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Member Ex-Officio

Douglas F. Riebel,

Chairman

Mike Leonard,

Vice-Chairman

C. Kendric Fergeson,

Secretary & Treasurer

Clark Brewster,

Member

David Burrage,

Member

Hal Ellis,

Member

Gary Ridley,

Secretary of Transportation



**Oklahoma Turnpike Authority
Report to Bondholders
Second Quarter 2010**

**Gary Ridley, Director and
Secretary of Transportation**



3500 Martin Luther King Ave. • P.O. Box 11357 • Oklahoma City, OK 73136-0357 • 405/425-3600 • Fax: 405/427-8246 • www.pikepass.com

Dear Oklahoma Turnpike Authority Bondholders:

The second quarter results reflect hopeful signs that the national economy may be continuing to rebound with heavy truck traffic growing for the fourth consecutive month. For the quarter, heavy truck traffic continued the upward trend of 7.2% when compared to the same time last year. Despite this, heavy truck traffic remains below 2006 levels. Overall, total toll transactions for the System resulted in a 4.3% increase when compared to the second quarter of 2009. Transaction growth rates in the second quarter grew 7.7% and 6.7% on the Will Rogers and Creek Turnpikes when compared to the second quarter last year. Relatively low fuel prices also positively impacted second quarter revenue. Total traffic for Memorial Day weekend 2010 increased by an encouraging 4.6% over Memorial Day weekend last year. Lake traffic involving towed boats and trailers showed the most significant growth for that same period. Net toll revenues for the second quarter were just over \$59.1 million, an increase of approximately \$9.5 million when compared to the same period last year. This is the direct result of the toll increase that became effective August 4, 2009, for both passenger and commercial traffic. Year-to-date toll revenues as of June 30, 2010, totaled just over \$110.3 million, surpassing budgeted projections by 2.9%.

Year-to-date revenue fund operating expenses for the second quarter of 2010 reported just under \$32.8 million, operating at 2.5% under the annualized operating budget. 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 28%.

Chart 1: Three-Year Comparison of Toll Revenues

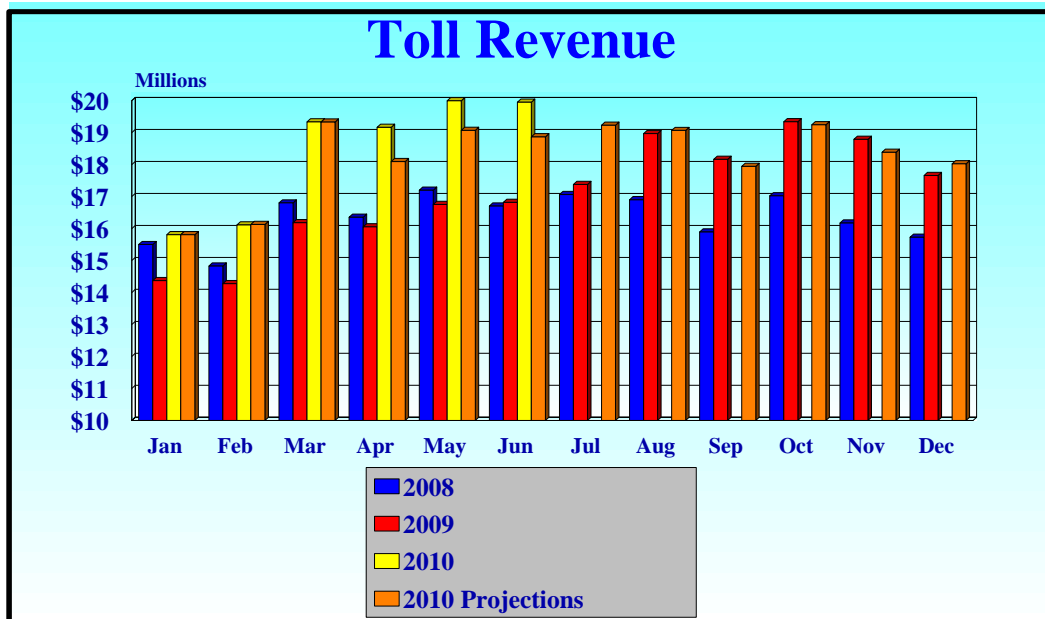


Chart 2: 2010 Operating Expenses – Budget vs. Actual Revenue Fund Only (cumulative)

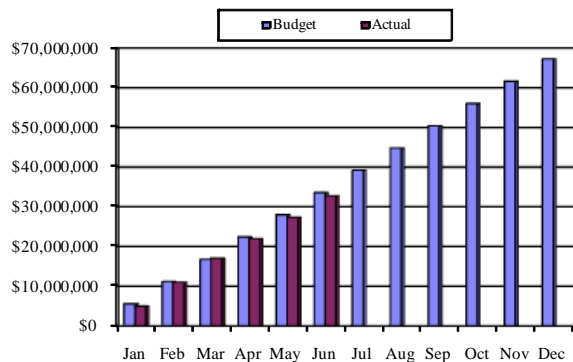
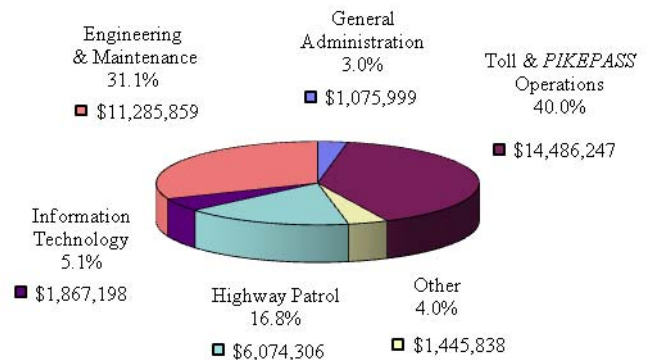


Chart 3: Operating Expenses by Division-All Funds For the Six Months Ended June 30, 2010



Second Quarter Highlights:

- During the second quarter, the Engineering Division had two construction projects nearing completion and nine to begin construction in July. Preconstruction activities included ten active consultant contracts, three capacity studies under contract and negotiations for a feasibility study related to the Tulsa Gilcrease Expressway. Staggered construction projects on the Turner Turnpike will be upcoming and will possibly include night work. Construction is continuing on the complimentary ramps at May Avenue on the John Kilpatrick Turnpike. On the Will Rogers Turnpike, design is progressing on the Vinita “Glass House” customer service plaza. Progress also continues on the reconstruction of various customer service plazas and related projects on the Muskogee, H.E. Bailey and Will Rogers Turnpikes. New pavement markings and signals have been installed at the Peoria/Elm Avenue west bound exit from the Creek Turnpike.
- Encompass 6 (E6) *PIKEPASS* readers continued to be installed throughout the Turnpike System during the second quarter, with full installation to be completed in July. The E6 reader is a multi-protocol reader which can read the current *PIKEPASS* tags and allow for the use of new sticker tag technology.
- The Information Technology Division (IT) continues to work with the *PIKEPASS* Customer Service, Toll Operating and Controller Divisions to plan for the implementation of the new *PIKEPASS* sticker tags. Several changes to in-house software and hardware systems are necessary in order to achieve sticker tag compatibility. With a phased approach to sticker tag implementation, IT designed and created the needed technology phases for all of the incorporated systems that needed modification. During the second quarter of 2010, IT completed the alpha phase of the sticker tag project implementation and began work on the beta phase.
- During the second quarter of 2010, the OTA’s Maintenance Division, supplementing labor through supervised inmates and contractors, completed various System repairs. With combined efforts, approximately 777,000 linear feet of joints and cracks were sealed and drainage repairs of approximately 11,000 square yards were completed. In addition, the Maintenance Division performed brush and weed control and maintained approximately 12,000 acres of vegetation management.
- During April, the Controller Division staff finalized the preparation of the 2009 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 2009 CAFR in-house, providing a significant cost savings to OTA. This 2009 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. During June, the Controller Division management staff attended the annual conference of the Government Finance Officers Association of the United States and Canada (GFOA). The GFOA

conference offers the most current education and information on the latest issues and financial reporting requirements affecting state and local governments.

