

**OKLAHOMA TURNPIKE AUTHORITY
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September 30, 2013**

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Prepared by the Controller Division

PRELIMINARY AND UNAUDITED

Oklahoma Turnpike Authority
Statements of Net Position
September 30, 2013 and 2012

	<u>2013</u>	<u>2012</u>
ASSETS		
Current assets:		
Cash and cash equivalents-unrestricted	\$ 38,374,844	\$ 19,243,673
Investments-unrestricted	43,432,347	38,921,120
Cash and cash equivalents - restricted	56,556,241	167,666,289
Investments-restricted	86,382,725	94,110,271
Accounts receivable	4,948,712	2,760,431
Accrued interest receivable-unrestricted	167,039	237,035
Accrued interest receivable-restricted	1,066,612	1,010,085
Tag inventory	3,642,241	2,994,312
Materials inventory	3,036,663	3,214,913
Prepaid expenses	2,912	1,153
Total current assets	<u>237,610,336</u>	<u>330,159,282</u>
Noncurrent assets:		
Cash and cash equivalents - restricted	29,062,588	38,874,771
Investments-restricted	115,277,822	105,421,113
Total noncurrent cash, cash equivalents and investments	<u>144,340,410</u>	<u>144,295,884</u>
Capital assets:		
Depreciable, net	834,925,745	843,241,205
Land	163,316,712	162,950,843
Construction work in progress	191,268,992	102,973,905
Net capital assets	<u>1,189,511,449</u>	<u>1,109,165,953</u>
Revenue bond issuance costs (net of accumulated amortization of \$315,439 and \$270,297 in 2013 and 2012, respectively)	88,901	134,044
Total noncurrent assets	<u>1,333,940,760</u>	<u>1,253,595,881</u>
Total assets	<u>1,571,551,096</u>	<u>1,583,755,163</u>
DEFERRED OUTFLOW OF RESOURCES		
Unamortized net deferred debit on refunding	75,087,714	81,125,780
Accumulated change in fair value of hedging derivative	56,642,100	83,889,433
Total deferred outflows of resources	<u>131,729,814</u>	<u>165,015,213</u>
LIABILITIES		
Current liabilities:		
Accounts payable and accrued expenses	9,216,279	10,902,874
Payable from restricted assets:		
Accounts payable and accrued expenses payable	10,374	13,461
Accrued interest payable	9,532,441	9,810,029
Unearned revenue	24,298,342	23,197,905
Arbitrage rebate payable to U.S. Treasury	87,446	20,695
Current portion of long-term debt	69,264,991	76,799,991
Total current liabilities	<u>112,409,873</u>	<u>120,744,955</u>
Noncurrent liabilities:		
Accounts payable and accrued expenses	1,358,346	1,392,427
Long-term debt, net of unamortized net premiums of \$70,630,618 and \$75,479,375 in 2013 and 2012, respectively	1,056,805,627	1,111,429,384
Payable to Department of Transportation	52,593,453	52,352,871
Derivative instrument liability	56,642,100	83,889,433
Total noncurrent liabilities	<u>1,167,399,526</u>	<u>1,249,064,115</u>
Total liabilities	<u>1,279,809,399</u>	<u>1,369,809,070</u>
NET POSITION		
Net investment in capital assets	167,156,812	158,728,411
Restricted for debt service	118,461,729	110,235,626
Restricted for reserve maintenance	55,154,335	53,540,812
Unrestricted	82,698,635	56,456,457
Total net position	<u>\$ 423,471,511</u>	<u>\$ 378,961,306</u>

**Oklahoma Turnpike Authority
Schedule of Deposits and Withdrawals
For the Quarter Ending September 30, 2013**

Account	Beginning Book Balance	Receipts or Deposits	Withdrawals or Payments	Ending Book Balance
2006 Fixed rate debt service accounts	\$ 9,970,189	10,352,138	5,751,519	\$ 14,570,808
2006 Variable rate debt service accounts	1,003,134	9,629,678	9,629,678	1,003,134
2007 Debt service accounts	2,810,442	3,657,726	3,100,301	3,367,867
2011 Debt service accounts	28,750,627	44,156,768	45,191,089	27,716,306
Revenue bond reserve account	98,577,488	46,308,211	45,006,923	99,878,776
Revenue fund	16,737,826	105,025,186	104,304,366	17,458,646
Reserve maintenance fund	71,040,046	142,694,868	160,579,403	53,155,511
General fund	41,266,305	60,946,165	37,863,925	64,348,545
Motor fuel tax trust fund	44,409,953	26,783,492	26,731,811	44,461,634
2011B Construction fund	40,689,783	23,666,225	47,085,922	17,270,086
PIKEPASS account	25,961,258	38,084,220	38,190,224	25,855,254
Total	<u>\$ 381,217,051</u>			<u>\$ 369,086,567</u>
				Cash & Cash Equivalents-unrestricted \$ 38,374,844
				Investments-unrestricted 43,432,347
				Cash & Cash Equivalents-restricted 85,618,829
				Investments-restricted 201,660,547
			Total	<u>\$ 369,086,567</u>

PRELIMINARY AND UNAUDITED

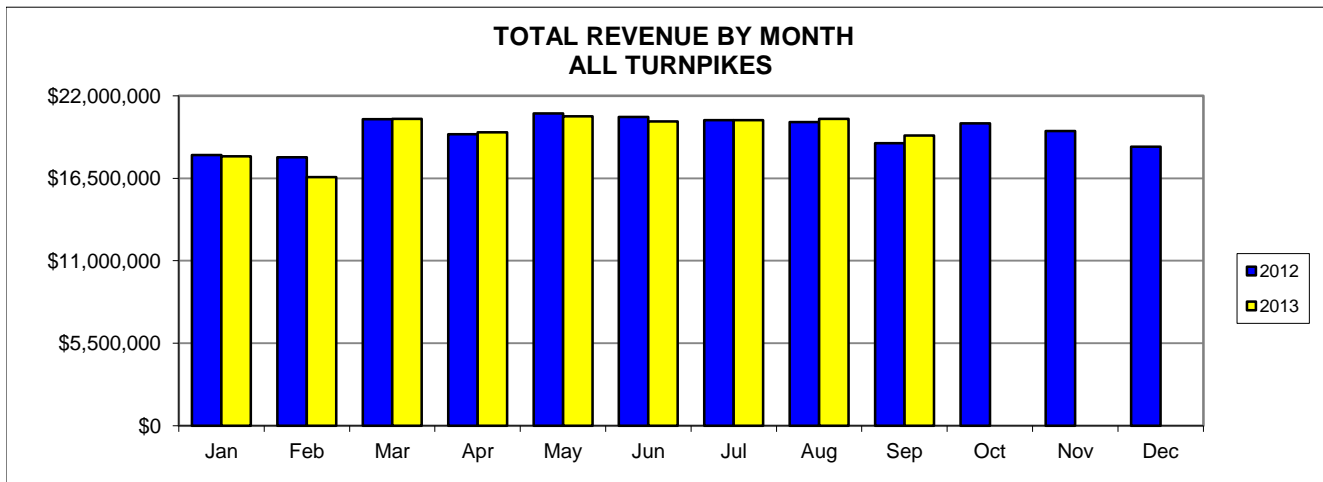
Oklahoma Turnpike Authority
Statements of Revenues, Expenses and Changes in Net Position
For the Quarters Ended and Year to Date September 30, 2013 and 2012

