Governor Mary Fallin, Member Ex-Officio Albert C. Kelly, Jr., Chairman David A. Burrage, Vice-Chairman G. Carl Gibson, **Secretary & Treasurer** Kenneth Adams, Member Kevin Hern, Member Gene Love. Member Gary Ridley, **Secretary of Transportation**



Oklahoma Turnpike
Authority
Report to Bondholders
First Quarter 2014

Tim Stewart Executive Director



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Dear Oklahoma Turnpike Authority Bondholders:

Despite extremely low temperatures and multiple bouts of inclement winter weather, net toll revenues for the quarter ended March 31, 2014, reported over \$56.0 million, an increase of 2.8% when compared to the same period last year. Overall, toll transactions for the first quarter reported over 37.8 million, an increase of 4.8%, when compared to the first quarter of the previous year. Even with extreme winter weather spread across the nation, heavy truck traffic went undeterred in the first quarter, outpacing the prior year by an impressive 2.5%. Additionally, passenger traffic on the Turnpike System increased 4.8% when compared to the same period last year. With the opening of expanded lanes on the urban turnpikes, traffic on the John Kilpatrick and Creek Turnpikes grew 10.7% and 5.6%, respectively, when compared to the first quarter of the previous year. Net toll revenues exceeded budgeted projections in the first quarter by 1.1%

Year-to-date revenue fund operating expenses reported at \$18.6 million, operating at 6.4% under the 2014 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 17%.

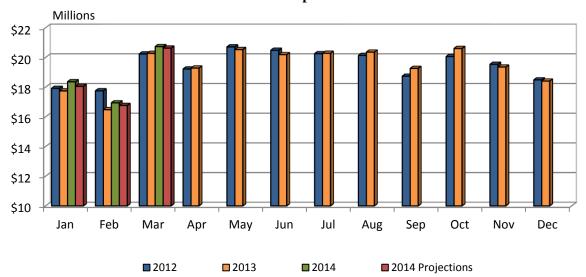


Chart 1: Three-Year Comparison of Toll Revenues

Chart 2: 2014 Operating Expenses – Budget vs. Actual **Revenue Fund Only (cumulative)**

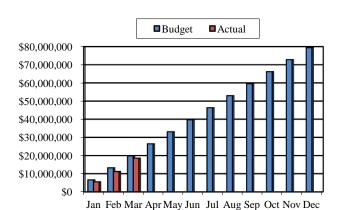
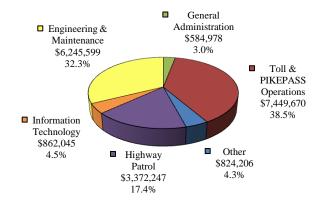


Chart 3: Operating Expenses by Division-All Funds For the Three Months Ended March 31, 2014



First Quarter Highlights:

- The Toll Operations Division management facilitated the approval of an interlocal agreement for interoperability between the OTA and the Kansas Turnpike Authority (KTA). This approval initiates the development process to allow an OTA customer to use a PIKEPASS on toll roads in Kansas and a KTA customer to use a K-TAG on all ten turnpikes throughout Oklahoma. Implementation of interoperability with KTA is anticipated by the close of 2014. The OTA and the North Texas Tollway Authority continue working towards implementation of interoperability between their respective systems. The construction and toll upgrade for the Wellston toll plaza ramps on the Turner Turnpike has been completed.
- In the first quarter, maintenance crews plowed and sanded over 119,000 lane miles to combat hazardous winter conditions. In addition, the Maintenance Division, supplementing labor through supervised inmates and contractors, completed various System repairs. With combined efforts, approximately 104,000 linear feet of joints and cracks were sealed, and nearly 25,000 square yards of drainage repairs were completed. The Maintenance Division also performed brush and weed control and maintained approximately 2,000 acres of vegetation management.
- During the first quarter, the Authority's external auditors, Grant Thornton LLP, finalized their audit of the 2013 financial statements. Development of the comprehensive annual financial report (CAFR) for the fiscal year ended, December 31, 2013 also continued throughout the first quarter. Following the release of the CAFR on April 30, 2014, the Controller Division will submit the report to the Government Finance Officers Association (GFOA) to determine its eligibility for a Certificate of Achievement for Excellence in Financial Reporting. The Controller Division believes the 2013 CAFR will continue to meet the GFOA Certificate of Achievement program requirements. The OTA's annual CAFR has received this distinguished award since 1990. The Authority's audited financial statements and a detailed summary of legal and engineering services incurred during 2013 were provided to the Governor's office in compliance with Statute deadlines.
- During the first quarter, the Engineering management staff awarded a variety of contracts. Two of these construction contracts will complete the safety initiative of installing cable barrier on the John Kilpatrick and Creek Turnpikes; bids for both projects were opened utilizing the OTA's electronic bid process. Construction contracts were also awarded to rehabilitate pavement on sections of the Turner and Will Rogers Turnpikes and to complete an emergency bridge repair project on the Turner Turnpike. Two storage rooms will be converted into offices at the toll plazas on the Turner and Will Rogers Turnpikes.

