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Vice-Chairman

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Secretary & Treasurer

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David Burrage,

Member

Hal Ellis,

Member

Gary Ridley,

Secretary of Transportation



**Oklahoma Turnpike Authority
Report to Bondholders
Third 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 third quarter continued to show signs of positive economic growth marking the seventh consecutive month of an upward growth trend in heavy truck traffic. For the quarter, heavy truck traffic reported an increase of 6.6% 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 2.4% increase when compared to the third quarter of 2009. Transaction growth rates in the third quarter were modest for most turnpikes, with the Creek Turnpike experiencing the highest growth rate at 5.5%. Relatively low fuel prices also positively impacted third quarter revenue. Net toll revenues for the third quarter exceeded \$59.4 million, an increase of approximately \$5.0 million when compared to the same period last year. This is the result of the increase in transactions previously noted, as well as the toll increase that became effective August 4, 2009. Year-to-date toll revenues as of September 30, 2010, totaled just over \$169.8 million, surpassing budgeted projections by 3.1%.

Year-to-date revenue fund operating expenses for the third quarter of 2010 reported just under \$48.9 million, operating at 3.1% 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 27%.

Chart 1: Three-Year Comparison of Toll Revenues

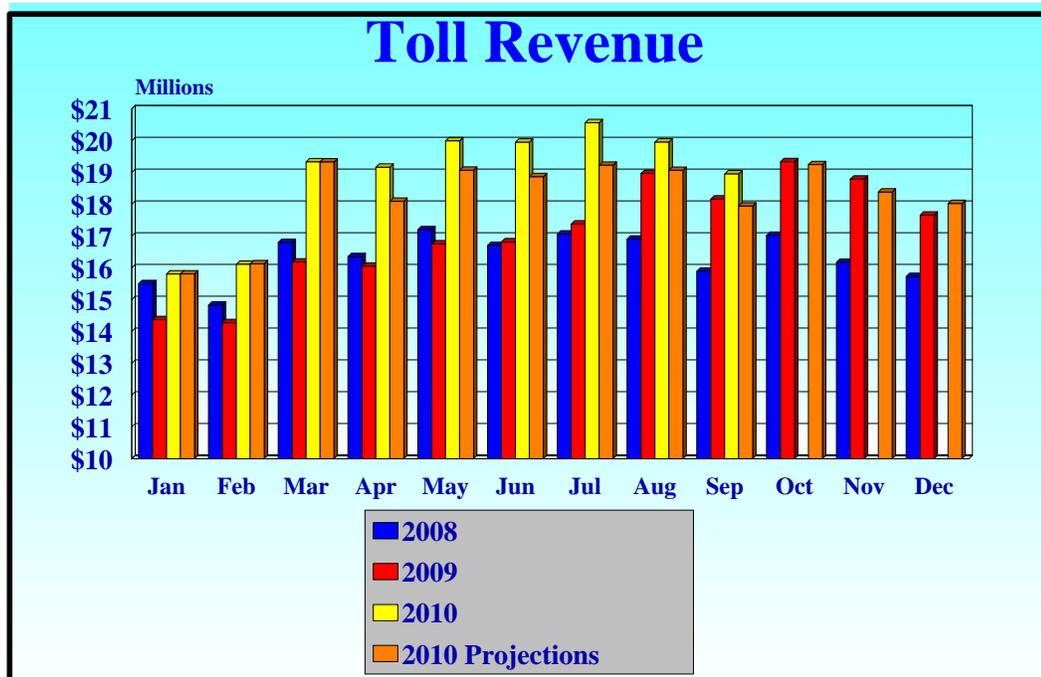


Chart 2: 2010 Operating Expenses – Budget vs. Actual Revenue Fund Only (cumulative)

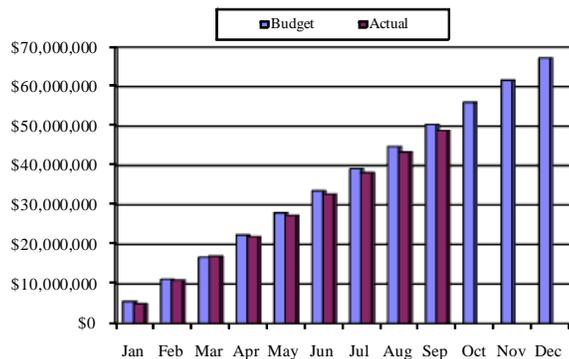
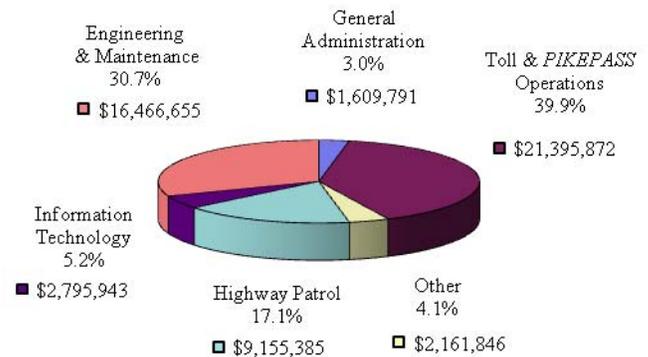


Chart 3: Operating Expenses by Division-All Funds For the Nine Months Ended September 30, 2010



Third Quarter Highlights:

- The Engineering Division is currently managing fifty-three projects at various phases of scope, design options and constructability. Pavement rehabilitation is progressing on seven projects: four on the Turner Turnpike and one each on the Indian Nation, Muskogee and Will Rogers Turnpikes. A toll facility upgrade related to electrical work is in progress on the Will Rogers Turnpike. Consultant negotiations have been completed for the capacity studies related to expansion of the Kilpatrick and Creek Turnpikes. Consultant negotiations are progressing for the capacity study on the Turner Turnpike. A feasibility study related to the Tulsa Gilcrease Expressway is underway. The May Avenue ramps were completed in early October.
- During the third quarter, the installation of the Encompass 6 (E6) *PIKEPASS* readers was completed throughout the Turnpike System. The E6 reader is a multi-protocol reader that 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. Using a phased approach to sticker tag implementation, IT designed and created the necessary technology phases for all systems that required modification. During the third quarter of 2010, IT completed the beta phase of the sticker tag project implementation and began work on the final production phase. Controller Division staff assisted in this effort by continuing to refine and test new processes and inventory reports related to sticker tags.
- During the third quarter of 2010, the OTA’s Maintenance Division, supplementing labor through supervised inmates and contractors, completed various System repairs. With combined efforts, approximately 458,000 linear feet of joints and cracks were sealed, drainage repairs of approximately 27,000 square yards were completed, and bridge concrete repairs of 31,000 square yards were made. In addition, the Maintenance Division maintained approximately 14,000 acres of vegetation management.
- In July, Toll Operations Division Director, David Machamer, was appointed the new Chairman of the Board for the Alliance for Toll Interoperability. In September, a member of management attended the annual International Bridge, Tunnel and Turnpike Association (IBTTA) meeting in San Diego, CA, and presented the 2010 Toll Excellence Awards. In addition, several members of management conducted a toll facility supervisor meeting in Tulsa for supervisors statewide.