	2013 Current Quarter	2012 Current Quarter	2013 Year to Date	2012 Year to Date
Operating revenues:				
Tolls	\$ 59,893,183	\$ 59,118,708	\$ 174,383,988	\$ 175,422,629
Concessions	298,039	331,569	1,285,026	1,246,539
Total operating revenues	60,191,222	59,450,277	175,669,014	176,669,168
Operating expenses:				
Toll Operations	5,002,057	4,665,718	14,317,048	14,054,958
Turnpike Maintenance	5,403,217	4,810,228	16,078,731	13,525,342
Engineering	1,086,099	719,179	2,970,643	2,755,067
Highway Patrol	3,495,739	3,470,223	10,176,032	10,332,836
PIKEPASS Customer Service	3,080,523	4,511,046	9,250,122	12,889,590
General Administration	515,445	373,412	1,633,659	1,448,343
Information Technology	1,313,683	908,612	3,463,736	3,056,856
Controller	239,480	217,886	719,600	649,896
Finance and Revenue	390,636	510,358	658,788	882,495
Executive	448,028	348,192	1,409,783	1,200,135
Authority	905	3,922	4,800	6,731
Total operating expenses before depreciation and amortization	20,975,812	20,538,776	60,682,942	60,802,249
Operating income before depreciation and amortization	39,215,410	38,911,501	114,986,072	115,866,919
Depreciation and amortization	(19,418,536)	(19,880,553)	(57,746,313)	(60,210,401)
Operating income	19,796,874	19,030,948	57,239,759	55,656,518
Non-operating revenues (expenses):				
Interest earned on investments	1,143,759	1,195,395	3,322,015	3,784,035
Net increase (decrease) in fair value of investments	25,403	320,960	(533,644)	115,630
Interest expense on revenue bonds outstanding	(10,405,219)	(10,916,506)	(31,260,144)	(32,835,158)
Other	(43,187)	666,953	2,285,512	654,777
Net non-operating expenses	(9,279,244)	(8,733,198)	(26,186,261)	(28,280,716)
Change in net position	10,517,630	10,297,750	31,053,498	27,375,802
Total net position, beginning of the quarter *	412,953,881	368,663,556	392,418,013	351,585,504
Total net position, end of the quarter	\$ 423,471,511	\$ 378,961,306	\$ 423,471,511	\$ 378,961,306
Other relevant data:				
Motor fuel tax received	\$ 10,924,034	\$ 10,932,571	\$ 30,899,863	\$ 30,960,499
Reserve maintenance deposits made	10,396,500	9,673,500	31,188,500	29,020,500
Debt interest deposits (net of interest earned on debt service accounts)	11,768,567	12,267,804	35,550,972	37,348,703
Debt principal deposits (net of interest earned on debt service accounts)	12,443,704	12,327,490	37,301,224	36,968,040
		Required Coverage Ratio	Actual Coverage Ratio	Actual Coverage Ratio
Senior Debt Service Coverage Ratio		120%	218%	215%
Total Debt Service Coverage Ratio		100%	119%	122%

* Balance has been restated for the implementation of GASB 65, effective January 1, 2012.

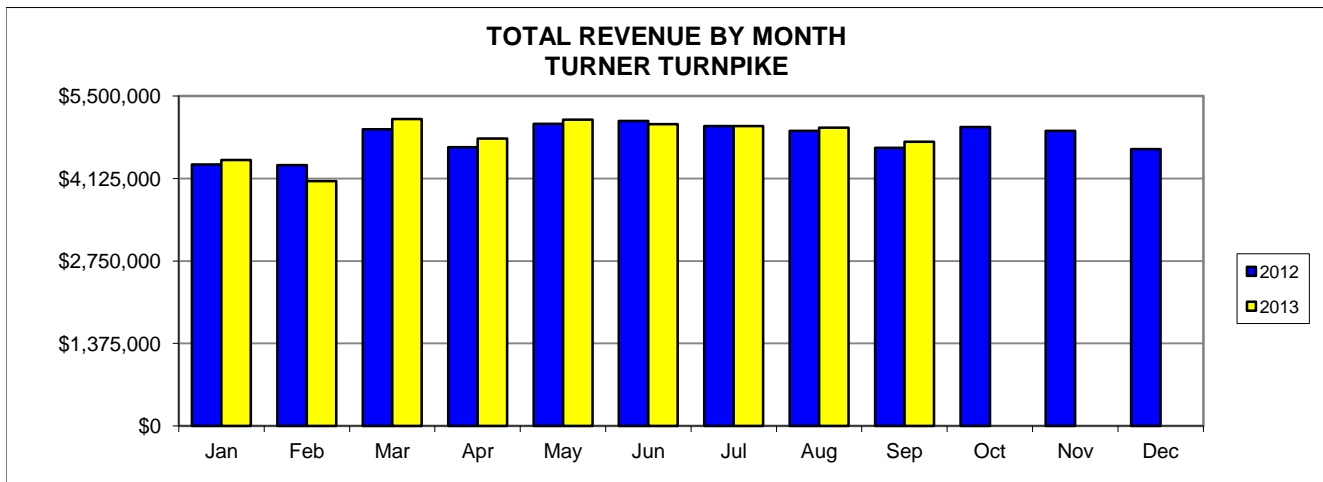
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
TOTAL ALL TURNPIKES**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 37,234,312	675,901,018	36,962,006
Three Axle Vehicles	1,064,148	15,021,363	502,794
Four Axle Vehicles	1,506,474	14,496,178	436,614
Five Axle Vehicles	19,519,185	112,680,437	2,514,950
Six Axles Vehicles	569,064	2,744,224	69,450
Total	\$ 59,893,183	820,843,220	40,485,814
Concession Revenue	298,039		
Total Revenue	\$ 60,191,222		
% Increase from prior year quarter	<u>1.25%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 36,379,099	658,432,584	35,778,566
Three Axle Vehicles	913,323	12,475,969	450,854
Four Axle Vehicles	1,505,568	14,193,854	415,770
Five Axle Vehicles	19,684,590	112,802,159	2,456,521
Six Axles Vehicles	636,128	2,979,243	74,329
Total	\$ 59,118,708	800,883,809	39,176,040
Concession Revenue	331,569		
Total Revenue	\$ 59,450,277		