- As of March 31, 2014, the total number of active *PIKEPASS* tags exceeded 1.4 million, an increase of 11.1% when compared to the same time last year. *PIKEPASS* patrons continued to take advantage of the *PIKEPASS* volume discount program with approximately \$889,000 in discounts issued to frequent patrons of the System during the first quarter of 2014.
- The OHP troopers continued their efforts to achieve safe patron travel through several enforcement programs. In the first quarter of 2014, OHP troopers made nearly 31,000 violator contacts and assisted over 4,600 motorists.

Respectfully,

Albert C. Kelly, Jr. Chairman of the Authority

Tim Stewart Executive Director of the Authority

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Prepared by the Controller Division

PRELIMINARY AND UNAUDITED

Oklahoma Turnpike Authority Statements of Net Position March 31, 2014 and 2013

Assets: Cash and cash equivalents-unrestricted \$17,994,084 \$14,960,73 \$36,182,620 \$36,814,522 \$36,182,620 \$36,814,522 \$36,825,530,610 \$36,814,522 \$36,825,530,610 \$36,814,522 \$36,825,530,610 \$36,814,522 \$36,825,530,610 \$36,814,522 \$36,825,530,610 \$36,825,540		2014	2013	
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Liabilities: Current liabilities: 7,689,669 10,852,854 Accounts payable and accrued expenses spayable 18,708 12,757 Accounts payable and accrued expenses payable 9,013,941 9,781,451 Accrued interest payable 9,013,941 9,781,451 Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 1,322,758 1,358,346 Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 224,468,299 189,678,314 Restricted for debt service <t< td=""><td></td><td></td><td></td></t<>				
Current liabilities: 7,689,669 10,852,854 Accounts payable and accrued expenses expayable from restricted assets: 18,708 12,757 Accounts payable and accrued expenses payable payable from restricted assets: 18,708 12,757 Accound interest payable from restricted assets: 9,013,941 9,781,451 Unearned revenue from the evenue from the even	Total deferred outflows of resources	125,813,995	152,288,063	
Current liabilities: 7,689,669 10,852,854 Accounts payable and accrued expenses expayable from restricted assets: 18,708 12,757 Accounts payable and accrued expenses payable payable from restricted assets: 18,708 12,757 Accound interest payable from restricted assets: 9,013,941 9,781,451 Unearned revenue from the evenue from the even	L Salating and			
Accounts payable and accrued expenses 7,689,669 10,852,854 Payable from restricted assets: 18,708 12,757 Accounts payable and accrued expenses payable 18,708 12,757 Accrued interest payable 9,013,941 9,781,451 Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total concurrent liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717				
Payable from restricted assets: Accounts payable and accrued expenses payable 18,708 12,757 Accrued interest payable 9,013,941 9,781,451 Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities: 111,642,903 113,750,331 Noncurrent liabilities: 4 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liabilities 1,110,411,188 1,187,199,647 Total noncurrent liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586		7 680 660	10 852 854	
Accounts payable and accrued expenses payable 18,708 12,757 Accrued interest payable 9,013,941 9,781,451 Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 2 4 Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 5		7,009,009	10,032,034	
Accrued interest payable 9,013,941 9,781,451 Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 2 4 Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 <t< td=""><td>,</td><td>18 708</td><td>12 757</td></t<>	,	18 708	12 757	
Unearned revenue 25,020,319 23,785,463 Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 25,020,758 1,328,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586			·	
Arbitrage rebate payable to U.S. Treasury 120,275 52,815 Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: 2 Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	• •		, ,	