- As of June 30, 2010, the total number of active *PIKEPASS* tags increased to 999,540 or 6.5% over the number of active *PIKEPASS* tags at June 30, 2009; total active *PIKEPASS* accounts totaled 530,473 at June 30, 2010, an increase of 5.7% when compared to the prior year. *PIKEPASS* patrons continued to take advantage of the *PIKEPASS* volume discount program with over \$935,000 in discounts issued to frequent patrons of the System during the second quarter of 2010.
- The OHP troopers continued their efforts to achieve safe patron travel through several enforcement programs. In the second quarter of 2010, OHP troopers made over 34,000 violator contacts and assisted over 3,000 motorists.

Respectfully,

Douglas F. Riebel
Chairman of the Authority

Gary Ridley
Director and Secretary of Transportation

OKLAHOMA TURNPIKE AUTHORITY
TABLE OF CONTENTS
June 30, 2010

Schedule	Page
Statements of Net Assets	1
Schedule of Deposits and Withdrawals	2
Statements of Revenues, Expenses and Changes in Net Assets	3
Statement of Revenues - Total All Turnpikes	4
Statement of Revenues - Turner Turnpike	5
Statement of Revenues - Will Rogers Turnpike	6
Statement of Revenues - H. E. Bailey Turnpike	7
Statement of Revenues - Muskogee Turnpike	8
Statement of Revenues - Indian Nation Turnpike	9
Statement of Revenues - Cimarron Turnpike	10
Statement of Revenues - John Kilpatrick Turnpike	11
Statement of Revenues - Cherokee Turnpike	12
Statement of Revenues - Chickasaw Turnpike	13
Statement of Revenues - Creek Turnpike	14
Schedule of Cash, Cash Equivalents and Investments	15
Schedule of Bonds Issued, Retired, Defeased and Outstanding	18
Schedule of Sales of Surplus Property	18

Prepared by the Controller Division

PRELIMINARY AND UNAUDITED

Oklahoma Turnpike Authority
Statements of Net Assets
June 30, 2010 and 2009

	2010	2009
Assets		
Current assets:		
Cash and cash equivalents-unrestricted	\$ 61,958,324	\$ 27,381,211
Investments-unrestricted	45,122,089	73,212,089
Cash and cash equivalents - restricted	28,933,235	26,483,701
Investments-restricted	60,416,378	40,025,062
Accounts receivable	2,280,040	4,285,793
Accrued interest receivable-unrestricted	326,052	803,329
Accrued interest receivable-restricted	376,188	460,857
Materials inventory	2,115,522	1,834,360
Prepaid expenses	43,466	37,525
Total current assets	201,571,294	174,523,927
Noncurrent assets:		
Cash and cash equivalents - restricted	50,815,317	19,051,094
Investments-restricted	86,179,590	74,714,948
Total noncurrent cash, cash equivalents and investments	136,994,907	93,766,042
Capital assets:		
Depreciable, net	938,330,520	935,207,641
Land	162,814,229	162,642,274
Construction work in progress	18,043,299	68,814,255
Net capital assets	1,119,188,048	1,166,664,170
Revenue bond issuance costs (net of accumulated amortization of \$3,039,696 and \$2,590,098 in 2010 and 2009, respectively)	4,611,612	5,061,210
Total noncurrent assets	1,260,794,567	1,265,491,422
Total assets	1,462,365,861	1,440,015,349
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	12,828,589	8,161,398
Payable from restricted assets :		
Accounts payable and accrued expenses payable	12,231	5,676
Accrued interest payable	15,533,472	17,319,235
Deferred revenue	22,055,662	21,545,689
Arbitrage rebate payable to U.S. Treasury	2,115,528	1,434,001
Current portion of revenue bonds payable	83,644,991	45,095,000
Total current liabilities	136,190,473	93,560,999
Noncurrent liabilities:		
Accounts payable and accrued expenses	1,546,254	1,490,855
Long-term debt:		
Revenue bonds, net of unamortized net premiums of \$9,851,459 and \$10,717,898 in 2010 and 2009, respectively, and of unamortized net deferred debit on refundings of \$36,449,006 and \$39,057,528 in 2010 and 2009, respectively	959,282,462	1,006,185,370
Payable to Department of Transportation	51,349,363	50,734,666
Total noncurrent liabilities	1,012,178,079	1,058,410,891
Total liabilities	1,148,368,552	1,151,971,890
Net Assets		
Invested in capital assets, net of related debt	103,429,221	107,478,725
Restricted for debt service	81,523,841	71,536,939
Restricted for reserve maintenance	29,877,075	9,035,056
Restricted for other purposes	-	-
Unrestricted	99,167,172	99,992,739
Total net assets	\$ 313,997,309	\$ 288,043,459

**Oklahoma Turnpike Authority
Schedule of Deposits and Withdrawals
For the Quarter Ending June 30, 2010**

Account	Beginning Book Balance	Receipts or Deposits	Withdrawals or Payments	Ending Book Balance
2002 Debt service accounts	11,334,278	91,233,539	79,897,762	22,670,055
2006 Fixed rate debt service accounts	6,474,931	33,713,697	27,234,375	12,954,253
2006 Variable rate debt service accounts	1,706,964	15,205,215	15,205,215	1,706,964
2007 Debt service accounts	511,056	6,371,058	5,860,001	1,022,113
Revenue Bond reserve account	93,410,093	80,681,670	80,614,845	93,476,918
Revenue fund	17,557,243	107,342,719	103,838,378	21,061,584
Reserve maintenance fund	24,621,647	54,156,888	48,951,075	29,827,460
General fund	86,310,763	153,103,904	153,395,838	86,018,829
Motor fuel tax trust fund	43,325,673	18,571,304	18,378,988	43,517,989
PIKEPASS account	20,494,277	44,962,517	44,288,026	21,168,768
Total	<u>\$ 305,746,925</u>			<u>\$ 333,424,933</u>
				Cash & Cash Equivalents-unrestricted 61,958,324
				Investments-unrestricted 45,122,089
				Cash & Cash Equivalents-restricted 79,748,553
				Investments-restricted 146,595,967
			Total	<u>\$ 333,424,933</u>