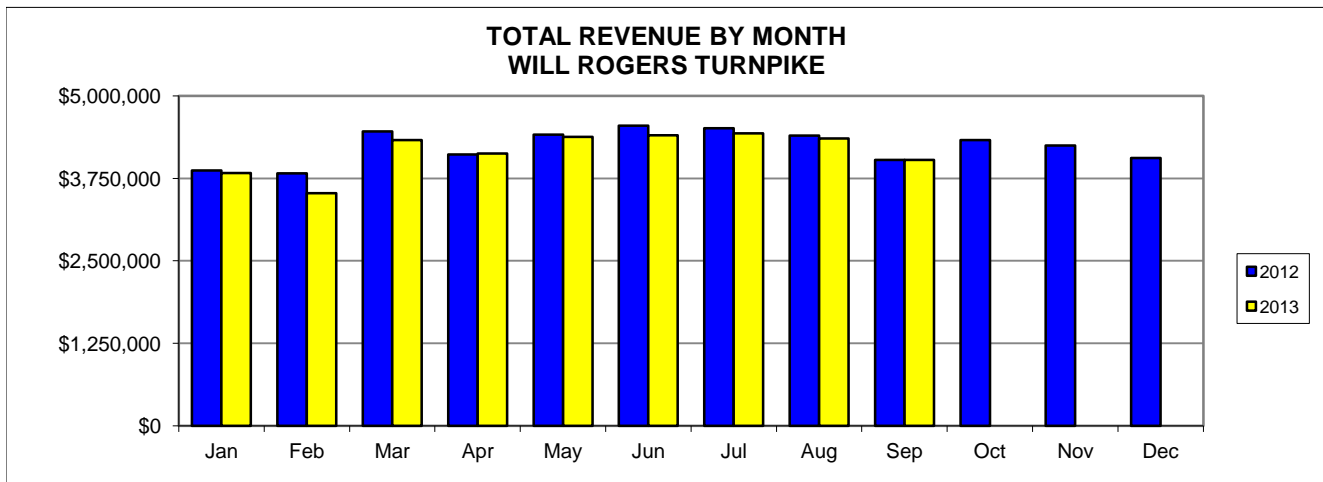
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
TURNER TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 7,378,924	171,283,890	3,684,503
Three Axle Vehicles	355,056	5,167,669	80,592
Four Axle Vehicles	393,534	3,791,558	56,359
Five Axle Vehicles	6,314,072	35,036,777	465,303
Six Axles Vehicles	188,910	872,827	12,065
Total	\$ 14,630,496	216,152,721	4,298,822
Concession Revenue	83,928		
Total Revenue	\$ 14,714,424		
% Increase from prior year quarter	<u>1.08%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 7,249,278	168,411,467	3,591,372
Three Axle Vehicles	202,795	2,846,018	48,385
Four Axle Vehicles	425,009	4,034,798	59,491
Five Axle Vehicles	6,411,836	35,465,159	463,547
Six Axles Vehicles	189,799	877,163	11,745
Total	\$ 14,478,717	211,634,605	4,174,540
Concession Revenue	79,005		
Total Revenue	\$ 14,557,722		



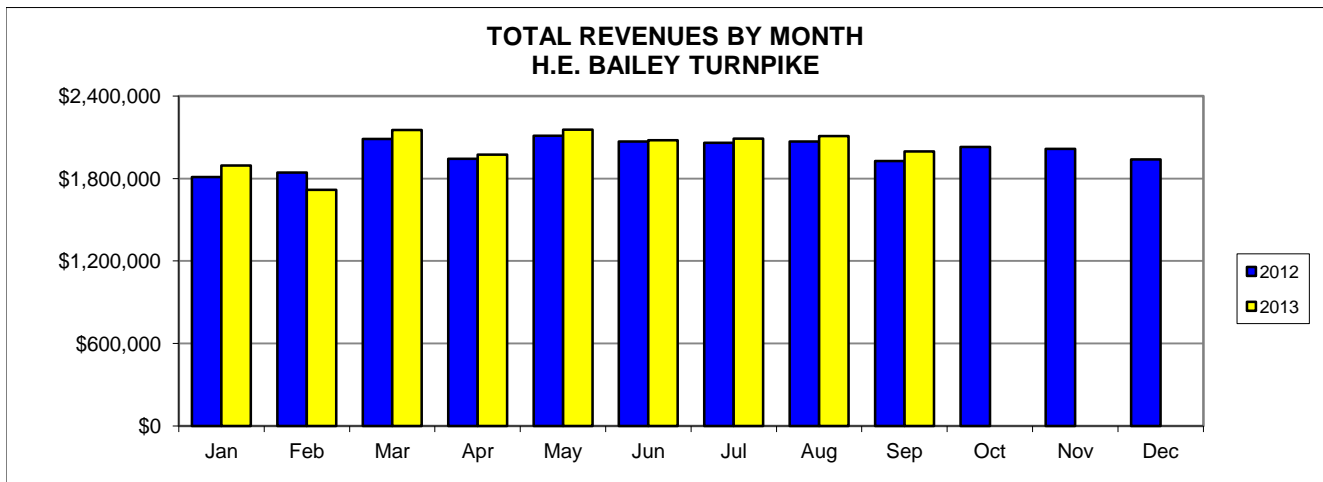
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
WILL ROGERS TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 4,852,497	127,599,561	3,100,592
Three Axle Vehicles	247,044	3,770,054	68,040
Four Axle Vehicles	395,112	4,154,971	67,218
Five Axle Vehicles	7,113,514	43,450,936	628,865
Six Axles Vehicles	211,093	1,042,547	17,291
Total	\$ 12,819,260	180,018,069	3,882,006
Concession Revenue	0		
Total Revenue	\$ 12,819,260		
% Decrease from prior year quarter	(0.94%)		
Quarter ended September 2012			
Two Axle Vehicles	\$ 4,755,756	123,667,594	2,975,395
Three Axle Vehicles	251,632	3,753,127	66,462
Four Axle Vehicles	388,198	3,966,673	63,046
Five Axle Vehicles	7,268,333	44,135,841	626,923
Six Axles Vehicles	257,014	1,258,315	20,095
Total	\$ 12,920,933	176,781,550	3,751,921
Concession Revenue	19,728		
Total Revenue	\$ 12,940,661		