- As of September 30, 2010, the total number of active *PIKEPASS* tags increased to 1,025,737 or 7.5% over the number of active *PIKEPASS* tags at September 30, 2009; total active *PIKEPASS* accounts totaled 538,784 at September 30, 2010, an increase of 6.1% when compared to the prior year. *PIKEPASS* patrons continued to take advantage of the *PIKEPASS* volume discount program with over \$944,000 in discounts issued to frequent patrons of the System during the third quarter of 2010.
- The OHP troopers continued their efforts to achieve safe patron travel through several enforcement programs. In the third quarter of 2010, OHP troopers made over 38,000 violator contacts and assisted over 4,000 motorists.

Respectfully,

Douglas F. Riebel
Chairman of the Authority

Gary Ridley
Director and Secretary of Transportation

OKLAHOMA TURNPIKE AUTHORITY
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Prepared by the Controller Division

PRELIMINARY AND UNAUDITED

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

	<u>2010</u>	<u>2009</u>
Assets		
Current assets:		
Cash and cash equivalents-unrestricted	\$ 77,462,691	\$ 38,084,118
Investments-unrestricted	34,051,323	65,397,606
Cash and cash equivalents - restricted	20,352,852	9,485,034
Investments-restricted	73,818,914	65,179,478
Accounts receivable	2,438,226	4,505,575
Accrued interest receivable-unrestricted	218,150	657,029
Accrued interest receivable-restricted	965,062	976,843
Tag inventory	2,770,688	-
Materials inventory	2,112,561	1,832,551
Prepaid expenses	30,627	62,758
Total current assets	<u>214,221,094</u>	<u>186,180,992</u>
Noncurrent assets:		
Cash and cash equivalents - restricted	53,335,470	10,425,364
Investments-restricted	83,948,612	83,691,455
Total noncurrent cash, cash equivalents and investments	<u>137,284,082</u>	<u>94,116,819</u>
Capital assets:		
Depreciable, net	919,457,937	936,853,840
Land	162,925,070	162,703,621
Construction work in progress	31,384,658	58,601,213
Net capital assets	<u>1,113,767,665</u>	<u>1,158,158,674</u>
Revenue bond issuance costs (net of accumulated amortization of \$3,152,095 and \$2,702,497 in 2010 and 2009, respectively)	4,499,213	4,948,811
Total noncurrent assets	<u>1,255,550,960</u>	<u>1,257,224,304</u>
Total assets	<u>1,469,772,054</u>	<u>1,443,405,296</u>
Liabilities		
Current liabilities:		
Accounts payable and accrued expenses	14,431,910	10,501,332
Payable from restricted assets :		
Accounts payable and accrued expenses payable	11,688	5,732
Accrued interest payable	9,620,615	10,435,422
Deferred revenue	22,085,395	21,445,107
Arbitrage rebate payable to U.S. Treasury	2,295,842	1,606,207
Current portion of long-term debt	83,644,991	45,095,000
Total current liabilities	<u>132,090,441</u>	<u>89,088,800</u>
Noncurrent liabilities:		
Accounts payable and accrued expenses	1,546,254	1,490,855
Long-term debt:		
Long-term debt, net of unamortized net premiums of \$9,634,849 and \$10,501,289 in 2010 and 2009, respectively, and of unamortized net deferred debit on refundings of \$35,796,876 and \$38,405,398 in 2010 and 2009, respectively	959,717,982	1,006,620,891
Payable to Department of Transportation	51,504,547	50,948,311
Total noncurrent liabilities	<u>1,012,768,783</u>	<u>1,059,060,057</u>
Total liabilities	<u>1,144,859,224</u>	<u>1,148,148,857</u>
Net Assets		
Invested in capital assets, net of related debt	97,618,785	98,674,841
Restricted for debt service	94,205,934	83,625,934
Restricted for reserve maintenance	28,464,706	11,931,547
Unrestricted	104,623,405	101,024,117
Total net assets	<u>\$ 324,912,830</u>	<u>\$ 295,256,439</u>

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

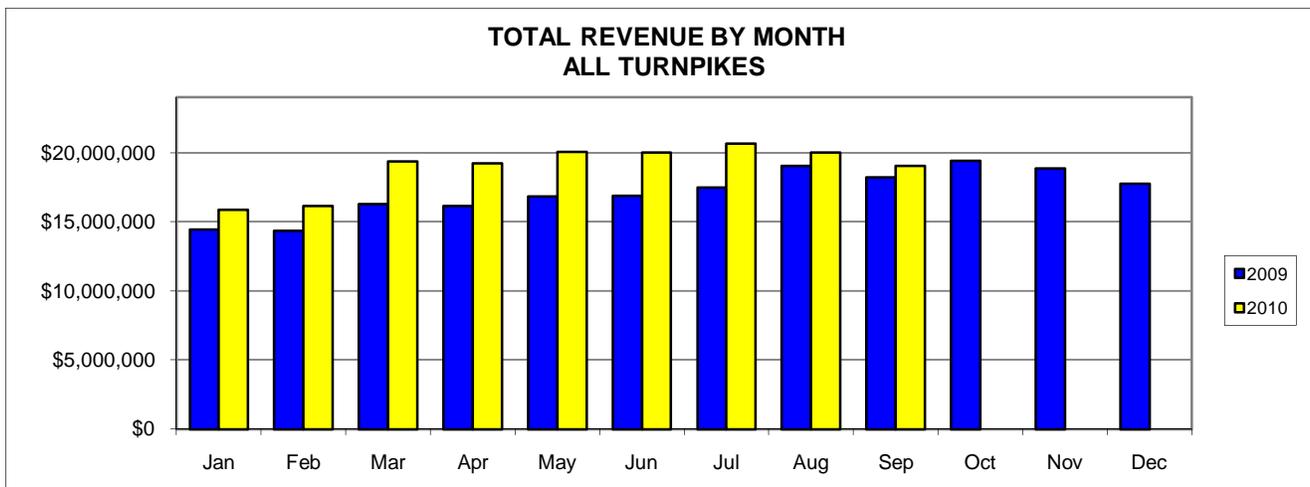
Account	Beginning Book Balance	Receipts or Deposits	Withdrawals or Payments	Ending Book Balance
2002 Debt service accounts	22,670,055	55,060,006	53,482,570	24,247,491
2006 Fixed rate debt service accounts	12,954,253	27,506,751	22,648,804	17,812,200
2006 Variable rate debt service accounts	1,706,964	15,348,440	15,348,440	1,706,964
2007 Debt service accounts	1,022,113	2,961,035	3,379,357	603,791
Revenue Bond reserve account	93,476,918	81,578,924	81,490,400	93,565,442
Revenue fund	21,061,584	115,235,332	120,360,129	15,936,787
Reserve maintenance fund	29,827,460	47,573,615	48,976,881	28,424,194
General fund	86,018,829	105,200,669	95,642,271	95,577,227
Motor fuel tax trust fund	43,517,989	19,814,115	19,613,464	43,718,640
PIKEPASS account	21,168,768	49,666,395	49,458,037	21,377,126
Total	<u>\$ 333,424,933</u>			<u>\$ 342,969,862</u>
				77,462,691
				34,051,323
				73,688,322
				157,767,526
			Total	<u>\$ 342,969,862</u>