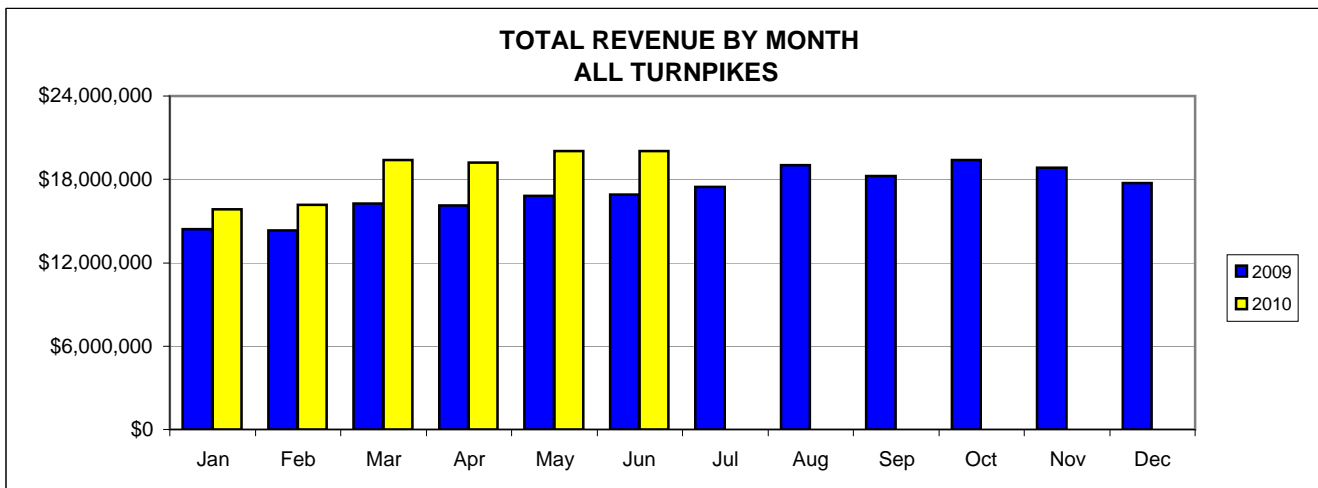
Oklahoma Turnpike Authority
Statements of Revenues, Expenses and Changes in Net Assets
For the Quarters Ended and Year to Date June 30, 2010 and 2009

	2010 Current Quarter	2009 Current Quarter	2010 Year to Date	2009 Year to Date
Operating revenues:				
Tolls	\$ 59,111,387	\$ 49,622,745	\$ 110,367,194	\$ 94,456,822
Concessions	420,714	347,678	733,917	636,157
Total operating revenues	59,532,101	49,970,423	111,101,111	95,092,979
Operating expenses:				
Toll Operations	4,495,963	4,535,487	9,067,926	9,128,068
Turnpike Maintenance	4,675,994	4,198,736	10,173,322	8,975,529
Engineering	667,398	1,431,782	1,112,537	2,398,782
Highway Patrol	3,103,617	3,141,770	6,074,306	6,282,779
PIKEPASS Customer Service	2,699,947	2,333,481	5,418,321	4,146,442
General Administration	520,301	544,657	1,075,999	1,107,742
Information Technology	925,894	932,582	1,867,198	2,052,524
Controller	219,223	234,940	412,679	427,902
Finance and Revenue	94,754	499,627	308,689	754,096
Executive	398,929	330,308	724,470	714,497
Authority	-	-	-	-
Total operating expenses before depreciation and amortization	17,802,020	18,183,370	36,235,447	35,988,361
Operating income before depreciation and amortization	41,730,081	31,787,053	74,865,664	59,104,618
Depreciation and amortization	(19,913,391)	(19,270,288)	(39,788,803)	(38,363,599)
Operating income	21,816,690	12,516,765	35,076,861	20,741,019
Non-operating revenues (expenses):				
Interest earned on investments	1,174,092	1,530,360	2,351,249	3,259,596
Net increase (decrease) in fair value of investments	(322,302)	(206,275)	(13,376)	(2,060,868)
Interest expense on revenue bonds outstanding	(13,323,143)	(14,171,925)	(26,812,596)	(28,509,863)
Other	897,306	1,399,995	2,131,025	2,202,520
Net non-operating expenses	(11,574,047)	(11,447,845)	(22,343,698)	(25,108,615)
Change in net assets	10,242,643	1,068,920	12,733,163	(4,367,596)
Total net assets, beginning of the quarter	303,754,666	286,974,539	301,264,146	292,411,055
Total net assets, end of the quarter	\$ 313,997,309	\$ 288,043,459	\$ 313,997,309	\$ 288,043,459
Other relevant data:				
Motor fuel tax received	\$ 10,164,018	\$ 9,870,298	\$ 19,961,906	\$ 19,722,287
Reserve maintenance deposits made	9,140,363	6,985,598	15,437,250	11,984,629
Debt interest deposits (net of interest earned on debt service accounts)	12,903,762	14,342,083	25,833,165	27,451,088
Debt principal deposits (net of interest earned on debt service accounts)	12,161,189	11,270,686	24,247,703	22,476,292
		Required Coverage Ratio	Actual Coverage Ratio	Actual Coverage Ratio
Senior Debt Service Coverage Ratio		120%	214%	192%
Total Debt Service Coverage Ratio		100%	126%	108%

**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 2010			
Two Axle Vehicles	\$ 36,921,199	726,182,721	37,203,010
Three Axle Vehicles	908,339	12,603,400	459,332
Four Axle Vehicles	1,629,883	15,553,375	459,213
Five Axle Vehicles	19,119,782	111,013,670	2,393,878
Six Axles Vehicles	532,184	2,650,910	65,712
Total	\$ 59,111,387	868,004,076	40,581,145
Concession Revenue	420,714		
Total Revenue	\$ 59,532,101		
% Increase from prior year quarte	<u>19.13%</u>		

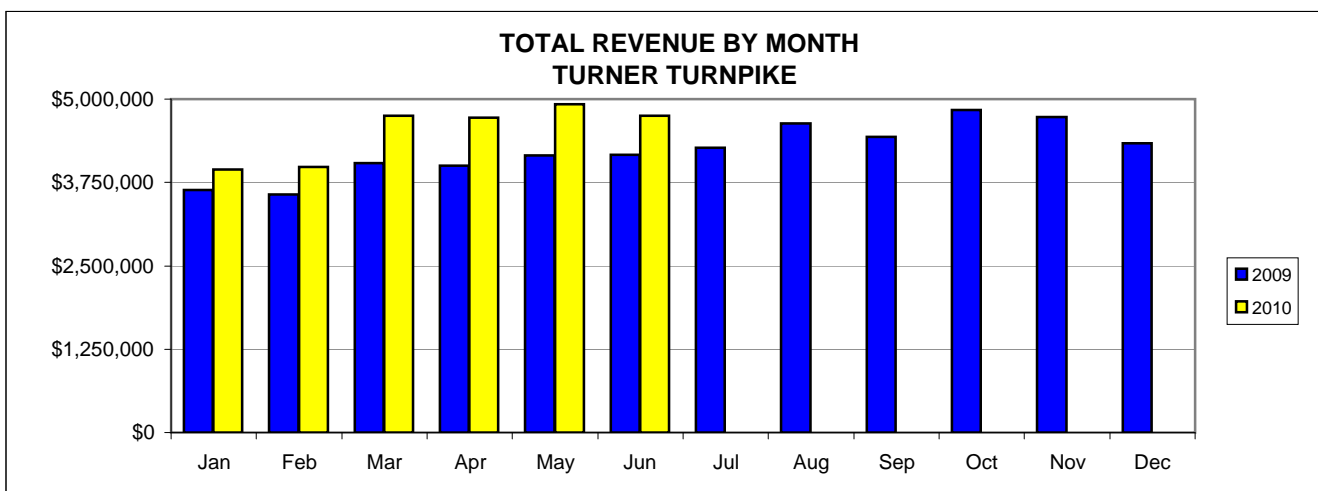
Quarter ended June 2009			
Two Axle Vehicles	\$ 31,304,198	692,191,255	35,721,725
Three Axle Vehicles	751,870	11,781,699	445,758
Four Axle Vehicles	1,411,716	15,323,316	452,052
Five Axle Vehicles	15,653,503	104,521,006	2,228,746
Six Axles Vehicles	501,458	2,798,712	65,834
Total	\$ 49,622,745	826,615,988	38,914,115
Concession Revenue	347,678		
Total Revenue	\$ 49,970,423		