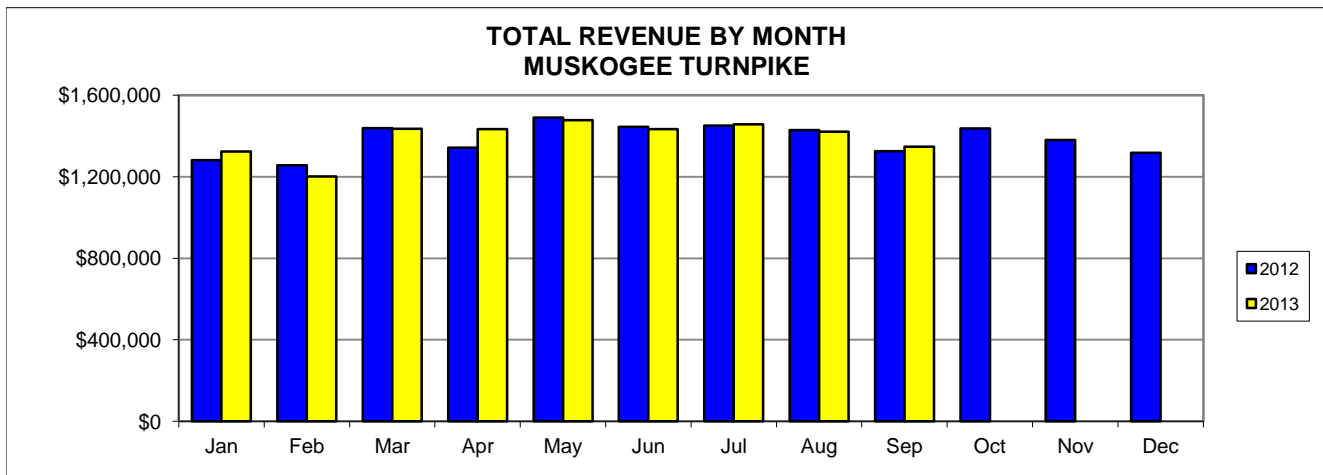
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
H. E. BAILEY TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 4,611,651	89,886,350	4,265,572
Three Axle Vehicles	89,329	1,363,775	56,484
Four Axle Vehicles	159,828	1,597,868	65,405
Five Axle Vehicles	1,221,340	8,127,476	310,529
Six Axles Vehicles	37,786	248,809	10,468
Total	\$ 6,119,934	101,224,278	4,708,458
Concession Revenue	79,730		
Total Revenue	\$ 6,199,664		
% Increase from prior year quarter	<u>2.36%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 4,525,240	87,661,597	4,126,523
Three Axle Vehicles	95,246	1,366,628	54,871
Four Axle Vehicles	157,574	1,519,616	62,205
Five Axle Vehicles	1,157,635	7,542,714	286,158
Six Axles Vehicles	40,560	224,074	9,511
Total	\$ 5,976,255	98,314,629	4,539,268
Concession Revenue	80,282		
Total Revenue	\$ 6,056,537		



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

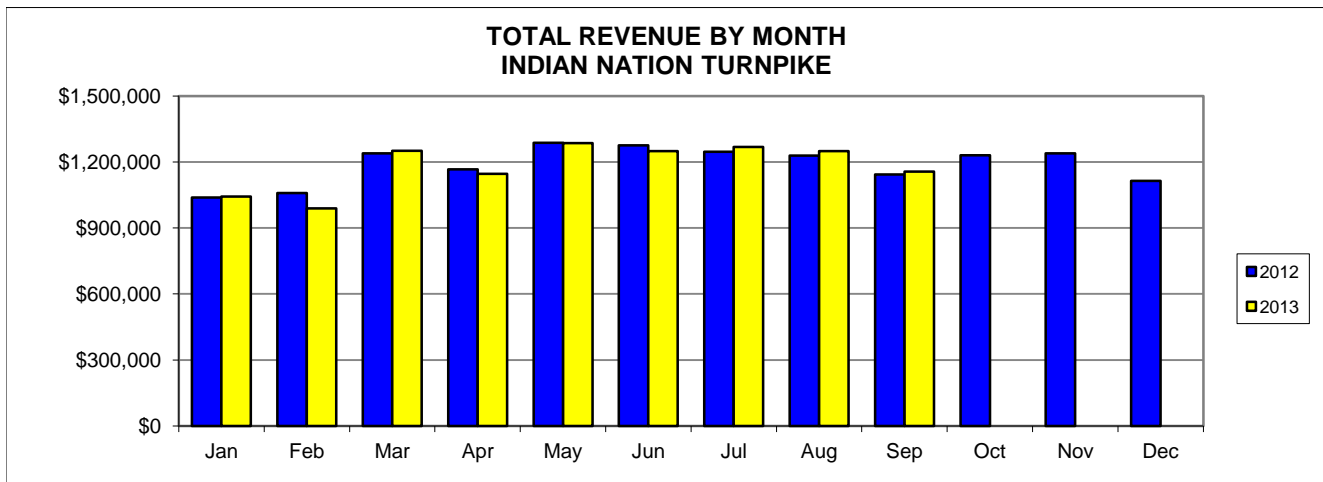
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 3,128,947	63,474,449	2,570,430
Three Axle Vehicles	57,721	918,687	35,803
Four Axle Vehicles	94,508	1,001,941	40,259
Five Axle Vehicles	883,214	5,599,296	220,337
Six Axles Vehicles	19,825	133,958	5,471
Total	\$ 4,184,215	71,128,331	2,872,300
Concession Revenue	41,786		
Total Revenue	\$ 4,226,001		
% Increase from prior year quarter	<u>0.46%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 3,053,260	61,008,707	2,476,114
Three Axle Vehicles	59,953	798,152	33,153
Four Axle Vehicles	96,854	936,764	38,721
Five Axle Vehicles	933,537	5,618,214	222,041
Six Axles Vehicles	21,160	111,035	4,987
Total	\$ 4,164,764	68,472,872	2,775,016
Concession Revenue	41,786		
Total Revenue	\$ 4,206,550		



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

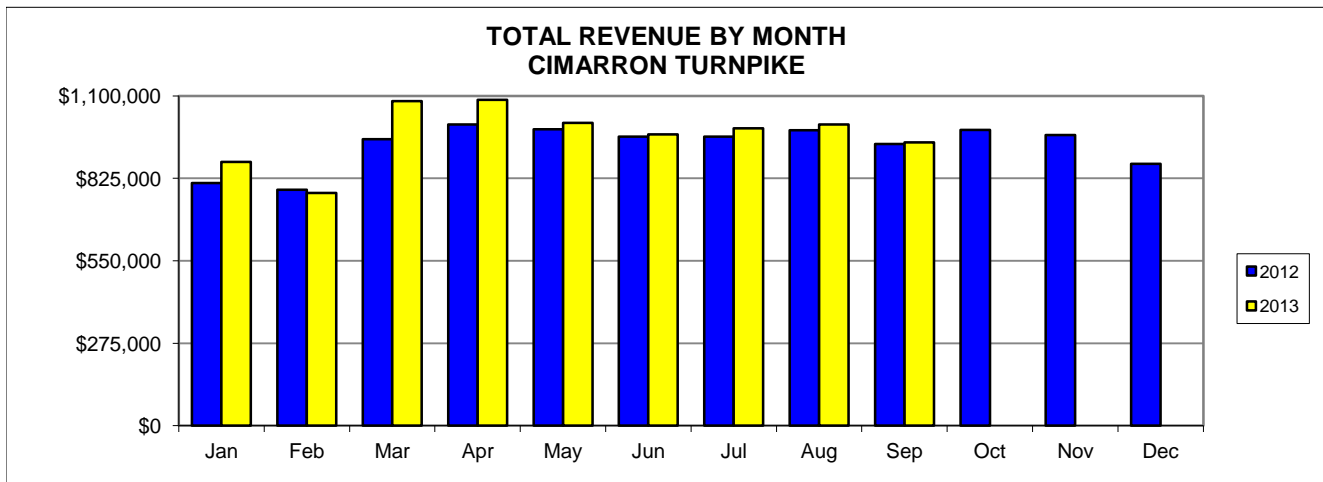
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 1,980,889	41,028,906	1,261,861
Three Axle Vehicles	55,032	940,612	29,911
Four Axle Vehicles	155,434	1,617,710	51,205
Five Axle Vehicles	1,397,579	8,594,624	254,974
Six Axles Vehicles	30,721	156,415	4,642
Total	\$ 3,619,655	52,338,267	1,602,593
Concession Revenue	55,551		
Total Revenue	\$ 3,675,206		
% Increase from prior year quarter	<u>1.52%</u>		