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

	2010 Current Quarter	2009 Current Quarter	2010 Year to Date	2009 Year to Date
Operating revenues:				
Tolls	\$ 59,478,540	\$ 54,511,374	\$ 169,845,734	\$ 148,968,196
Concessions	291,523	355,141	1,025,440	991,298
Total operating revenues	59,770,063	54,866,515	170,871,174	149,959,494
Operating expenses:				
Toll Operations	4,476,649	4,579,490	13,544,575	13,707,558
Turnpike Maintenance	4,576,800	4,333,614	14,750,122	13,309,143
Engineering	603,996	516,731	1,716,533	2,915,513
Highway Patrol	3,081,079	3,138,820	9,155,385	9,421,599
PIKEPASS Customer Service	2,432,976	2,644,042	7,851,297	6,790,484
General Administration	533,792	514,363	1,609,791	1,622,105
Information Technology	928,745	982,826	2,795,943	3,035,350
Controller	204,431	201,735	617,110	629,637
Finance and Revenue	133,017	153,598	441,706	907,694
Executive	378,560	373,021	1,103,030	1,087,518
Authority	-	-	-	-
Total operating expenses before depreciation and amortization	17,350,045	17,438,240	53,585,492	53,426,601
Operating income before depreciation and amortization	42,420,018	37,428,275	117,285,682	96,532,893
Depreciation and amortization	(20,024,833)	(19,453,547)	(59,813,636)	(57,817,146)
Operating income	22,395,185	17,974,728	57,472,046	38,715,747
Non-operating revenues (expenses):				
Interest earned on investments	1,105,719	1,487,174	3,456,968	4,746,770
Net increase (decrease) in fair value of investments	567,572	332,384	554,196	(1,728,484)
Interest expense on revenue bonds outstanding	(13,325,427)	(14,227,054)	(40,138,023)	(42,736,917)
Other	172,472	1,645,748	2,303,497	3,848,268
Net non-operating expenses	(11,479,664)	(10,761,748)	(33,823,362)	(35,870,363)
Change in net assets	10,915,521	7,212,980	23,648,684	2,845,384
Total net assets, beginning of the quarter	313,997,309	288,043,459	301,264,146	292,411,055
Total net assets, end of the quarter	\$ 324,912,830	\$ 295,256,439	\$ 324,912,830	\$ 295,256,439
Other relevant data:				
Motor fuel tax received	\$ 11,490,497	\$ 10,925,172	\$ 31,452,403	\$ 30,647,459
Reserve maintenance deposits made	7,725,000	6,987,000	23,162,250	18,971,629
Debt interest deposits (net of interest earned on debt service accounts)	12,743,450	13,763,255	38,576,615	41,214,343
Debt principal deposits (net of interest earned on debt service accounts)	12,161,234	11,273,741	36,408,937	33,750,033
		Required Coverage Ratio	Actual Coverage Ratio	Actual Coverage Ratio
Senior Debt Service Coverage Ratio		120%	218%	195%
Total Debt Service Coverage Ratio		100%	127%	111%

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

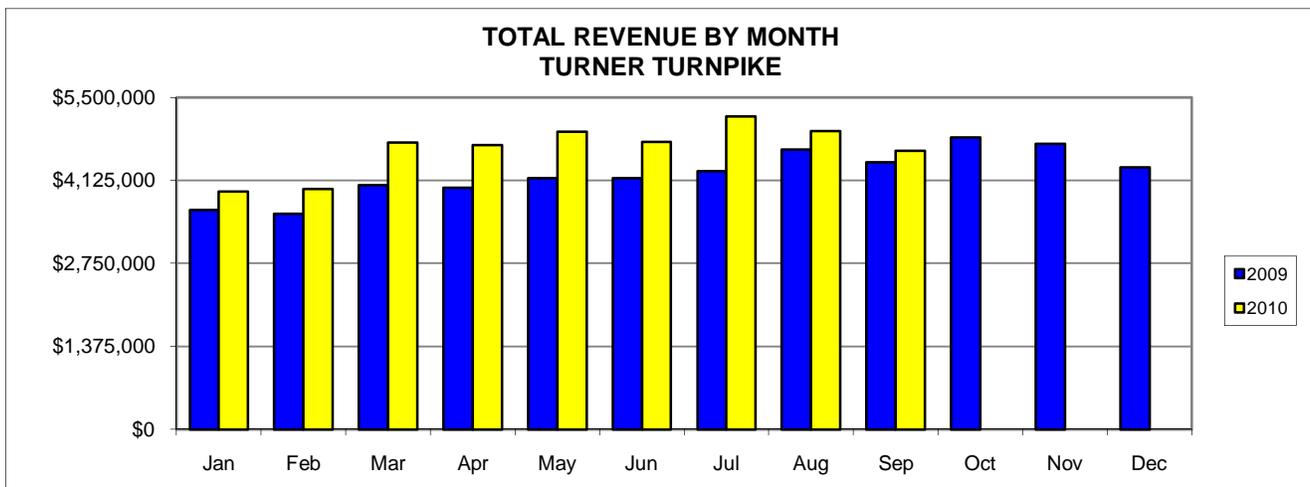
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2010			
Two Axle Vehicles	\$ 37,291,980	705,613,308	36,502,538
Three Axle Vehicles	933,075	12,919,618	476,072
Four Axle Vehicles	1,602,240	15,254,130	449,528
Five Axle Vehicles	19,111,463	109,571,090	2,379,064
Six Axles Vehicles	539,782	2,607,220	66,664
Total	\$ 59,478,540	845,965,366	39,873,866
Concession Revenue	291,523		
Total Revenue	\$ 59,770,063		
% Increase from prior year quarte	<u>8.94%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 34,603,489	705,622,144	35,736,500
Three Axle Vehicles	859,319	12,485,105	458,598
Four Axle Vehicles	1,525,860	15,253,789	442,479
Five Axle Vehicles	16,971,068	103,578,371	2,229,569
Six Axles Vehicles	551,638	2,830,931	65,116
Total	\$ 54,511,374	839,770,340	38,932,262
Concession Revenue	355,141		
Total Revenue	\$ 54,866,515		



**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 September 2010			
Two Axle Vehicles	\$ 7,461,950	180,533,713	3,596,305
Three Axle Vehicles	227,928	3,292,136	55,142
Four Axle Vehicles	446,505	4,320,575	63,387
Five Axle Vehicles	6,317,565	34,866,791	451,830
Six Axles Vehicles	189,730	894,701	11,893
Total	\$ 14,643,678	223,907,916	4,178,557
Concession Revenue	83,473		
Total Revenue	\$ 14,727,151		
% Increase from prior year quarte	<u>10.37%</u>		