Current portion of long-term debt 69,779,991 69,264,991 Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: *** *** Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586			, ,	
Total current liabilities 111,642,903 113,750,331 Noncurrent liabilities: Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586			· ·	
Noncurrent liabilities: Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Net Position: 1,222,054,091 1,300,949,978 Net Position: 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586				
Accounts payable and accrued expenses 1,322,758 1,358,346 Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586		111,042,903	113,730,331	
Long-term debt, with unamortized net premiums of \$68,209,758 and \$73,054,997 in 2014 and 2013, respectively 1,002,604,767 1,059,230,006 Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586		4 200 750	4 250 242	
\$68,209,758 and \$73,054,997 in 2014 and 2013, respectively Payable to Department of Transportation Payable to Department of Transportation Derivative instrument liability Total noncurrent liabilities Total liabilities Total liabilities 1,110,411,188 1,187,199,647 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt Restricted for debt service P1,838,179 P2,548,717 Restricted for reserve maintenance Unrestricted T5,009,961 53,970,586	, ,	1,322,758	1,358,346	
Payable to Department of Transportation 52,738,349 52,429,979 Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	· · · · · · · · · · · · · · · · · · ·	4 000 004 707	4 050 000 000	
Derivative instrument liability 53,745,314 74,181,316 Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586				
Total noncurrent liabilities 1,110,411,188 1,187,199,647 Total liabilities 1,222,054,091 1,300,949,978 Net Position: 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	· · · · · · · · · · · · · · · · · · ·		· ·	
Total liabilities 1,222,054,091 1,300,949,978 Net Position: Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	·			
Net Position: 224,468,299 189,678,314 Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586				
Invested in capital assets, net of related debt 224,468,299 189,678,314 Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	Total liabilities	1,222,054,091	1,300,949,978	
Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	Net Position:			
Restricted for debt service 91,838,179 92,548,717 Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	Invested in capital assets, net of related debt	224,468,299	189,678,314	
Restricted for reserve maintenance 54,214,116 65,624,449 Unrestricted 75,009,961 53,970,586	·			
	Restricted for reserve maintenance	54,214,116	65,624,449	
Total net position <u>\$ 445,530,555</u> <u>\$ 401,822,066</u>	Unrestricted	75,009,961	53,970,586	
	Total net position	\$ 445,530,555	\$ 401,822,066	

Oklahoma Turnpike Authority Schedule of Deposits and Withdrawals For the Quarter Ending March 31, 2014

Account		Beginning Book Balance	Receipts or Deposits	Withdrawals or Payments	Ending Book Balance
2006 Fixed rate debt service accounts	\$	19,560,421	19,560,440	39,120,861	\$ 0
2006 Variable rate debt service accounts		1,117,054	15,814,363	12,944,890	3,986,527
2007 Debt service accounts		4,774,016	7,578,778	10,948,255	1,404,539
2011 Debt service accounts		42,097,998	74,895,607	100,580,011	16,413,594
Revenue bond reserve account		99,686,197	44,105,674	47,664,042	96,127,829
Revenue fund		13,572,252	117,347,051	113,409,175	17,510,128
Reserve maintenance fund		46,664,002	41,834,498	38,197,565	50,300,935
General fund		65,987,047	90,446,906	101,733,920	54,700,033
Motor fuel tax trust fund		44,508,323	30,669,461	30,652,963	44,524,821
2011B Construction fund		3,259,467	3,391,237	6,650,704	0
PIKEPASS account		29,739,436	42,322,736	44,076,487	27,985,685
Total	\$	370,966,213			\$ 312,954,091
Cash & Cash Equivalents-unrestricted Investments-unrestricted Cash & Cash Equivalents-restricted Investments-restricted				\$ 17,994,084 54,216,077 62,874,606 177,869,324	
				Total	\$ 312,954,091