Quarter ended September 2012			
Two Axle Vehicles	\$ 1,937,573	40,243,001	1,238,162
Three Axle Vehicles	59,278	1,022,307	32,340
Four Axle Vehicles	150,865	1,579,353	49,784
Five Axle Vehicles	1,381,785	8,520,957	254,657
Six Axles Vehicles	32,046	164,069	4,998
Total	\$ 3,561,547	51,529,687	1,579,941
Concession Revenue	58,724		
Total Revenue	\$ 3,620,271		



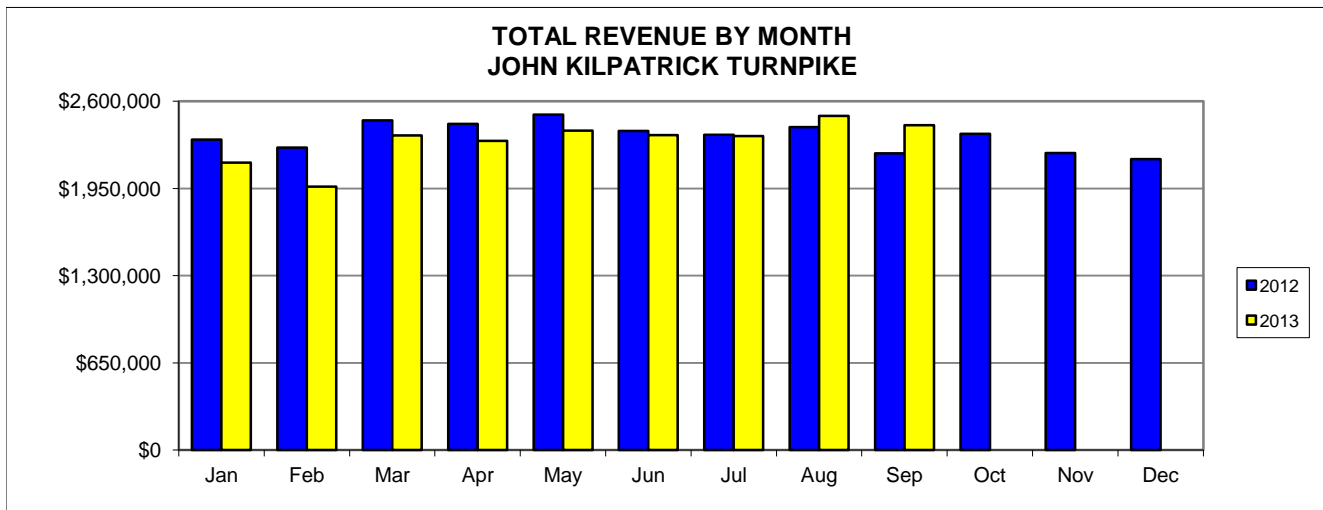
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CIMARRON TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 1,627,509	34,131,060	1,584,130
Three Axle Vehicles	51,567	838,157	36,744
Four Axle Vehicles	107,041	1,070,174	43,482
Five Axle Vehicles	1,091,334	6,046,557	227,644
Six Axles Vehicles	26,702	125,407	5,233
Total	\$ 2,904,153	42,211,355	1,897,233
Concession Revenue	37,044		
Total Revenue	\$ 2,941,197		
% Increase from prior year quarter	<u>1.80%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 1,593,423	33,309,429	1,550,155
Three Axle Vehicles	53,156	838,026	36,781
Four Axle Vehicles	100,880	984,125	40,082
Five Axle Vehicles	1,072,878	5,857,423	219,598
Six Axles Vehicles	31,685	146,966	5,952
Total	\$ 2,852,022	41,135,969	1,852,568
Concession Revenue	37,044		
Total Revenue	\$ 2,889,066		



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

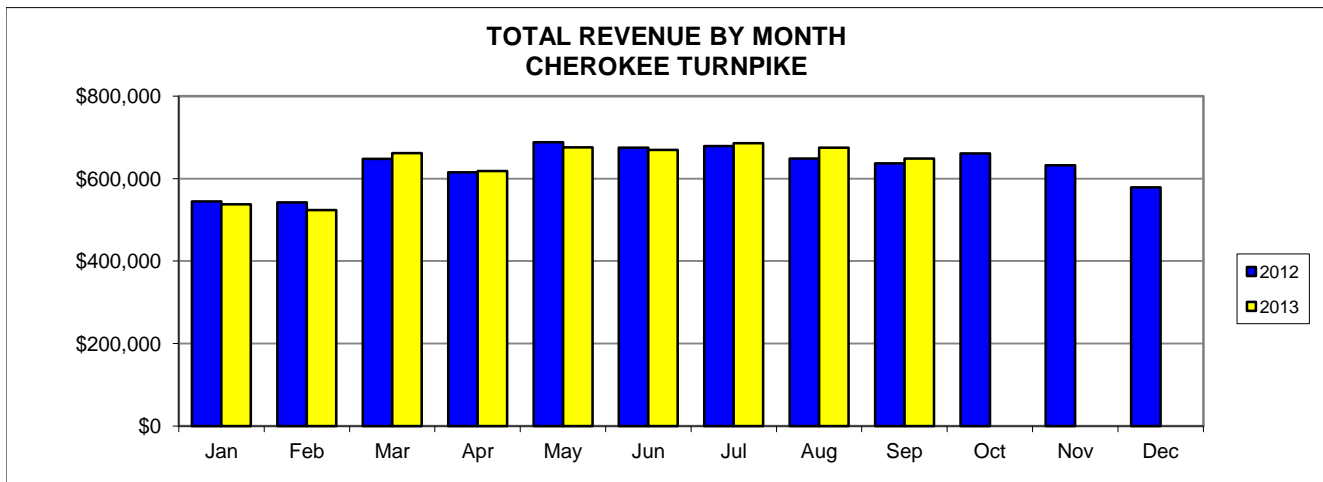
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 6,626,603	64,823,177	9,998,149
Three Axle Vehicles	77,231	572,190	70,244
Four Axle Vehicles	71,211	391,462	42,939
Five Axle Vehicles	450,711	1,526,894	127,228
Six Axles Vehicles	26,993	72,245	6,811
Total	\$ 7,252,749	67,385,968	10,245,371
Concession Revenue	0		
Total Revenue	\$ 7,252,749		
% Increase from prior year quarter	<u>4.07%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 6,332,760	61,716,402	9,442,290
Three Axle Vehicles	72,676	548,038	67,318
Four Axle Vehicles	74,373	411,104	45,337
Five Axle Vehicles	455,029	1,554,564	123,187
Six Axles Vehicles	34,096	93,329	8,650
Total	\$ 6,968,934	64,323,437	9,686,782
Concession Revenue	0		
Total Revenue	\$ 6,968,934		