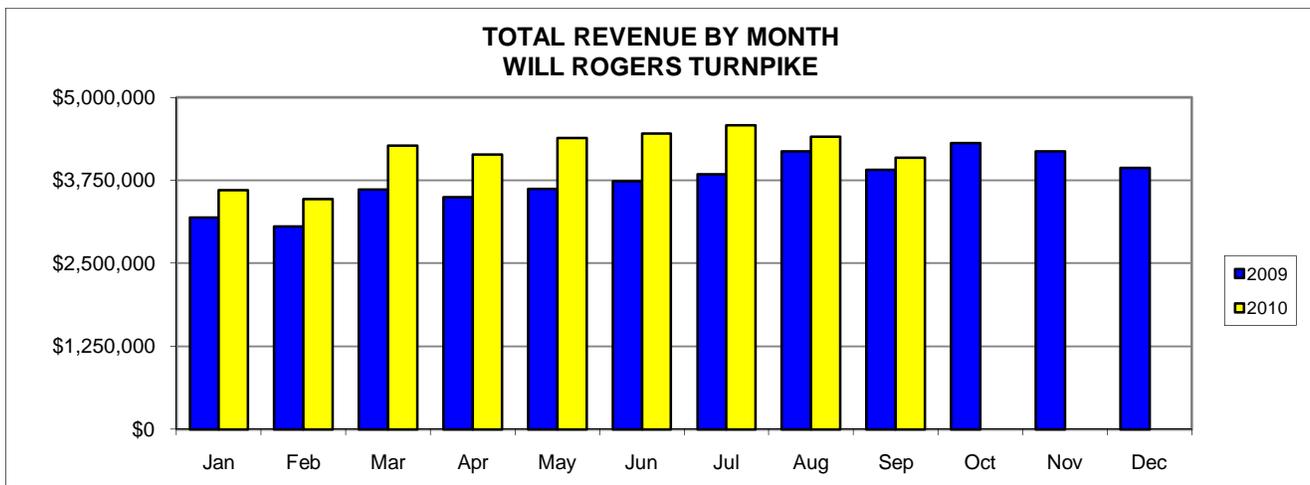
Quarter ended September 2009			
Two Axle Vehicles	\$ 6,950,203	181,340,419	3,584,289
Three Axle Vehicles	196,764	3,010,015	48,979
Four Axle Vehicles	416,220	4,263,140	62,247
Five Axle Vehicles	5,496,389	32,670,148	419,069
Six Axles Vehicles	192,951	1,005,926	12,873
Total	\$ 13,252,527	222,289,648	4,127,457
Concession Revenue	91,076		
Total Revenue	\$ 13,343,603		



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

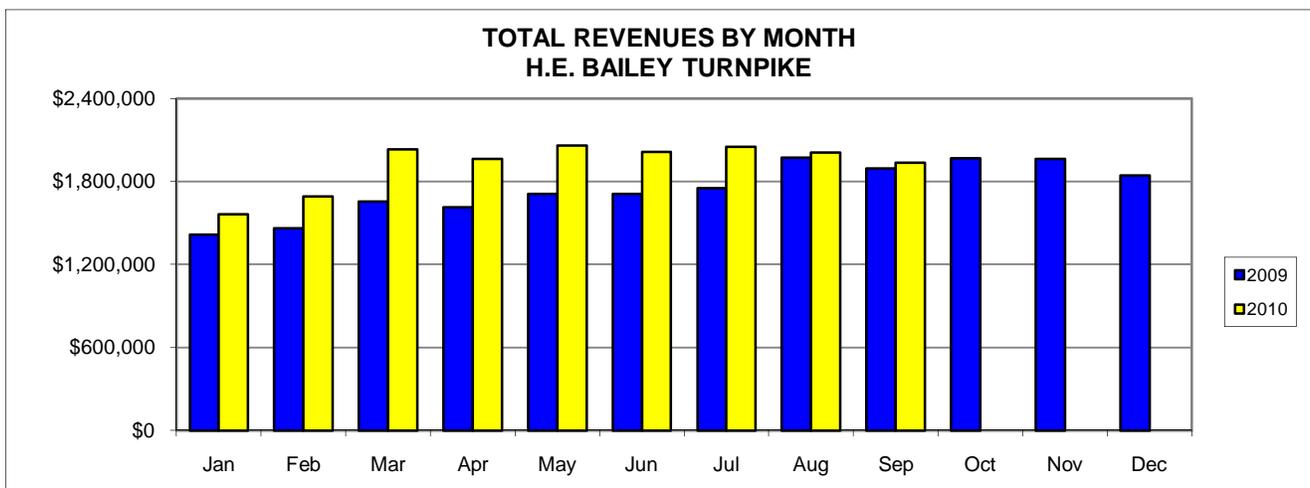
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2010			
Two Axle Vehicles	\$ 5,087,433	141,378,843	3,145,891
Three Axle Vehicles	194,893	2,961,203	54,484
Four Axle Vehicles	427,536	4,375,172	70,663
Five Axle Vehicles	7,151,266	43,721,476	624,133
Six Axles Vehicles	176,552	942,683	14,709
Total	<u>\$ 13,037,680</u>	<u>193,379,377</u>	<u>3,909,880</u>
Concession Revenue	33,862		
Total Revenue	<u><u>\$ 13,071,542</u></u>		
% Increase from prior year quarte	<u>9.54%</u>		

Quarter ended September 2009			
Two Axle Vehicles	\$ 4,757,220	145,432,994	3,097,786
Three Axle Vehicles	185,112	2,967,179	52,503
Four Axle Vehicles	422,523	4,515,738	70,364
Five Axle Vehicles	6,347,740	41,210,742	583,122
Six Axles Vehicles	187,519	1,028,902	14,176
Total	<u>\$ 11,900,114</u>	<u>195,155,555</u>	<u>3,817,951</u>
Concession Revenue	32,619		
Total Revenue	<u><u>\$ 11,932,733</u></u>		



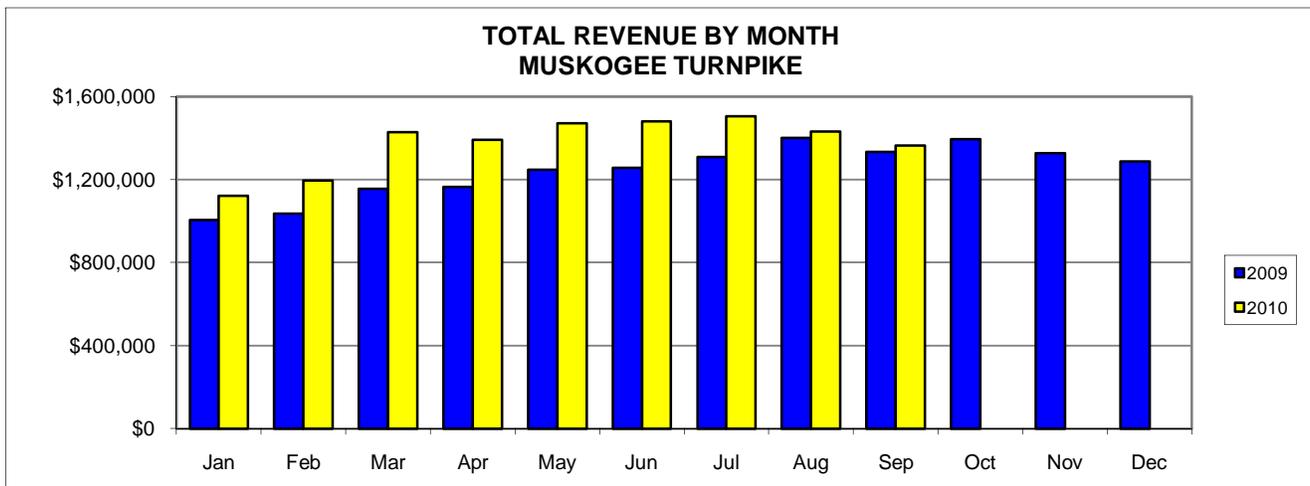
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
H. E. BAILEY TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 4,583,611	89,822,197	4,159,144
Three Axle Vehicles	124,858	1,854,512	74,219
Four Axle Vehicles	159,888	1,581,730	66,418
Five Axle Vehicles	1,024,101	6,700,371	257,037
Six Axles Vehicles	31,205	173,276	7,418
Total	\$ 5,923,663	100,132,086	4,564,236
Concession Revenue	45,039		
Total Revenue	\$ 5,968,702		
% Increase from prior year quarte	<u>6.21%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 4,284,469	88,558,427	4,080,294
Three Axle Vehicles	119,712	1,809,870	72,258
Four Axle Vehicles	150,077	1,556,732	64,474
Five Axle Vehicles	960,985	6,545,750	250,539
Six Axles Vehicles	27,091	159,874	6,225
Total	\$ 5,542,334	98,630,653	4,473,790
Concession Revenue	77,396		
Total Revenue	\$ 5,619,730		