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

TURNER TURNPIKE

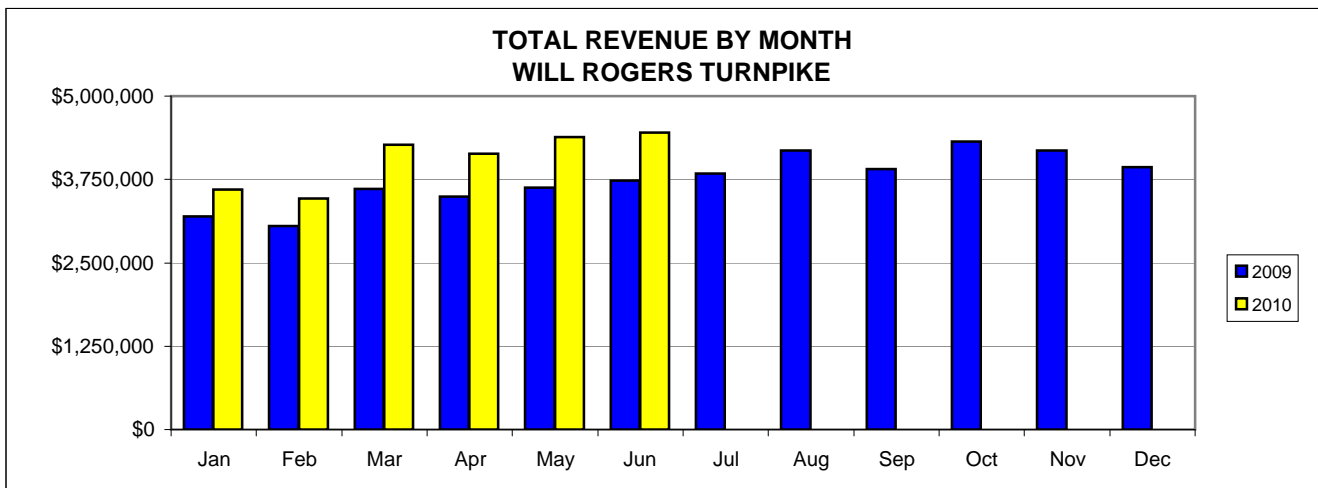
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 7,307,385	187,969,294	3,691,244
Three Axle Vehicles	212,982	3,141,656	51,408
Four Axle Vehicles	440,297	4,349,722	63,436
Five Axle Vehicles	6,156,790	34,925,520	446,497
Six Axles Vehicles	185,864	925,142	11,792
Total	\$ 14,303,318	231,311,334	4,264,377
Concession Revenue	81,780		
Total Revenue	\$ 14,385,098		
% Increase from prior year quarte	<u>16.73%</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	\$ 12,225,666	222,331,707	4,126,874
Concession Revenue	97,566		
Total Revenue	\$ 12,323,232		



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

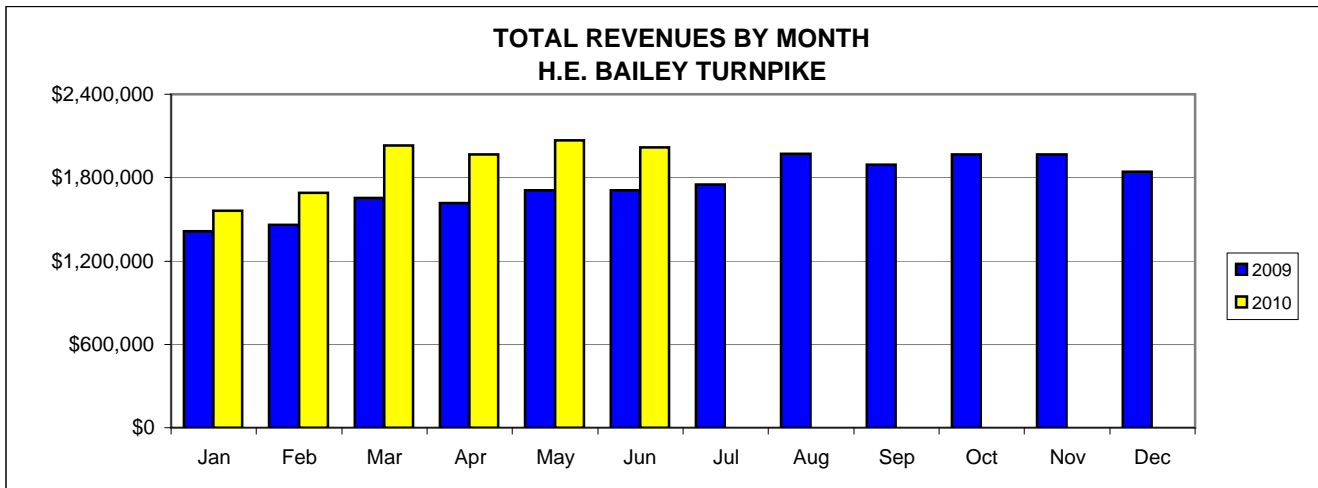
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 4,874,101	148,451,317	3,221,735
Three Axle Vehicles	196,554	2,979,649	54,002
Four Axle Vehicles	447,243	4,519,933	74,043
Five Axle Vehicles	7,255,170	44,646,216	632,862
Six Axles Vehicles	173,939	962,270	14,949
Total	\$ 12,947,007	201,559,385	3,997,591
Concession Revenue	18,228		
Total Revenue	\$ 12,965,235		
% Increase from prior year quarte	<u>19.67%</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	\$ 10,815,598	185,124,240	3,711,511
Concession Revenue	18,602		
Total Revenue	\$ 10,834,200		