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

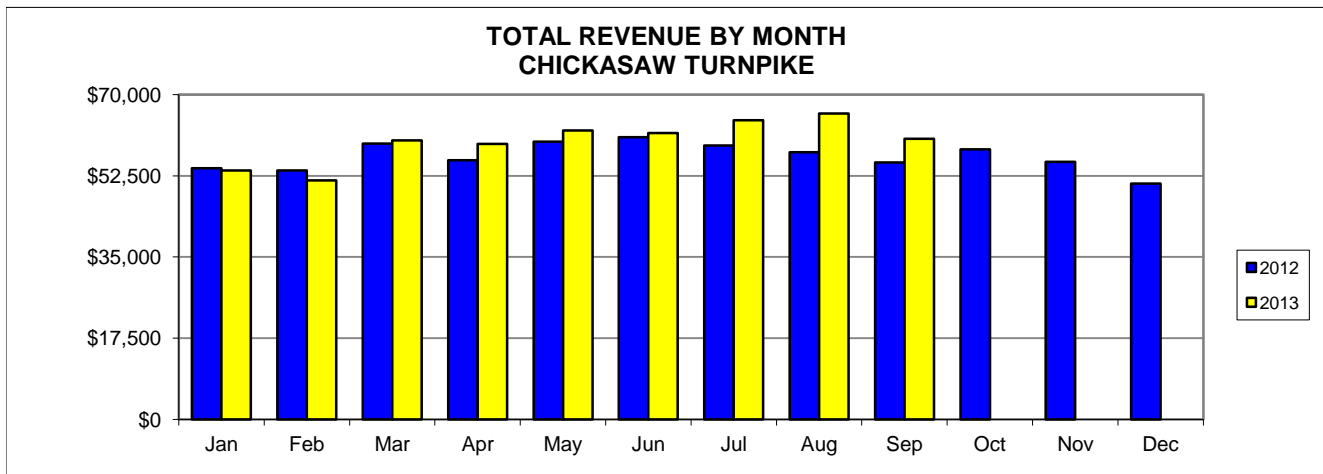
<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 1,318,201	19,118,848	960,272
Three Axle Vehicles	32,185	312,986	15,953
Four Axle Vehicles	54,852	363,803	13,325
Five Axle Vehicles	594,399	2,388,349	81,258
Six Axles Vehicles	10,399	34,751	1,270
Total	\$ 2,010,036	22,218,737	1,072,078
Concession Revenue	0		
Total Revenue	\$ 2,010,036		
% Increase from prior year quarter	<u>2.34%</u>		

Quarter ended September 2012			
Two Axle Vehicles	\$ 1,277,732	18,474,145	913,391
Three Axle Vehicles	31,344	308,936	15,596
Four Axle Vehicles	52,844	356,023	12,717
Five Axle Vehicles	576,193	2,315,025	78,699
Six Axles Vehicles	10,885	38,974	1,580
Total	\$ 1,948,998	21,493,103	1,021,983
Concession Revenue	15,000		
Total Revenue	\$ 1,963,998		



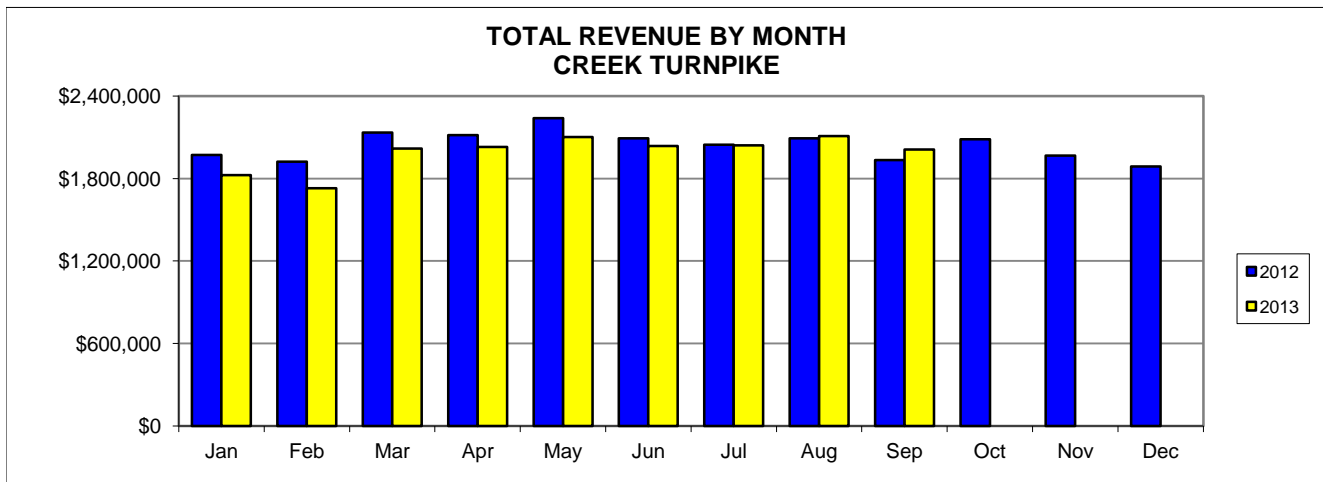
**STATEMENT OF REVENUES
CURRENT QUARTER AND SAME QUARTER PRIOR YEAR
CHICKASAW TURNPIKE**

<u>Class of Vehicle</u>	<u>Revenue</u>	<u>Vehicle Miles Traveled</u>	<u>Number of Transactions</u>
Quarter ended September 2013			
Two Axle Vehicles	\$ 115,925	3,457,478	202,310
Three Axle Vehicles	25,752	549,068	32,128
Four Axle Vehicles	5,498	59,797	3,499
Five Axle Vehicles	42,354	378,646	22,156
Six Axles Vehicles	1,342	11,348	664
Total	\$ 190,871	4,456,337	260,757
Concession Revenue	0		
Total Revenue	\$ 190,871		
% Increase from prior year quarter	<u>11.00%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 108,761	3,190,292	186,676
Three Axle Vehicles	22,172	480,896	28,139
Four Axle Vehicles	4,322	47,339	2,770
Five Axle Vehicles	35,236	315,174	18,442
Six Axles Vehicles	1,464	12,390	725
Total	\$ 171,955	4,046,091	236,752
Concession Revenue	0		
Total Revenue	\$ 171,955		