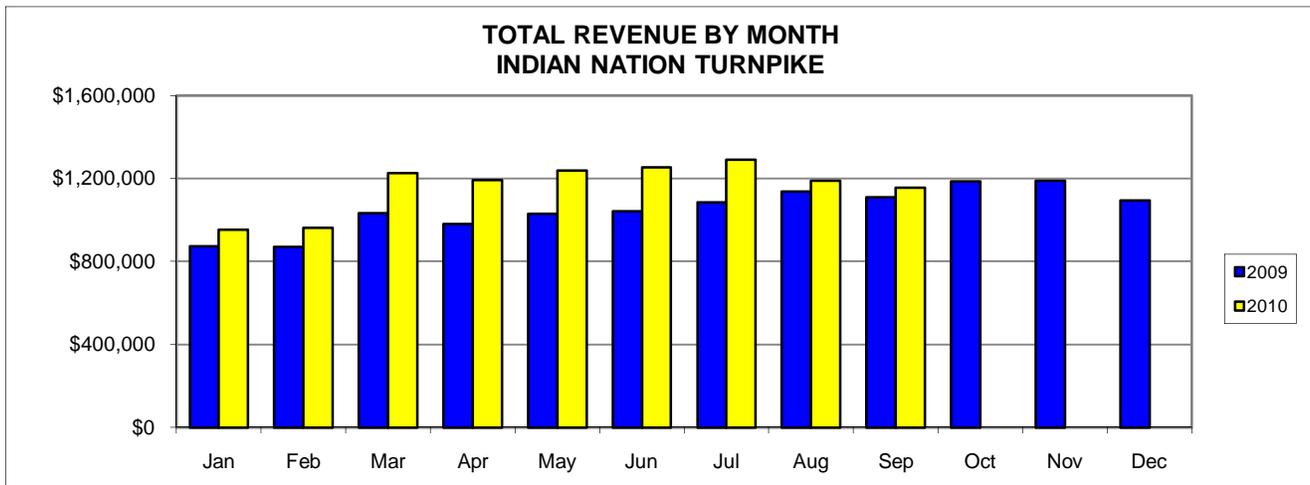
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
MUSKOGEE TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 3,134,682	63,118,806	2,550,438
Three Axle Vehicles	73,517	987,549	39,779
Four Axle Vehicles	104,021	1,001,781	41,815
Five Axle Vehicles	920,514	5,513,599	221,309
Six Axles Vehicles	26,213	143,138	5,678
Total	\$ 4,258,947	70,764,873	2,859,019
Concession Revenue	23,143		
Total Revenue	\$ 4,282,090		
% Increase from prior year quarte	<u>5.84%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 2,954,964	62,807,870	2,541,670
Three Axle Vehicles	66,300	929,001	38,519
Four Axle Vehicles	101,122	1,035,780	43,517
Five Axle Vehicles	853,255	5,386,899	214,990
Six Axles Vehicles	23,440	133,977	5,579
Total	\$ 3,999,081	70,293,527	2,844,275
Concession Revenue	46,733		
Total Revenue	\$ 4,045,814		



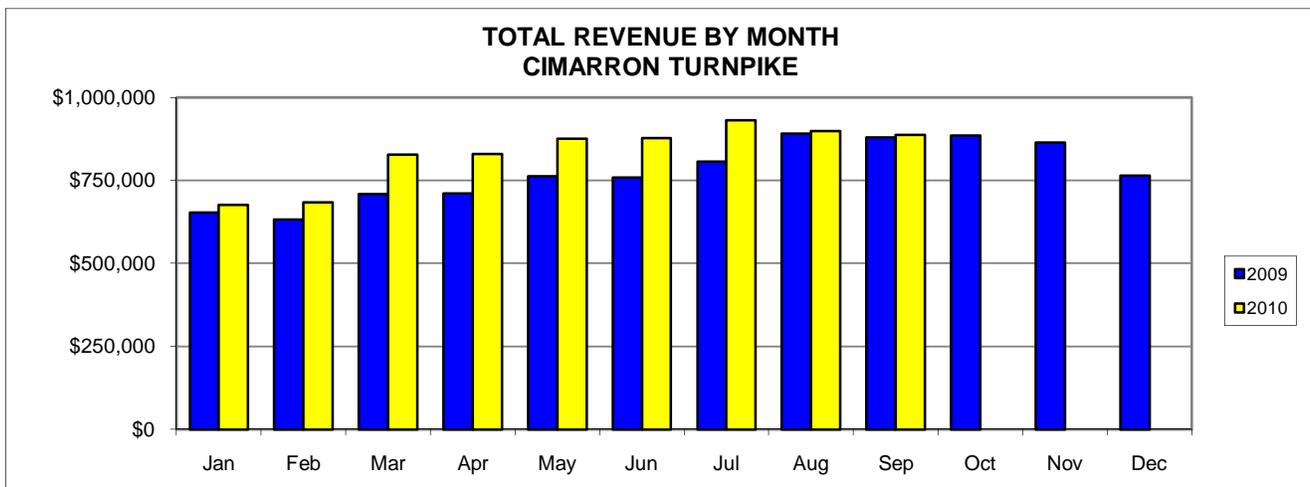
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
INDIAN NATION TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 2,027,513	42,241,998	1,308,177
Three Axle Vehicles	59,965	1,044,917	33,055
Four Axle Vehicles	157,897	1,653,432	52,655
Five Axle Vehicles	1,288,716	7,894,021	239,538
Six Axles Vehicles	28,840	148,105	4,531
Total	\$ 3,562,931	52,982,473	1,637,956
Concession Revenue	53,962		
Total Revenue	\$ 3,616,893		
% Increase from prior year quarter	9.15%		
Quarter ended September 2009			
Two Axle Vehicles	\$ 1,870,330	41,689,533	1,300,566
Three Axle Vehicles	61,998	1,140,229	35,133
Four Axle Vehicles	145,447	1,591,890	50,720
Five Axle Vehicles	1,143,553	7,367,876	219,567
Six Axles Vehicles	37,938	204,141	6,194
Total	\$ 3,259,266	51,993,669	1,612,180
Concession Revenue	54,311		
Total Revenue	\$ 3,313,577		