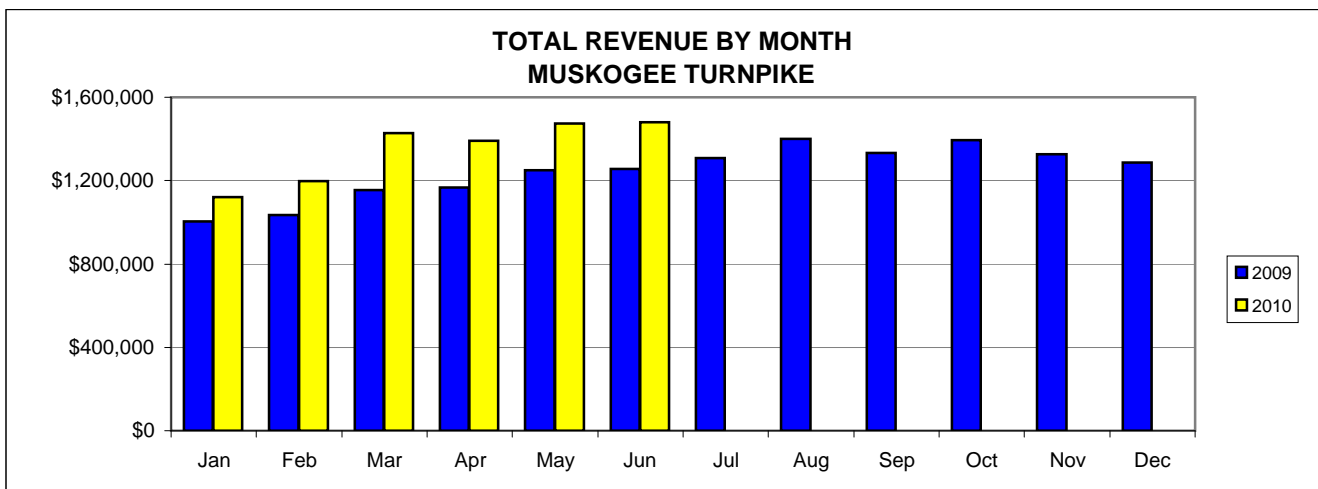
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
H. E. BAILEY TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended June 2010			
Two Axle Vehicles	\$ 4,602,113	90,498,342	4,177,812
Three Axle Vehicles	121,275	1,765,597	71,344
Four Axle Vehicles	167,670	1,663,980	69,212
Five Axle Vehicles	1,063,633	6,982,601	267,489
Six Axles Vehicles	26,962	151,352	6,071
Total	\$ 5,981,653	101,061,872	4,591,928
Concession Revenue	77,624		
Total Revenue	\$ 6,059,277		
% Increase from prior year quarte	<u>20.20%</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		



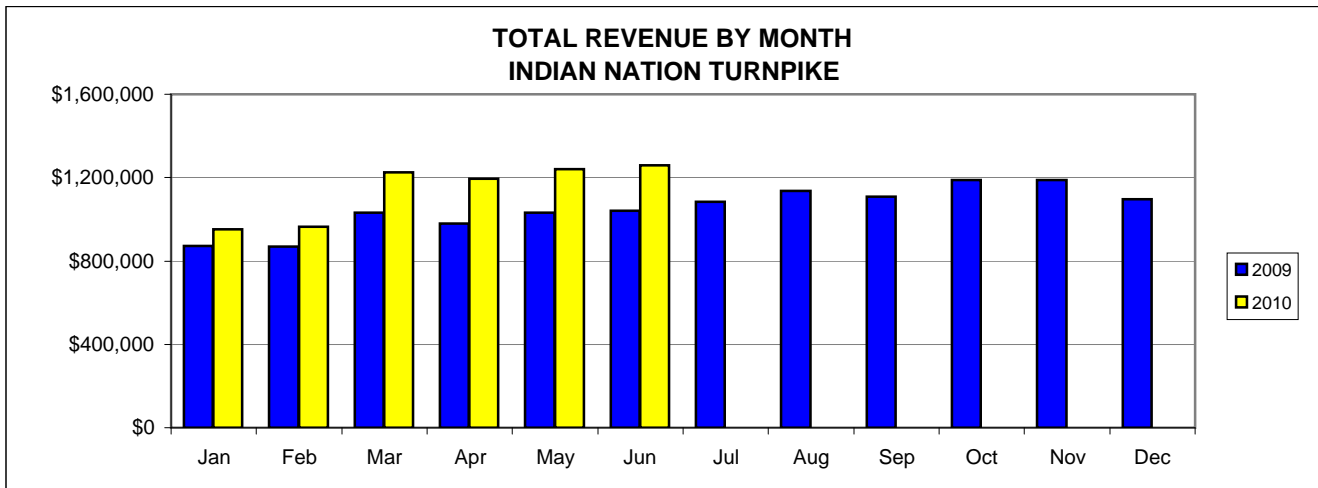
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
MUSKOGEE TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 3,147,506	63,785,966	2,580,425
Three Axle Vehicles	69,357	932,411	37,793
Four Axle Vehicles	107,244	1,029,566	43,422
Five Axle Vehicles	955,422	5,700,575	229,592
Six Axles Vehicles	24,056	128,803	5,386
Total	\$ 4,303,585	71,577,321	2,896,618
Concession Revenue	50,106		
Total Revenue	\$ 4,353,691		
% Increase from prior year quarte	<u>18.49%</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		



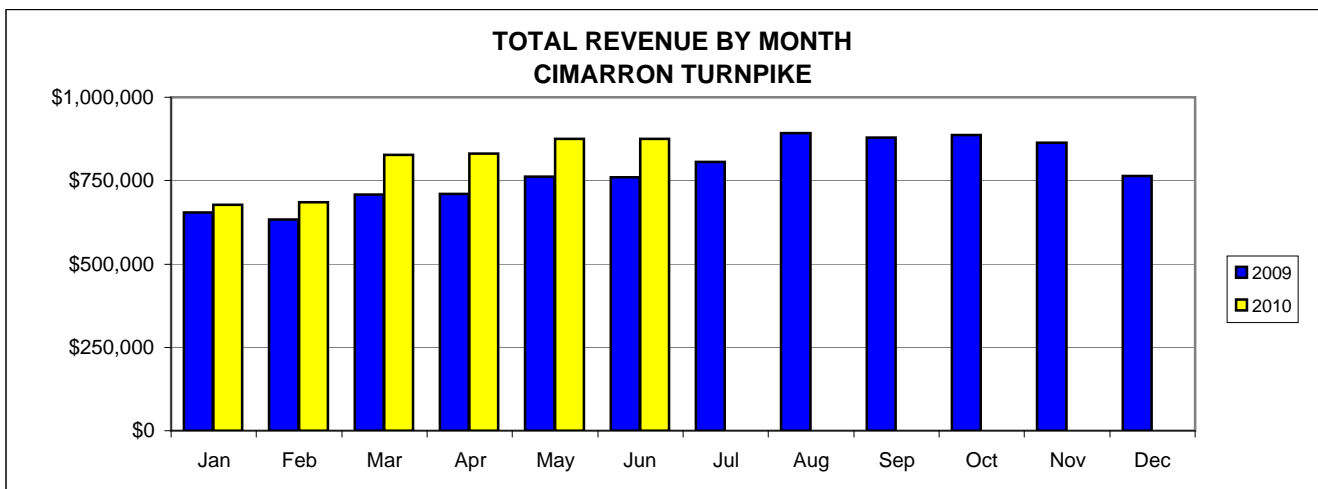
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
INDIAN NATION TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 2,041,803	43,396,868	1,347,223
Three Axle Vehicles	67,733	1,176,078	36,806
Four Axle Vehicles	165,285	1,727,845	55,269
Five Axle Vehicles	1,322,170	8,094,174	246,447
Six Axles Vehicles	34,857	177,942	5,529
Total	\$ 3,631,848	54,572,907	1,691,274
Concession Revenue	59,498		
Total Revenue	\$ 3,691,346		
% Increase from prior year quarte	<u>21.38%</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		