**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 September 2013			
Two Axle Vehicles	\$ 5,593,166	61,097,299	9,334,187
Three Axle Vehicles	73,231	588,165	76,895
Four Axle Vehicles	69,456	446,894	52,923
Five Axle Vehicles	410,668	1,530,882	176,656
Six Axles Vehicles	15,293	45,917	5,535
Total	\$ 6,161,814	63,709,157	9,646,196
Concession Revenue	0		
Total Revenue	\$ 6,161,814		
% Increase from prior year quarter	<u>1.44%</u>		
Quarter ended September 2012			
Two Axle Vehicles	\$ 5,545,316	60,749,950	9,278,488
Three Axle Vehicles	65,071	513,841	67,809
Four Axle Vehicles	54,649	358,059	41,617
Five Axle Vehicles	392,128	1,477,088	163,269
Six Axles Vehicles	17,419	52,928	6,086
Total	\$ 6,074,583	63,151,866	9,557,269
Concession Revenue	0		
Total Revenue	\$ 6,074,583		



**Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of September 30, 2013**

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Unrestricted:					
General Fund:					
Invesco AIM TST Prem-Inst	0.200 %	9/30/2013	Demand	\$ 21,560,354	\$ 21,560,354
FHLB	1.000	2/15/2013	1/29/2020	3,022,731	2,950,797
FHLB	0.800	12/27/2012	12/27/2022	500,000	482,160
FHLB	1.000	3/13/2013	3/13/2023	2,000,000	1,934,880
U.S. Treasury Notes	1.750	8/23/2013	1/31/2014	2,014,531	2,011,440
U.S. Treasury Notes	1.750	8/23/2013	3/31/2014	2,019,766	2,016,920
U.S. Treasury Notes	2.250	Various	5/31/2014	10,270,898	10,143,400
U.S. Treasury Notes	0.250	8/23/2013	12/15/2014	2,000,939	2,002,300
U.S. Treasury Notes	2.250	12/31/2010	1/31/2015	10,246,875	10,275,400
U.S. Treasury Notes	0.250	8/23/2013	7/31/2015	1,995,078	1,998,640
U.S. Treasury Notes	1.000	5/30/2013	10/31/2016	9,627,656	9,589,110
U.S. Treasury SLGS	0.000	11/30/1990	2/21/2021	27,300	27,300
				<u>65,286,128</u>	<u>64,992,701</u>
Revenue Fund:					
Invesco AIM TST Prem-Inst	0.200	9/30/2013	Demand	15,736,433	15,736,433
				<u>15,736,433</u>	<u>15,736,433</u>
Total unrestricted cash equivalents & investments				<u>\$ 81,022,561</u>	<u>\$ 80,729,134</u>

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of September 30, 2013

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Restricted:					
Reserve Maintenance Fund:					
Invesco AIM TST Prem	0.200 %	9/30/2013	Demand	\$ 7,395,723	\$ 7,395,723
FHLB	0.200	7/11/2012	11/15/2013	2,185,000	2,185,284
FHLB	0.300	5/9/2013	11/9/2016	5,370,000	5,337,512
FHLMC	0.200	6/13/2012	12/13/2013	4,000,000	4,000,960
U.S. Treasury Notes	4.000	8/23/2013	2/15/2014	2,036,953	2,029,500
U.S. Treasury Notes	1.875	8/23/2013	4/30/2014	2,023,984	2,021,020
U.S. Treasury Notes	1.000	8/23/2013	5/15/2014	2,012,812	2,011,480
U.S. Treasury Notes	2.625	8/23/2013	6/30/2014	2,041,953	2,037,860
U.S. Treasury Notes	0.625	8/23/2013	7/15/2014	2,008,516	2,008,400
U.S. Treasury Notes	2.375	8/23/2013	8/31/2014	2,044,766	2,041,300
U.S. Treasury Notes	0.250	8/23/2013	9/30/2014	2,001,719	2,002,780
U.S. Treasury Notes	0.500	8/23/2013	10/15/2014	2,007,031	2,007,780
U.S. Treasury Notes	0.375	8/23/2013	11/15/2014	2,004,219	2,005,200
U.S. Treasury Notes	2.250	8/23/2013	1/31/2015	2,056,875	2,055,080
U.S. Treasury Notes	0.250	8/23/2013	2/15/2015	1,999,297	2,001,640
U.S. Treasury Notes	0.375	8/23/2013	3/15/2015	2,002,422	2,004,920
U.S. Treasury Notes	0.375	8/23/2013	4/15/2015	2,001,875	2,004,460
U.S. Treasury Notes	0.250	8/23/2013	5/31/2015	1,996,797	1,999,720
U.S. Treasury Notes	0.375	8/23/2013	6/15/2015	2,000,625	2,003,680
U.S. Treasury Notes	0.250	8/23/2013	8/15/2015	1,993,906	1,998,120
U.S. Treasury Notes	0.375	9/16/2013	8/31/2015	1,999,609	2,002,460
				53,184,082	53,154,879
Revenue Bond Reserve Accounts:					
Invesco AIM TST Prem-Inst	0.200	Various	Demand	7,357,751	7,357,751
Compass Bank CD	0.060	9/3/2013	11/30/2013	19,490,000	19,490,000
FHLB	1.500	12/27/2011	12/27/2021	997,250	994,240
FHLB	1.000	11/15/2012	11/15/2022	1,000,000	970,020
FHLB	1.000	12/21/2012	12/21/2022	2,000,000	1,929,920
FHLB	0.800	12/27/2012	12/27/2022	1,000,000	964,320
FHLB	2.100	10/16/2012	10/29/2027	1,500,000	1,314,930
FHLB	1.800	11/21/2012	11/26/2027	2,000,000	1,839,280
FHLB	1.000	2/27/2013	2/15/2028	700,000	669,025
FHLB	2.000	3/27/2013	3/27/2028	1,500,000	1,366,650
FNMA	1.000	3/1/2013	2/28/2028	2,500,000	2,479,275
FNMA	1.000	3/20/2013	3/20/2028	2,000,000	1,943,940
JP Morgan Chase Repo	5.991	5/23/2002	1/1/2022	50,936,450	50,936,450
U.S. Treasury Notes	1.750	Various	3/31/2014	763,330	756,345
U.S. Treasury Notes	1.000	5/31/2013	5/31/2018	4,998,047	4,936,550
U.S. Treasury Notes	1.375	5/31/2013	5/31/2020	1,983,051	1,930,080
				100,725,879	99,878,776
2006 Fixed Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	0.100	9/30/2013	Demand	6,586,104	6,586,104
U.S. Treasury Bills	0.000	Various	12/12/2013	7,983,096	7,984,704
				14,569,200	14,570,808
2006 Variable Rate Debt Service Accounts:					
Cavanal Hill U.S. Treasury	0.100	9/30/2013	Demand	1,003,134	1,003,134
				1,003,134	1,003,134
2007 Bond Service Accounts:					
Cavanal Hill U.S. Treasury	0.100	9/30/2013	Demand	1,733,948	1,733,948
U.S. Treasury Bills	0.000	Various	12/12/2013	1,633,590	1,633,919
				3,367,538	3,367,867