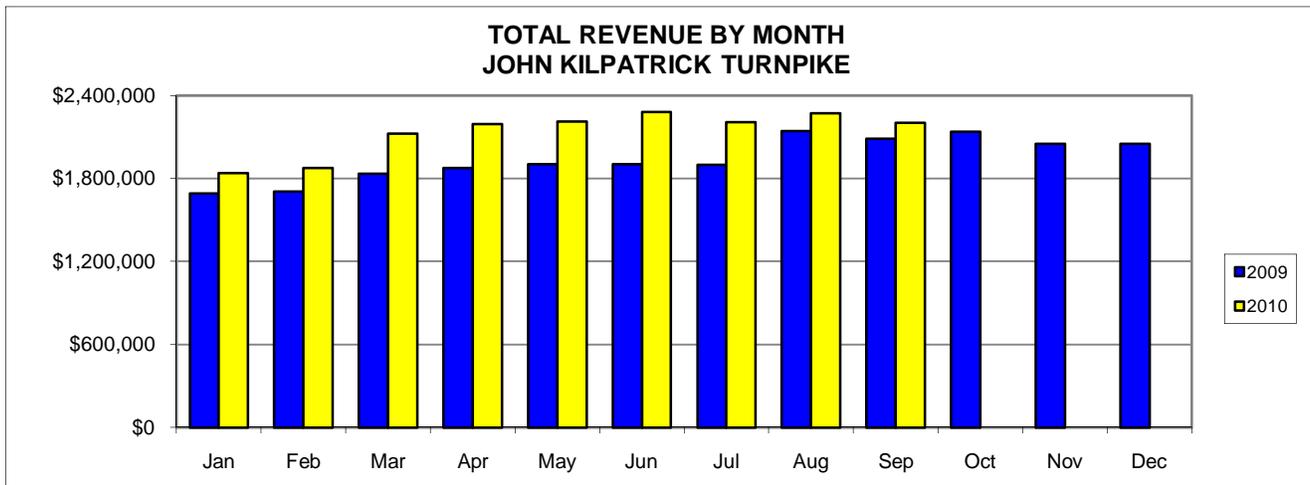
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CIMARRON TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 1,588,498	33,887,862	1,590,741
Three Axle Vehicles	49,498	769,241	32,724
Four Axle Vehicles	100,732	974,643	39,332
Five Axle Vehicles	914,075	4,953,312	187,468
Six Axles Vehicles	19,849	90,689	3,779
Total	\$ 2,672,652	40,675,747	1,854,044
Concession Revenue	37,044		
Total Revenue	\$ 2,709,696		
% Increase from prior year quarte	<u>4.81%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 1,502,186	35,491,987	1,657,723
Three Axle Vehicles	47,712	795,125	33,022
Four Axle Vehicles	97,877	981,445	39,876
Five Axle Vehicles	881,906	5,005,207	188,984
Six Axles Vehicles	17,649	84,977	3,375
Total	\$ 2,547,330	42,358,741	1,922,980
Concession Revenue	38,006		
Total Revenue	\$ 2,585,336		



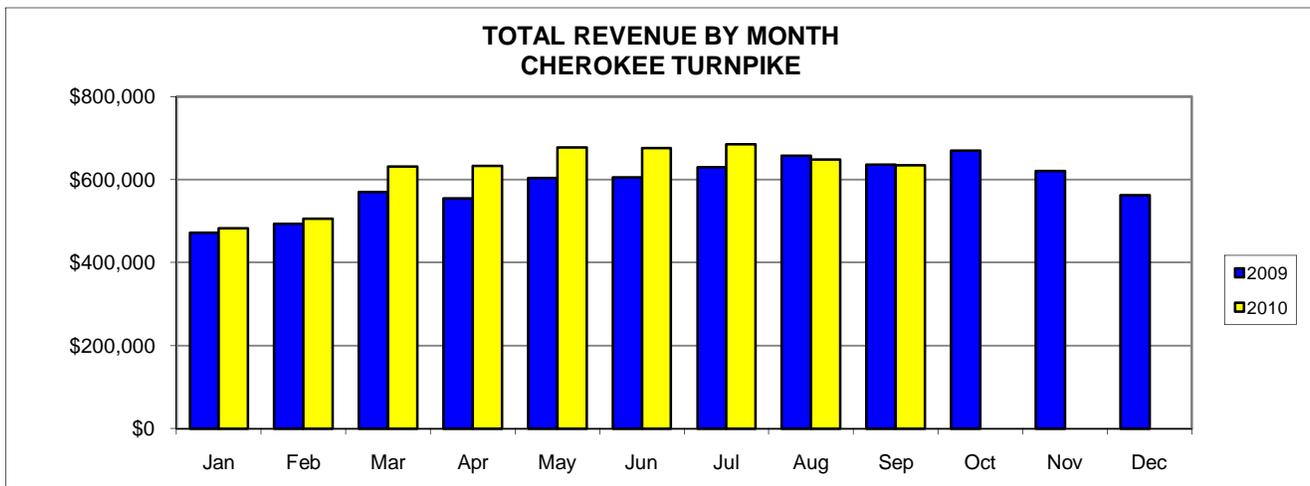
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
JOHN KILPATRICK TURNPIKE**

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 6,108,680	63,533,386	9,143,854
Three Axle Vehicles	60,365	478,644	55,713
Four Axle Vehicles	78,601	450,841	47,218
Five Axle Vehicles	402,994	1,395,182	106,793
Six Axles Vehicles	29,803	80,366	7,423
Total	\$ 6,680,443	65,938,419	9,361,001
Concession Revenue	0		
Total Revenue	\$ 6,680,443		
% Increase from prior year quarte	<u>8.99%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 5,608,063	62,727,310	8,944,202
Three Axle Vehicles	57,057	481,977	59,205
Four Axle Vehicles	72,717	443,022	46,049
Five Axle Vehicles	351,132	1,290,771	97,910
Six Axles Vehicles	40,174	124,150	9,504
Total	\$ 6,129,143	65,067,230	9,156,870
Concession Revenue	0		
Total Revenue	\$ 6,129,143		



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

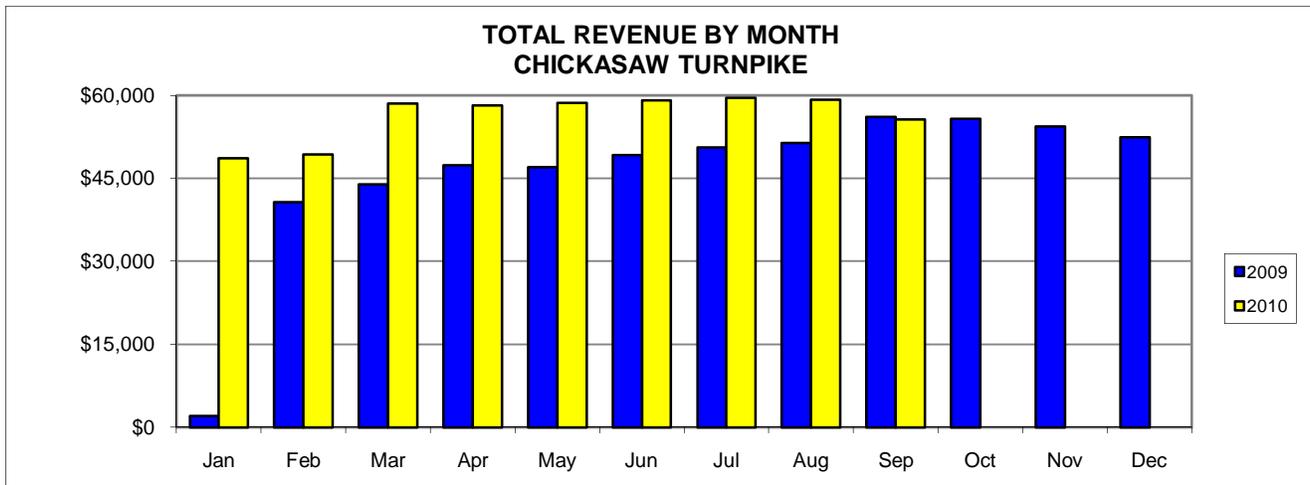
Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 1,315,537	19,884,476	967,261
Three Axle Vehicles	36,137	356,071	18,007
Four Axle Vehicles	53,644	365,132	12,912
Five Axle Vehicles	539,665	2,194,681	74,621
Six Axles Vehicles	7,973	27,697	1,029
Total	\$ 1,952,956	22,828,057	1,073,830
Concession Revenue	15,000		
Total Revenue	\$ 1,967,956		
% Increase from prior year quarter	<u>2.30%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 1,280,218	20,371,866	969,534
Three Axle Vehicles	35,842	367,447	17,401
Four Axle Vehicles	53,295	377,834	13,317
Five Axle Vehicles	532,176	2,282,835	77,095
Six Axles Vehicles	7,228	25,798	1,033
Total	\$ 1,908,759	23,425,780	1,078,380
Concession Revenue	15,000		
Total Revenue	\$ 1,923,759		