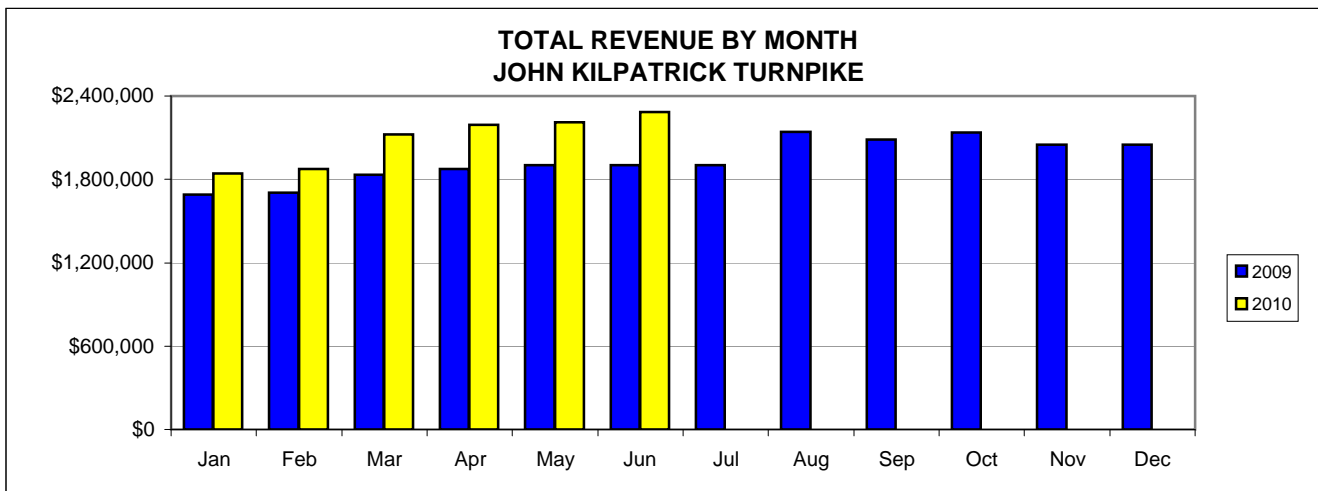
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CIMARRON TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 1,505,401	33,331,417	1,554,940
Three Axle Vehicles	44,140	683,386	29,292
Four Axle Vehicles	93,369	904,227	37,074
Five Axle Vehicles	884,218	4,773,621	180,830
Six Axles Vehicles	19,389	88,251	3,672
Total	\$ 2,546,517	39,780,902	1,805,808
Concession Revenue	118,478		
Total Revenue	\$ 2,664,995		
% Increase from prior year quarte	<u>19.35%</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		



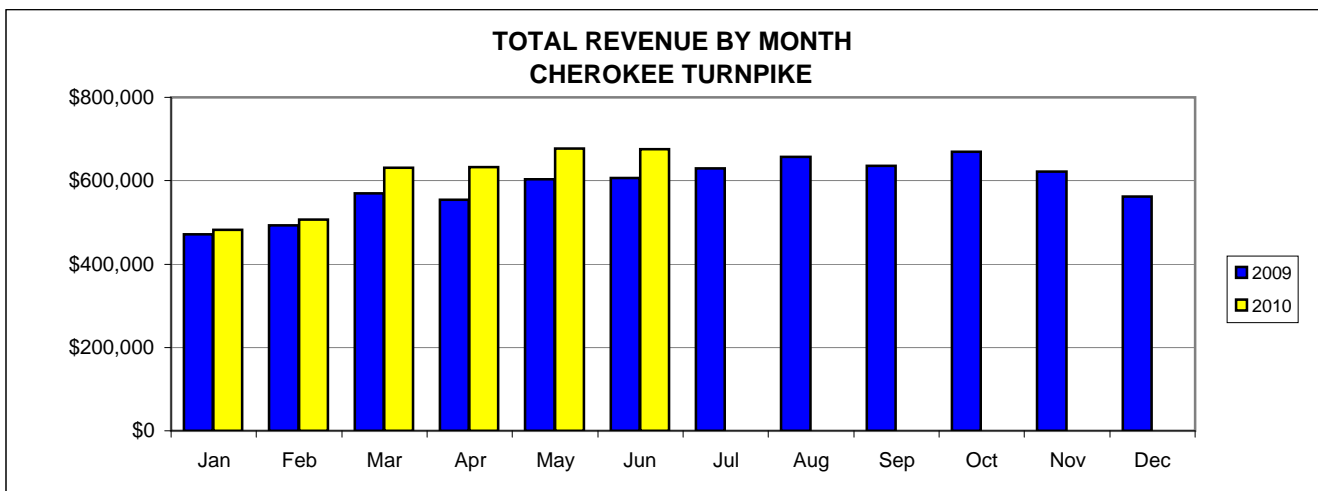
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
JOHN KILPATRICK TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended June 2010			
Two Axle Vehicles	\$ 6,113,923	65,101,304	9,345,379
Three Axle Vehicles	59,597	460,956	53,908
Four Axle Vehicles	77,954	440,481	47,123
Five Axle Vehicles	403,120	1,401,972	106,019
Six Axles Vehicles	32,148	89,433	8,133
Total	\$ 6,686,742	67,494,146	9,560,562
Concession Revenue	0		
Total Revenue	\$ 6,686,742		
% Increase from prior year quarte	<u>17.74%</u>		
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		



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

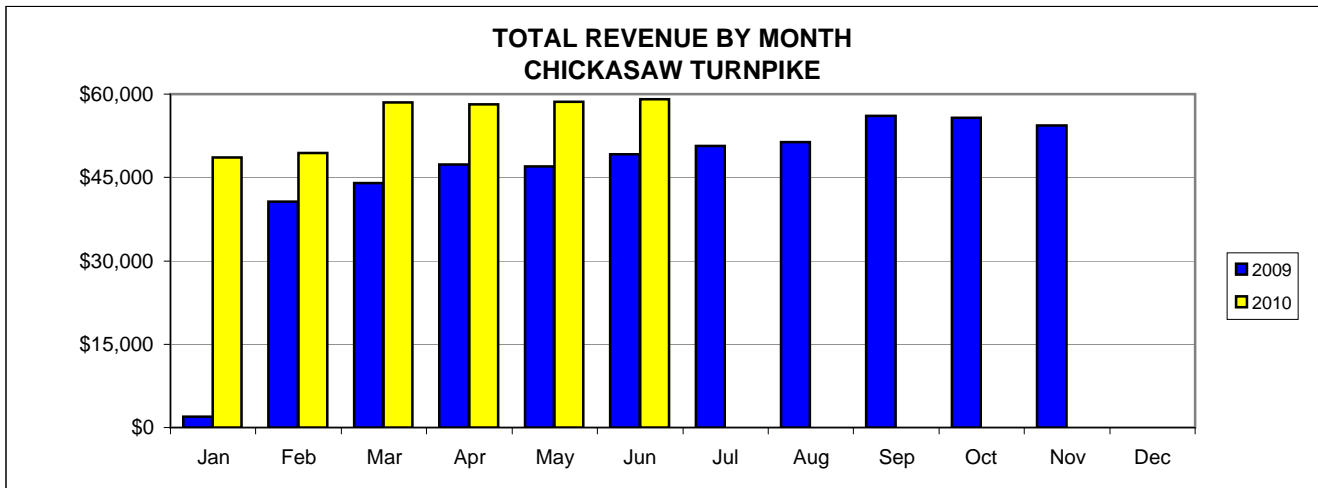
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 1,307,447	20,693,010	982,442
Three Axle Vehicles	35,958	346,527	16,256
Four Axle Vehicles	55,907	379,476	13,404
Five Axle Vehicles	563,085	2,288,556	77,195
Six Axles Vehicles	9,104	33,909	1,210
Total	\$ 1,971,501	23,741,478	1,090,507
Concession Revenue	15,000		
Total Revenue	\$ 1,986,501		
% Increase from prior year quarte	<u>12.63%</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		