Oklahoma Turnpike Authority
Schedule of Cash, Cash Equivalents and Investments
as of September 30, 2013

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
2011 Bond Service Accounts:					
Cavanal Hill U.S. Treasury	0.100	9/30/2013	Demand	\$ 16,603,676	16,603,676
U.S. Treasury Bills	0.000 %	Various	12/12/2013	11,110,393	11,112,630
				<u>27,714,069</u>	<u>27,716,306</u>
2011B Construction Fund:					
Invesco TST Prem-Inst	0.200	9/30/2013	Demand	19,327,960	19,327,960
				<u>19,327,960</u>	<u>19,327,960</u>
Turnpike Trust Fund:					
Cavanal Hill U.S. Treasury	0.100	9/30/2013	Demand	2,214,837 \$	2,214,837
U.S. Treasury Notes	0.500	4/9/2012	10/15/2013	5,014,258	5,001,000
U.S. Treasury Notes	0.250	Various	2/28/2014	6,000,156	6,005,280
U.S. Treasury Notes	1.875	Various	4/30/2014	5,100,625	5,052,550
U.S. Treasury Notes	2.250	2/16/2011	5/31/2014	3,071,602	3,043,020
U.S. Treasury Notes	0.500	Various	8/15/2014	6,025,521	6,020,520
U.S. Treasury Notes	0.375	10/17/2012	3/15/2015	5,006,445	5,012,300
U.S. Treasury Notes	0.375	3/18/2013	6/15/2015	6,011,484	6,011,040
U.S. Treasury Notes	1.250	6/27/2012	10/31/2015	1,025,039	1,018,640
U.S. Treasury Notes	1.000	Various	8/31/2016	4,122,330	4,093,537
U.S. Treasury Notes	0.625	6/27/2012	5/31/2017	995,508	988,910
				<u>44,587,805</u>	<u>44,461,634</u>
Prepaid PIKEPASS Fund:					
BOK Short-Term Cash Fund I	0.200	9/30/2013	Demand	2,234,089	2,234,089
FHLB	1.000	11/15/2012	11/15/2022	1,000,000	970,020
FHLB	1.000	12/21/2012	12/21/2022	750,000	723,720
FHLB	0.800	12/27/2012	12/27/2022	300,000	289,296
FHLB	1.500	2/19/2013	9/27/2027	498,750	459,400
FHLB	2.100	10/16/2012	10/29/2027	1,500,000	1,314,930
FHLB	1.800	11/26/2012	11/26/2027	750,000	689,730
FHLB	1.000	2/28/2013	2/15/2028	200,000	191,150
FNMA	1.000	6/21/2012	6/21/2027	99,900	98,899
FNMA	2.000	6/28/2012	6/28/2027	997,500	923,760
FNMA	2.100	8/9/2012	8/23/2027	996,000	932,070
FNMA	1.000	12/27/2012	12/27/2027	300,000	290,784
FNMA	2.000	2/28/2013	2/28/2028	500,000	477,920
FNMA	1.000	Various	2/28/2028	1,750,000	1,735,493
FNMA	1.000	3/20/2013	3/20/2028	100,000	97,197
U.S. Treasury Notes	1.750	12/31/2010	3/31/2014	509,433	504,230
Vanguard 500 Index Trust (open-end mutual fund)	-	Various	Demand	4,016,421	5,449,578
Ishares MSCI Emerging Mkts (closed-end equity fund)	-	9/29/2010	Demand	149,904	138,567
Ishares Morgan Stanley Capitol International	-	Various	Demand	559,810	669,910
Europe Asia Far East Index (closed-end equity fund)	-	10/22/2007	Demand	193,462	243,372
Ishares RSSL MIDCAP Index (closed-end equity fund)	-	Various	Demand	181,357	319,830
Ishares Russell 2000 Index (closed-end equity fund)	-	10/22/2007	Demand	270,420	372,420
Ishares S&P MIDCAP 400 (closed-end equity fund)	-	Various	Demand	288,310	548,900
Ishares S&P Smallcap 600 (closed-end equity fund)	-	Various	Demand	1,674,804	2,352,140
S&P 500 Depository Receipts (closed-end equity fund)	-	Various	Demand	99,000	99,000
The First Na ME CD	2.700	2/23/2010	2/23/2015		
				<u>19,919,160</u>	<u>22,126,405</u>
Total restricted cash equivalents & investments				<u>284,398,827</u>	<u>285,607,769</u>
Cash balance (unrestricted & restricted)				-	2,749,664
Total Cash, Cash Equivalents and Investments				<u>\$ 365,421,388</u>	<u>\$ 369,086,567</u>

**OKLAHOMA TURNPIKE AUTHORITY
SCHEDULE OF INDEBTEDNESS ISSUED, RETIRED, DEFEASED AND OUTSTANDING
AS OF SEPTEMBER 30, 2013**

	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 2006A	8/24/06	104,790,000	1/1/10 to 1/1/14	3.50% to 4.00%	19,170,000	-	-	19,170,000
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 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%	41,230,000	-	-	41,230,000
BBVA Compass Credit Facility**	12/1/09	35,000,000	12/1/13 to 12/1/22	90-day LIBOR + 0.80%	19,490,000	-	-	19,490,000
Refunding 2nd Senior Revenue Bonds - Series 2011A	10/5/11	524,010,000	1/1/12 to 1/1/28	0.20% to 5.00%	497,420,000	-	-	497,420,000
Construction 2nd Senior Revenue Bonds - Series 2011B	12/7/11	159,650,000	1/1/14 to 1/1/31	2.00% to 5.00%	159,650,000	-	-	159,650,000
Totals					\$1,055,440,000	\$ -	\$ -	\$1,055,440,000

**OKLAHOMA TURNPIKE AUTHORITY
PROCEEDS FROM SALE OF SURPLUS PROPERTY
FOR THE QUARTER ENDED SEPTEMBER 30, 2013**

<u>DATE</u>	<u>DESCRIPTION</u>	<u>PROCEEDS</u>
3QTR 09/30/13	Total Sale of Surplus Property & Insurance Proceeds	\$ 167,383
	Total	<u>\$ 167,383</u>

* The Series 2006B, E & F Bonds are variable rate bonds. The Series 2006B & E bear interest at a rate reset on a weekly basis, and the Series 2006F bears 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 solely provided by surety bonds from Financial Guaranty Insurance Company. The maximum annual debt service requirements have decreased such that only \$19,490,000 is currently necessary to satisfy reserve requirements. Accordingly, the credit facility was recast to \$19,490,000 with the above noted terms.