 260,868,105</u>

**OKLAHOMA TURNPIKE AUTHORITY
SCHEDULE OF BONDS ISSUED, RETIRED, DEFEASED AND OUTSTANDING
AS OF JUNE, 30, 2009**

	Date of Issuance	Amount of Issuance	Range of Maturities	Range of Interest Rates	Quarter Beginning Balance Outstanding	Additional Issues	Retired or Defeased	Quarter Ending Balance Outstanding
Refunding 2nd Senior Revenue Bonds - Series 2002A	5/23/02	314,065,000	1/1/07 to 1/1/22	4.00% to 5.50%	216,290,000	-	-	216,290,000
Refunding 2nd Senior Revenue Bonds - Series 2002B	5/23/02	255,575,000	1/1/07 to 1/1/22	4.00% to 5.375%	182,235,000	-	-	182,235,000
Refunding 2nd Senior Revenue Bonds - Series 2006A	8/24/06	104,790,000	1/1/10 to 1/1/14	3.50% to 4.00%	104,790,000	-	-	104,790,000
Refunding 2nd Senior Revenue Bonds - Series 2006B	8/24/06	106,160,000	1/1/15 to 1/1/28	*	106,160,000	-	-	106,160,000
Refunding 2nd Senior Revenue Bonds - Series 2006C	8/24/06	106,160,000	1/1/15 to 1/1/28	*	106,160,000	-	-	106,160,000
Refunding 2nd Senior Revenue Bonds - Series 2006D	8/24/06	106,160,000	1/1/15 to 1/1/28	*	106,160,000	-	-	106,160,000
Refunding 2nd Senior Revenue Bonds - Series 2006E	8/24/06	106,160,000	1/1/15 to 1/1/28	*	106,160,000	-	-	106,160,000
Refunding 2nd Senior Revenue Bonds - Series 2006F	8/24/06	106,160,000	1/1/15 to 1/1/28	*	106,160,000	-	-	106,160,000
Refunding 2nd Senior Revenue Bonds - Series 2007A	6/6/07	45,680,000	1/1/09 to 1/1/22	4.00% to 4.25%	45,505,000	-	-	45,505,000
Totals					\$1,079,620,000	\$ -	\$ -	\$1,079,620,000

**OKLAHOMA TURNPIKE AUTHORITY
PROCEEDS FROM SALE OF SURPLUS PROPERTY
FOR THE QUARTER ENDED JUNE 30, 2009**

	DATE	DESCRIPTION	PROCEEDS
2ND QTR	06/30/09	Disposal of Surplus Property	\$179,786
		Total	\$179,786

* The Series 2006B-F Bonds are variable rate bonds. The Series 2006C & D bear interest at a rate reset on a weekly basis, and the Series 2006B, E & F bear interest at a rate reset on a daily basis.