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

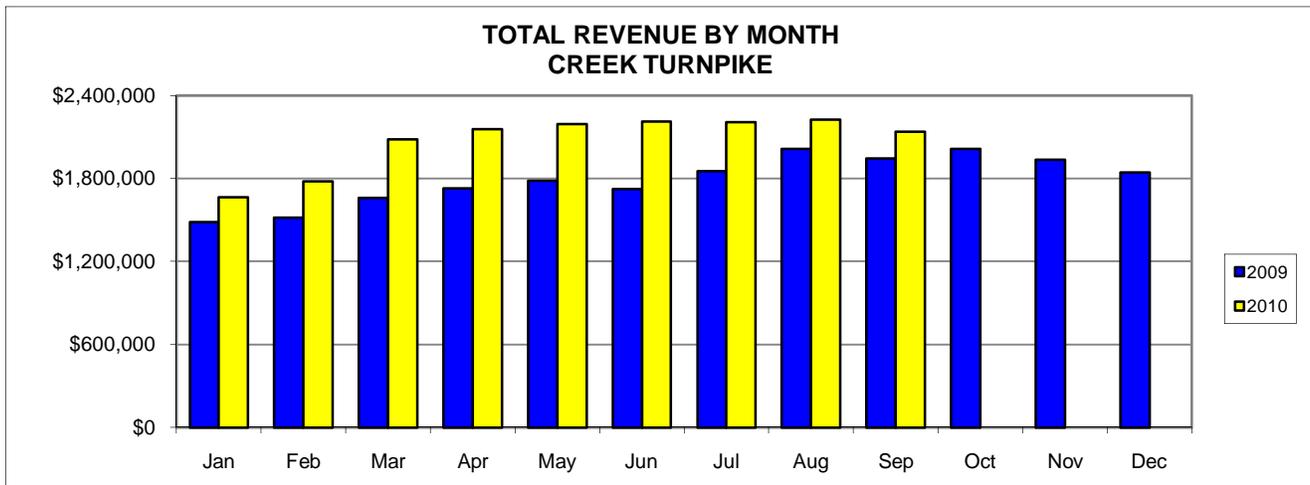
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2010			
Two Axle Vehicles	\$ 110,692	3,356,647	196,410
Three Axle Vehicles	21,701	468,317	27,403
Four Axle Vehicles	5,292	59,524	3,483
Five Axle Vehicles	35,564	317,242	18,563
Six Axles Vehicles	1,185	10,031	587
Total	<u>\$ 174,434</u>	<u>4,211,761</u>	<u>246,446</u>
Concession Revenue	0		
Total Revenue	<u><u>\$ 174,434</u></u>		
 % Increase from prior year quarte	 <u>6.84%</u>		

Quarter ended September 2009			
Two Axle Vehicles	\$ 106,044	3,336,942	195,257
Three Axle Vehicles	16,507	354,959	20,770
Four Axle Vehicles	5,167	60,328	3,530
Five Axle Vehicles	34,838	324,163	18,968
Six Axles Vehicles	704	6,324	370
Total	<u>\$ 163,260</u>	<u>4,082,716</u>	<u>238,895</u>
Concession Revenue	0		
Total Revenue	<u><u>\$ 163,260</u></u>		



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

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended September 2010			
Two Axle Vehicles	\$ 5,873,384	67,855,380	9,844,317
Three Axle Vehicles	84,213	707,028	85,546
Four Axle Vehicles	68,124	471,300	51,645
Five Axle Vehicles	517,003	2,014,415	197,772
Six Axles Vehicles	28,432	96,534	9,617
Total	\$ 6,571,156	71,144,657	10,188,897
Concession Revenue	0		
Total Revenue	\$ 6,571,156		
% Increase from prior year quarter	<u>13.11%</u>		
Quarter ended September 2009			
Two Axle Vehicles	\$ 5,289,792	63,864,796	9,365,179
Three Axle Vehicles	72,315	629,303	80,808
Four Axle Vehicles	61,415	427,880	48,385
Five Axle Vehicles	369,094	1,493,980	159,325
Six Axles Vehicles	16,944	56,862	5,787
Total	\$ 5,809,560	66,472,821	9,659,484
Concession Revenue	0		
Total Revenue	\$ 5,809,560		



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

Description	Interest Rate		Purchase Date	Maturity Date	Cost	Fair Value
Unrestricted:						
General Fund:						
Cavanal Hill U.S. Treasury	0.010	%	9/30/2010	Demand	\$ 2,076,282	\$ 2,076,282
Invesco AIM TST Prem-Inst	0.090		9/30/2010	Demand	57,647,673	57,647,673
Invesco AIM Govt & Agency	0.020		9/30/2010	Demand	3,998,838	3,998,838
FHLB	0.750		3/29/2010	12/28/2012	2,997,000	3,002,820
FHLB	1.700		3/26/2010	3/26/2014	997,750	1,021,875
FHLB	1.500		5/26/2010	11/26/2014	4,997,500	5,010,175
FHLB	2.000		4/22/2010	4/22/2015	497,250	500,470
FHLB	3.125		7/12/2010	7/12/2017	1,500,000	1,526,018
FHLB	3.000		4/15/2010	10/15/2018	5,000,000	5,080,475
FHLB	2.250		8/19/2010	11/19/2018	1,493,250	1,504,688
FHLB	4.500		8/6/2009	8/6/2019	1,000,000	1,059,530
FHLB	4.500		1/21/2010	1/21/2020	500,000	506,250
FHLB	3.850		7/13/2010	7/13/2020	1,500,000	1,534,455
FHLB	1.000		9/16/2010	9/16/2020	1,995,000	2,008,129
FHLB	2.000		9/23/2010	9/23/2020	2,000,000	1,999,600
U.S. Treasury Notes	5.000		6/11/2007	2/15/2011	2,999,297	3,053,790
U.S. Treasury Notes	4.125		7/28/2008	8/31/2012	3,100,664	3,213,630
U.S. Treasury Notes	3.875		7/10/2008	10/31/2012	2,899,859	3,002,118
U.S. Treasury SLGS	0.000		11/30/1990	2/21/2021	27,300	27,300
					<u>97,227,663</u>	<u>97,774,116</u>
Revenue Fund:						
Invesco AIM TST Prem-Inst	0.090		9/30/2010	Demand	14,239,881	14,239,881
Invesco AIM Govt & Agency	0.020		9/30/2010	Demand	1,029,363	1,029,363
					<u>15,269,244</u>	<u>15,269,244</u>
Total unrestricted cash equivalents & investments					<u>\$ 112,496,907</u>	<u>\$ 113,043,360</u>