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

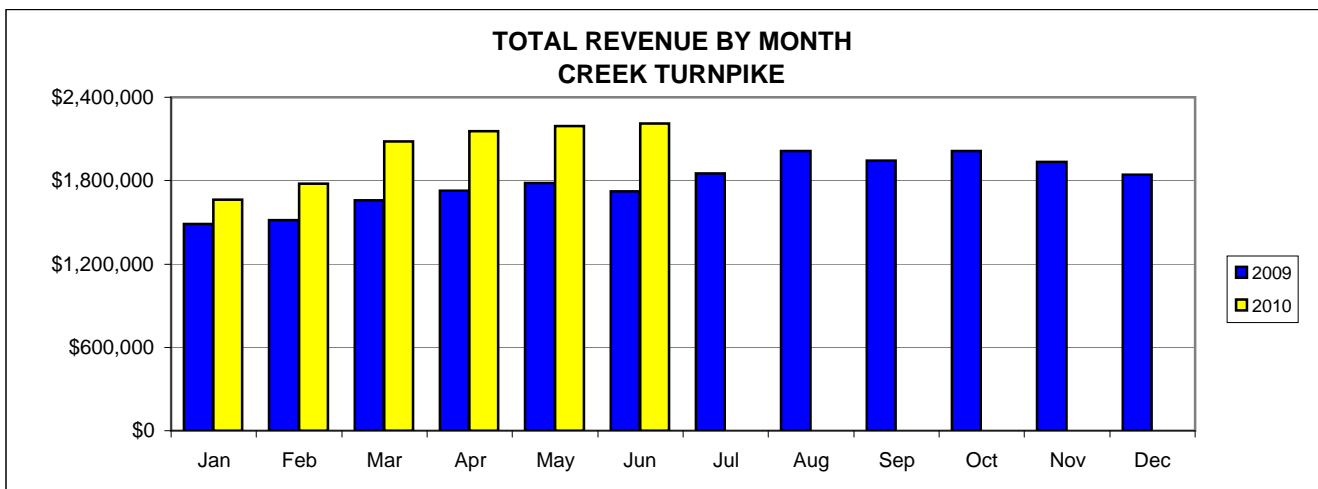
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended June 2010			
Two Axle Vehicles	\$ 112,335	3,377,496	197,630
Three Axle Vehicles	20,329	441,862	25,855
Four Axle Vehicles	5,365	60,771	3,556
Five Axle Vehicles	36,567	326,094	19,081
Six Axles Vehicles	1,294	10,972	642
Total	\$ 175,890	4,217,195	246,764
Concession Revenue	0		
Total Revenue	\$ 175,890		
% Increase from prior year quarte	<u>19.82%</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		



**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 2010			
Two Axle Vehicles	\$ 5,909,185	69,577,707	10,104,180
Three Axle Vehicles	80,414	675,278	82,668
Four Axle Vehicles	69,549	477,374	52,674
Five Axle Vehicles	479,607	1,874,341	187,866
Six Axles Vehicles	24,571	82,836	8,328
Total	\$ 6,563,326	72,687,536	10,435,716
Concession Revenue	0		
Total Revenue	\$ 6,563,326		
% Increase from prior year quarter	<u>25.40%</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		



**Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2010**

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Unrestricted:					
General Fund:					
Cavanal Hill U.S. Treasury	0.010 %	6/30/2010	Demand	\$ 1,833,391	\$ 1,833,391
Invesco AIM TST Prem-Inst	0.120	6/30/2010	Demand	35,750,097	35,750,097
Invesco AIM Govt & Agency	0.020	6/30/2010	Demand	3,998,838	3,998,838
FHLB	1.000	3/26/2010	12/26/2012	2,996,250	3,001,890
FHLB	0.750	3/29/2010	12/28/2012	2,997,000	3,004,215
FHLB	1.250	3/30/2010	12/30/2013	4,982,500	5,011,725
FHLB	1.700	3/26/2010	3/26/2014	997,750	1,022,660
FHLB	1.500	5/26/2010	11/26/2014	4,997,500	5,025,000
FHLB	2.000	4/22/2010	4/22/2015	497,250	502,345
FHLB	5.200	8/20/2008	8/20/2015	3,000,000	3,018,750
FHLB	3.000	4/15/2010	10/15/2018	5,000,000	5,107,025
FHLB	4.050	4/1/2010	4/1/2019	2,996,719	3,000,930
FHLB	4.500	8/6/2009	8/6/2019	1,000,000	1,043,125
FHLB	4.150	12/17/2009	12/17/2019	500,000	500,155
FHLB	4.500	1/21/2010	1/21/2020	500,000	510,548
U.S. Treasury Notes	2.000	2/12/2009	9/30/2010	5,103,711	5,023,050
U.S. Treasury Notes	5.000	6/11/2007	2/15/2011	2,999,297	3,088,710
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	3,100,664	3,226,635
U.S. Treasury Notes	3.875	7/10/2008	10/31/2012	2,899,859	3,008,026
U.S. Treasury SLGS	0.000	11/30/1990	2/21/2021	27,300	27,300
				86,178,126	86,704,415
Revenue Fund:					
Invesco AIM TST Prem-Inst	0.120	6/30/2010	Demand	19,651,906	19,651,906
Invesco AIM Govt & Agency	0.020	6/30/2010	Demand	1,029,363	1,029,363
				20,681,269	20,681,269
Total unrestricted cash equivalents & investments				\$ 106,859,395	\$ 107,385,684