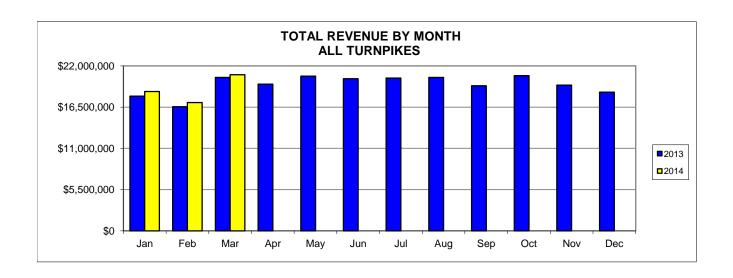
PRELIMINARY AND UNAUDITED

Oklahoma Turnpike Authority Statements of Revenues, Expenses and Changes in Net Position For the Quarters Ended and Year to Date March 31, 2014 and 2013

		2014 Year to Date	2013 Year to Date
Operating revenues:			
Tolls		\$ 56,025,026	\$ 54,495,107
Concessions		514,590	494,540
Total operating revenues		56,539,616	54,989,647
Operating expenses:			
Toll Operations		4,650,935	4,634,124
Turnpike Maintenance		5,428,365	4,835,143
Engineering		817,234	1,066,030
Highway Patrol		3,372,247	3,309,200
PIKEPASS Customer Service		2,798,735	3,101,933
General Administration		584,978	620,891
Information Technology		862,045	1,087,714
Controller		240,842	222,049
Finance and Revenue		144,659	141,111
Executive		438,476	433,314
Authority		229	572
Total operating expenses before depreciation and amortization		19,338,745	19,452,081
Operating income before depreciation and amortization		37,200,871	35,537,566
Depreciation and amortization		(19,204,119)	(19,048,247)
Operating income		17,996,752	16,489,319
Non-operating revenues (expenses):			
Interest earned on investments		1,164,139	1,090,333
Net increase (decrease) in fair value of investments		542,434	695,013
Interest expense on revenue bonds outstanding		(9,818,475)	(10,442,274)
Other		753,991	1,571,662
Net non-operating expenses		(7,357,911)	(7,085,266)
Change in net position		10,638,841	9,404,053
Total net position, beginning of the quarter		434,891,714	392,418,013
Total net position, end of the quarter		\$ 445,530,555	\$ 401,822,066
Other relevant data:			
Motor fuel tax received		\$ 9,893,075	\$ 9,858,413
Reserve maintenance deposits made		11,745,500	10,395,500
Debt interest deposits (net of interest		11,244,587	11,857,262
earned on debt service accounts)			
Debt principal deposits (net of interest		12,926,718	12,414,604
earned on debt service accounts)			
	Required Coverage Ratio	Actual Coverage Ratio	Actual Coverage Ratio
Senior Debt Service Coverage Ratio	120%	216%	218%
Total Debt Service Coverage Ratio	100%	117%	121%
3			