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

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Restricted:					
Reserve Maintenance Fund:					
Invesco AIM TST Prem	0.090 %	9/30/2010	Demand	\$ 16,773,284	\$ 16,773,284
Invesco AIM Govt & Agency	0.020	9/30/2010	Demand	\$ 1,044,625	\$ 1,044,625
FHLB	0.750	3/29/2010	12/28/2012	2,997,000	3,002,820
FHLB	1.000	3/22/2010	3/22/2013	3,000,000	3,007,035
FHLB	0.600	7/12/2010	4/12/2013	2,750,000	2,750,853
FHLB	1.500	5/26/2010	11/26/2014	4,997,500	5,010,174
U.S. Treasury Notes	0.875	8/18/2009	3/31/2011	500,449	501,718
U.S. Treasury Notes	1.125	11/25/2009	1/15/2012	2,012,656	2,020,940
				<u>34,075,514</u>	<u>34,111,449</u>
Revenue Bond Reserve Accounts:					
Invesco AIM TST Prem-Inst	0.090	9/30/2010	Demand	3,581,110	3,581,110
Compass Bank CD	0.336	9/8/2010	12/1/2010	35,000,000	35,000,000
FHLB	1.700	3/26/2010	3/26/2014	498,875	510,936
FHLB	2.000	4/22/2010	4/22/2015	298,350	300,282
FHLB	3.125	7/12/2010	7/12/2017	500,000	508,673
FHLB	3.000	4/15/2010	10/15/2018	500,000	508,048
FHLB	4.480	1/14/2010	1/14/2020	200,000	202,407
FHLB	4.500	1/21/2010	1/21/2020	500,000	506,250
FHLB	4.050	7/13/2010	7/13/2020	500,000	511,486
FHLB	2.000	9/23/2010	9/23/2020	1,000,000	999,800
JP Morgan Chase Repo	5.991	5/23/2002	1/1/2022	50,936,450	50,936,450
				<u>93,514,785</u>	<u>93,565,442</u>
2002 A&B Bond Service Accounts:					
Caval Hill U.S. Treasury	0.010	9/30/2010	Demand	19,320	19,320
U.S. Treasury Bills	-	Various	12/16/2010	24,223,538	24,228,171
				<u>24,242,858</u>	<u>24,247,491</u>
2006 Fixed Rate Debt Service Accounts:					
Caval Hill U.S. Treasury	0.010	9/30/2010	Demand	6,835	6,835
U.S. Treasury Bills	-	Various	12/16/2010	17,784,345	17,805,365
				<u>17,791,180</u>	<u>17,812,200</u>
2006 Variable Rate Debt Service Accounts:					
Caval Hill U.S. Treasury	0.010	9/30/2010	Demand	1,706,964	1,706,964
				<u>1,706,964</u>	<u>1,706,964</u>
2007 Bond Service Accounts:					
Caval Hill U.S. Treasury	0.010	9/30/2010	Demand	8,940	8,940
U.S. Treasury Bills	-	Various	12/16/2010	594,549	594,851
				<u>603,489</u>	<u>603,791</u>
Turnpike Trust Fund:					
Caval Hill U.S. Treasury	0.010	9/30/2010	Demand	14,754,360	14,754,360
U.S. Treasury Notes	5.000	Various	2/15/2011	2,518,656	2,544,825
U.S. Treasury Notes	4.500	8/13/2008	2/28/2011	3,139,922	3,054,015
U.S. Treasury Notes	1.125	7/17/2009	6/30/2011	4,011,563	4,026,880
U.S. Treasury Notes	0.750	11/30/2009	11/30/2011	2,000,703	2,010,390
U.S. Treasury Notes	1.125	7/17/2009	1/15/2012	4,992,266	5,052,350
U.S. Treasury Notes	0.875	3/18/2010	2/29/2012	5,017,382	5,094,525
U.S. Treasury Notes	1.375	3/18/2010	10/15/2012	4,996,094	5,038,875
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	2,067,109	2,142,420
				<u>43,498,055</u>	<u>43,718,640</u>

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

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Prepaid PIKEPASS Fund:					
BOK Short-Term Cash Fund I	0.100 %	9/30/2010	Demand	\$ 3,624,726	\$ 3,624,726
FHLB	1.700	3/26/2010	3/26/2014	498,875	510,938
FHLB	2.000	4/22/2010	4/22/2015	198,900	200,188
FHLB	3.000	4/15/2010	10/15/2018	500,000	508,048
FHLB	4.500	8/6/2009	8/6/2019	1,000,000	1,059,530
FHLB	4.480	1/14/2010	1/14/2020	100,000	101,204
FHLB	4.500	1/21/2010	1/21/2020	200,000	202,500
FHLB	2.000	9/23/2010	9/23/2020	1,000,000	999,800
FHLB	3.000	6/30/2010	6/30/2025	199,700	202,781
FHLMC	4.000	12/9/2009	12/15/2024	100,000	100,740
FNMA	2.000	6/29/2010	12/29/2017	199,300	200,750
FNMA	2.000	5/12/2010	5/12/2020	99,900	100,125
FNMA	3.250	6/30/2010	6/30/2020	199,500	201,407
FNMA	2.000	9/30/2010	9/30/2020	499,000	500,860
FNMA	2.000	9/30/2010	9/30/2020	500,000	500,078
U.S. Treasury Notes	4.875	2/10/2006	2/15/2012	1,009,248	1,062,425
U.S. Treasury Notes	4.125	7/28/2008	8/31/2012	775,165	803,408
Vanguard 500 Index Trust (open-end mutual fund)	-	Various	Demand	4,016,421	3,693,623
Ishares MSCI Emerging Mkts (closed-end equity fund)	-	9/29/2010	Demand	149,904	152,218
Ishares Morgan Stanley Capitol International Europe Asia Far East Index (closed-end equity fund)	-	Various	Demand	559,810	576,660
Ishares RSSL MIDCAP Index (closed-end equity fund)	-	10/22/2007	Demand	193,463	158,148
Ishares Russell 2000 Index (closed-end equity fund)	-	Various	Demand	181,357	202,500
Ishares S&P MIDCAP 4000 (closed-end equity fund)	-	10/22/2007	Demand	270,420	240,240
Ishares S&P Smallcap 600 (closed-end equity fund)	-	Various	Demand	288,310	324,995
S&P 500 Depository Receipts (closed-end equity fund)	-	Various	Demand	1,674,804	1,597,821
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
Woodlands Comm'L Bk UT CD	0.800	9/30/2010	3/2/2011	200,000	200,000
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
				18,734,803	18,521,713
Total restricted cash equivalents & investments				234,167,648	234,287,690
Cash balance (unrestricted & restricted)				-	(4,361,188)
Total Cash, Cash Equivalents and Investments				\$ 346,664,555	\$ 342,969,862

**OKLAHOMA TURNPIKE AUTHORITY
SCHEDULE OF INDEBTEDNESS ISSUED, RETIRED, DEFEASED AND OUTSTANDING
AS OF SEPTEMBER 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	-	-	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 SEPTEMBER 30, 2010**

DATE	DESCRIPTION	PROCEEDS
3RD QTR	09/30/10	Total Sale of Surplus Property & Insurance Proceeds
		\$638,015
		Total
		\$638,015

* 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 reserve requirement previously provided by surety bonds from Financial Guaranty Insurance Company.