Report to Bondholders-Quarter ending June 30, 2010 - Page 16

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2010

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Restricted:					
Reserve Maintenance Fund:					
Invesco AIM TST Prem	0.120 %	6/30/2010	Demand	\$ 10,413,278	\$ 10,413,278
Invesco AIM Govt & Agency	0.020 %	6/30/2010	Demand	\$ 1,044,625	\$ 1,044,625
FHLB	1.000	3/29/2010	12/26/2012	2,996,250	3,001,890
FHLB	0.750	3/22/2010	12/28/2012	2,997,000	3,004,215
FHLB	1.000	5/26/2010	3/22/2013	3,000,000	3,008,910
FHLB	1.500	2/12/2009	11/26/2014	4,997,500	5,025,000
U.S. Treasury Notes	2.000	2/12/2009	9/30/2010	3,062,227	3,013,830
U.S. Treasury Notes	0.875	8/18/2009	3/31/2011	500,449	502,188
U.S. Treasury Notes	1.125	11/25/2009	1/15/2012	2,012,656	2,019,290
				<u>31,023,985</u>	<u>31,033,226</u>
Revenue Bond Reserve Accounts:					
Invesco AIM TST Prem-Inst	0.120	6/30/2010	Demand	1,294,578	1,294,578
Compass Bank CD	0.336	6/2/2010	9/1/2010	35,000,000	35,000,000
FHLB	1.250	3/30/2010	12/30/2013	996,500	1,002,345
FHLB	1.700	3/26/2010	3/26/2014	498,875	511,329
FHLB	2.000	4/22/2010	4/22/2015	298,350	301,407
FHLB	3.750	4/7/2010	4/7/2017	100,000	100,063
FHLB	3.000	4/15/2010	10/15/2018	500,000	510,703
FHLB	4.050	4/1/2010	4/1/2019	998,906	1,000,310
FHLB	4.150	12/17/2009	12/17/2019	500,000	500,155
FHLB	4.480	1/14/2010	1/14/2020	200,000	204,281
FHLB	4.500	1/21/2010	1/21/2020	500,000	510,548
FHLB	3.000	2/24/2010	2/24/2020	500,000	501,720
FHLB	3.000	6/17/2010	6/17/2020	998,500	1,002,810
FHLB	5.080	4/16/2010	4/16/1930	99,850	100,219
JP Morgan Chase Repo	5.991	5/23/2002	1/1/2022	50,936,450	50,936,450
				<u>93,422,009</u>	<u>93,476,918</u>
2002 A&B Bond Service Accounts:					
Cavanal Hill U.S. Treasury	0.010	6/30/2010	Demand	9,761,453	9,761,453
U.S. Treasury Bills	-	Various	12/16/2010	12,904,686	12,908,602
				<u>22,666,139</u>	<u>22,670,055</u>
2006 Fixed Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	0.010	6/30/2010	Demand	1,624,572	1,624,572
U.S. Treasury Bills	-	Various	12/16/2010	11,317,857	11,329,681
				<u>12,942,429</u>	<u>12,954,253</u>
2006 Variable Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	0.010	6/30/2010	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	0.010	6/30/2010	Demand	932,195	932,195
U.S. Treasury Bills	-	Various	12/16/2010	89,822	89,918
				<u>1,022,017</u>	<u>1,022,113</u>
Turnpike Trust Fund:					
Cavanal Hill U.S. Treasury	0.010	6/30/2010	Demand	14,520,739	14,520,739
U.S. Treasury Notes	5.000	Various	2/15/2011	2,518,656	2,573,925
U.S. Treasury Notes	4.500	8/13/2008	2/28/2011	3,139,922	3,084,135
U.S. Treasury Notes	1.125	7/17/2009	6/30/2011	4,011,563	4,029,540
U.S. Treasury Notes	0.750	11/30/2009	11/30/2011	2,000,703	2,007,810
U.S. Treasury Notes	1.125	7/17/2009	1/15/2012	4,992,266	5,048,225
U.S. Treasury Notes	0.875	3/18/2010	2/29/2012	5,017,383	5,075,000
U.S. Treasury Notes	1.375	3/18/2010	10/15/2012	4,996,094	5,027,525
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	2,067,109	2,151,090
				<u>43,264,435</u>	<u>43,517,989</u>

Report to Bondholders-Quarter ending June 30, 2010 - Page 17

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of June 30, 2010

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Prepaid PIKEPASS Fund:					
BOK Short-Term Cash Fund I	0.140 %	6/30/2010	Demand	\$ 1,161,905	\$ 1,161,905
FHLB	1.700	3/26/2010	3/26/2014	498,875	511,330
FHLB	2.000	4/22/2010	4/22/2015	198,900	200,938
FHLB	5.200	8/20/2008	8/20/2015	500,000	503,125
FHLB	3.750	4/7/2010	4/7/2017	100,000	100,063
FHLB	3.000	4/15/2010	10/15/2018	500,000	510,703
FHLB	4.050	4/1/2010	4/1/2019	749,180	750,233
FHLB	4.500	8/6/2009	8/6/2019	1,000,000	1,043,125
FHLB	4.150	12/17/2009	12/17/2019	400,000	400,124
FHLB	4.480	1/14/2010	1/14/2020	100,000	102,141
FHLB	4.500	1/21/2010	1/21/2020	200,000	204,219
FHLB	4.000	2/24/2010	2/24/2020	500,000	501,720
FHLB	3.000	6/17/2010	6/17/2020	998,500	1,002,810
FHLB	3.000	6/30/2010	6/30/2025	199,700	201,031
FHLB	5.080	4/16/2010	4/16/2030	99,850	100,219
FHLMC	4.000	12/9/2009	12/15/2024	100,000	101,660
FNMA	2.000	6/29/2010	12/29/2017	199,300	200,062
FNMA	2.000	5/12/2010	5/12/2020	99,900	100,266
FNMA	3.250	6/30/2010	6/30/2020	199,500	200,907
FNMA	4.000	12/10/2009	12/10/2024	100,000	100,250
FNMA	5.000	9/28/2009	9/28/2029	100,000	101,063
U.S. Treasury Notes	5.750	Various	8/15/2010	518,935	503,498
U.S. Treasury Notes	4.875	2/10/2006	2/15/2012	1,009,248	1,071,485
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	775,165	806,659
Vanguard 500 Index Trust (open-end mutual fund)	-	Various	Demand	4,016,421	3,336,559
Ishares Morgan Stanley Capitol International Europe Asia Far East Index (closed-end equity fund)	-	Various	Demand	559,810	488,355
Ishares RSSLL MIDCAP Index	-	10/22/2007	Demand	193,463	140,753
Ishares Russell 2000 Index (closed-end equity fund)	-	Various	Demand	181,357	183,345
Ishares S&P MIDCAP 4000	-	10/22/2007	Demand	270,420	213,360
Ishares S&P Smallcap 600 (closed-end equity fund)	-	Various	Demand	288,310	297,770
S&P 500 Depository Receipts (closed-end equity fund)	-	Various	Demand	1,674,804	1,445,081
Onewest Bank CA CD	0.650	2/11/2010	8/10/2010	99,000	99,000
Umpqua Bank CD	0.740	2/11/2010	8/11/2010	99,000	99,000
Allstate Bank IL CD	0.650	2/12/2001	8/12/2010	99,000	99,000
Community 1st BT TN CD	0.700	2/12/2010	8/12/2010	99,000	99,000
Security Bank OK CD	0.920	11/25/2009	8/25/2010	99,000	99,000
Bankmeridian SC CD	1.800	9/2/2009	9/2/2010	99,000	99,000
Umpqua Bank CD	1.520	11/5/2009	11/5/2010	99,000	99,000
Union Natl Elgin IL CD	1.700	11/25/2009	11/25/2010	99,000	99,000
Community 1st BT TN CD	1.400	6/4/2010	12/5/2011	99,000	99,000
Union Natl Elgin IL CD	1.700	6/8/2010	6/8/2012	100,000	100,000
The First Na ME CD	2.700	2/23/2010	2/23/2015	99,000	99,000
				18,583,543	17,674,759
Total restricted cash equivalents & investments				224,631,521	224,056,277
Cash balance (unrestricted & restricted)				-	1,982,972
Total Cash, Cash Equivalents and Investments				\$ 331,490,916	\$ 333,424,933

**OKLAHOMA TURNPIKE AUTHORITY
SCHEDULE OF INDEBTEDNESS ISSUED, RETIRED, DEFEASSED AND OUTSTANDING
AS OF JUNE 30, 2010**

	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%	202,630,000	-	-	202,630,000
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%	171,305,000	-	-	171,305,000
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%	84,465,000	-	-	84,465,000
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%	45,325,000	-22	-	45,325,000
BBVA Compass Credit Facility **	12/1/09	35,000,000	12/1/10 to 12/1/19	90 day Libor + 1.10%	35,000,000	-	-	35,000,000
Totals					\$1,069,525,000	\$ -	\$ -	\$1,069,525,000

**OKLAHOMA TURNPIKE AUTHORITY
PROCEEDS FROM SALE OF SURPLUS PROPERTY
FOR THE QUARTER ENDED JUNE 30, 2010**

	DATE	DESCRIPTION	PROCEEDS
2ND QTR	06/30/10	Total Sale of Surplus Property & Insurance Proceeds	\$31,929
		Total	<u>\$31,929</u>

* 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.

** The proceeds of this credit facility were invested in certificates of deposit with BBVA Compass to fund the balance of the revenue bond requirement previously provided by surety bonds from Financial Guaranty Insurance Company.