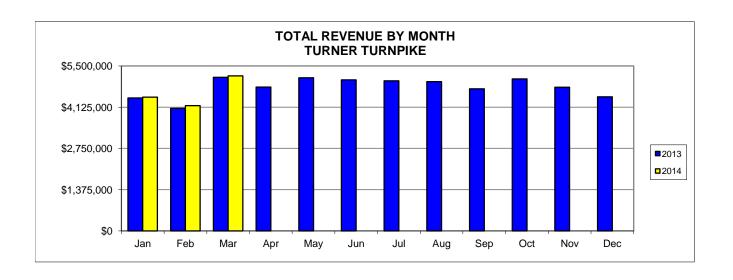
TOTAL ALL TURNPIKES

Class of Vehicle Revenue Traveled Transactions Quarter ended March 2014 Time Axia Vehicles \$ 33,170,194 587,537,741 34,449,214 Time Axia Vehicles 1,023,780 13,855,602 510,176 Four Axia Vehicles 1,143,665 10,664,297 327,541 Five Axia Vehicles 20,120,839 114,939,397 2,492,919 Six Axia Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 729,577,154 37,844,694 Warrended March 2013 Value Vehicles 818,056 11,244,362 395,755 Four Axia Vehicles 1,140,858 10,779,906 328,610 328,610 Five Axia Vehicles 19,542,323 111,942,345 2,426,247 Six Axias Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978				Vehicle Miles	Number of
Two Axle Vehicles \$ 33,170,194 587,537,741 34,449,214 Three Axle Vehicles 1,023,780 13,855,602 510,176 Four Axle Vehicles 1,143,665 10,664,297 327,541 Five Axle Vehicles 20,120,839 114,939,397 2,492,919 Six Axles Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 729,577,154 37,844,694 W Increase from prior year quarter 2.82% 729,577,154 37,844,694 Warrend March 2013 2.82% 729,577,154 37,844,694 Warrend March 2013 2.82% 729,577,154 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 494,540 <th>Class of Vehicle</th> <th></th> <th>Revenue</th> <th>Traveled</th> <th>Transactions</th>	Class of Vehicle		Revenue	Traveled	Transactions
Three Axle Vehicles 1,023,780 13,855,602 510,176 Four Axle Vehicles 1,143,665 10,664,297 327,541 Five Axle Vehicles 20,120,839 114,939,397 2,492,919 Six Axles Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 Total Revenue \$ 56,539,616 % Increase from prior year quarter 2.82% Quarter ended March 2013 Two Axle Vehicles \$ 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540	Quarter ended March 2014				
Four Axle Vehicles 1,143,665 10,664,297 327,541 Five Axle Vehicles 20,120,839 114,939,397 2,492,919 Six Axles Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 Total Revenue \$ 56,539,616	Two Axle Vehicles	\$	33,170,194	587,537,741	34,449,214
Five Axle Vehicles 20,120,839 114,939,397 2,492,919 Six Axles Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 729,577,154 37,844,694 W Increase from prior year quarter 2.82% 2.82% 2.82% Quarter ended March 2013 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	Three Axle Vehicles		1,023,780	13,855,602	510,176
Six Axles Vehicles 566,548 2,580,117 64,844 Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 729,577,154 37,844,694 W Increase from prior year quarter 2.82% 2.82% 2.82% Quarter ended March 2013 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	Four Axle Vehicles		1,143,665	10,664,297	327,541
Total \$ 56,025,026 729,577,154 37,844,694 Concession Revenue 514,590 729,577,154 37,844,694 Total Revenue \$ 56,539,616 8 56,539,616 8 72,575 9,001,597 32,875,534 Two Axle Vehicles \$ 818,056 11,244,362 395,755 395,755 9,542,323 11,244,362 395,755 32,816,10 10,779,906 328,610 328,610 10,779,906 328,610 328,610 11,942,345 2,426,247 2,426,247 2,426,247 311,942,345 2,426,247 36,095,978	Five Axle Vehicles		20,120,839	114,939,397	2,492,919
Concession Revenue 514,590 Total Revenue \$ 56,539,616 % Increase from prior year quarter 2.82% Quarter ended March 2013 Two Axle Vehicles \$ 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	Six Axles Vehicles		566,548	2,580,117	64,844
Total Revenue \$ \frac{56,539,616}{56,539,616} \$ \text{% Increase from prior year quarter} \frac{2.82\times }{2.82\times } \$ \text{Quarter ended March 2013} \$ \text{Two Axle Vehicles} \$ \$ 32,318,295 \$ 579,001,597 \$ 32,875,534 \$ \text{Three Axle Vehicles} \$ 818,056 \$ 11,244,362 \$ 395,755 \$ \text{Four Axle Vehicles} \$ 1,140,858 \$ 10,779,906 \$ 328,610 \$ \text{Five Axle Vehicles} \$ 19,542,323 \$ 111,942,345 \$ 2,426,247 \$ \text{Six Axles Vehicles} \$ 675,575 \$ 3,171,254 \$ 69,832 \$ \text{Total} \$ \$ 54,495,107 \$ 716,139,464 \$ 36,095,978 \$ \text{Concession Revenue} \$ \text{494,540} \$ \text{494,540}	Total	<u>\$</u>	56,025,026	729,577,154	37,844,694
W Increase from prior year quarter 2.82% Quarter ended March 2013 Two Axle Vehicles \$ 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	Concession Revenue		514,590		
Quarter ended March 2013 Two Axle Vehicles \$ 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	Total Revenue	\$	56,539,616		
Two Axle Vehicles \$ 32,318,295 579,001,597 32,875,534 Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 716,139,464 36,095,978	% Increase from prior year quarter		2.82%		
Three Axle Vehicles 818,056 11,244,362 395,755 Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 494,540	Quarter ended March 2013				
Four Axle Vehicles 1,140,858 10,779,906 328,610 Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540 36,095,978	Two Axle Vehicles	\$	32,318,295	579,001,597	32,875,534
Five Axle Vehicles 19,542,323 111,942,345 2,426,247 Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540	Three Axle Vehicles		818,056	11,244,362	395,755
Six Axles Vehicles 675,575 3,171,254 69,832 Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540	Four Axle Vehicles		1,140,858	10,779,906	328,610
Total \$ 54,495,107 716,139,464 36,095,978 Concession Revenue 494,540	Five Axle Vehicles		19,542,323	111,942,345	2,426,247
Concession Revenue 494,540	Six Axles Vehicles		675,575	3,171,254	69,832
	Total	<u>\$</u>	54,495,107	716,139,464	36,095,978
Total Revenue \$ 54,989,647	Concession Revenue		494,540		
	Total Revenue	\$	54,989,647		



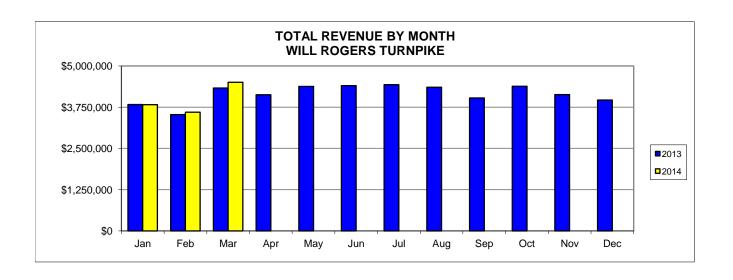
TURNER TURNPIKE

			Vehicle Miles	Number of
Class of Vehicle		Revenue	Traveled	Transactions
Quarter ended March 2014				
Two Axle Vehicles	\$	6,394,633	147,792,686	3,346,029
Three Axle Vehicles		280,283	4,045,902	66,621
Four Axle Vehicles		297,573	2,822,268	41,905
Five Axle Vehicles		6,574,891	36,195,909	474,004
Six Axles Vehicles		186,965	862,684	11,430
Total	<u> </u>	13,734,345	191,719,449	3,939,989
Concession Revenue		72,303		
Total Revenue	\$	13,806,648		
% Increase from prior year quarter		1.23%		
Quarter ended March 2013				
Two Axle Vehicles	\$	6,333,134	147,187,615	3,249,632
Three Axle Vehicles		262,944	3,814,983	61,717
Four Axle Vehicles		297,568	2,867,355	43,232
Five Axle Vehicles		6,384,579	35,290,104	460,633
Six Axles Vehicles		288,788	1,359,010	17,165
Total	\$	13,567,013	190,519,067	3,832,379
Concession Revenue		72,268		
Total Revenue	\$	13,639,281		



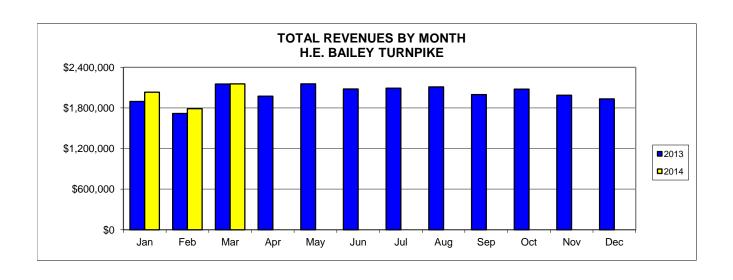
WILL ROGERS TURNPIKE

Class of Vehicle		Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended March 2014				
Two Axle Vehicles	\$	3,719,469	98,472,313	2,604,112
Three Axle Vehicles		174,327	2,601,265	49,450
Four Axle Vehicles		297,584	3,029,989	50,098
Five Axle Vehicles		7,557,661	45,688,859	656,432
Six Axles Vehicles		183,751	889,761	13,710
Total	<u>\$</u>	11,932,792	150,682,187	3,373,802
Concession Revenue		0		
Total Revenue	\$	11,932,792		
% Increase from prior year quarter		2.07%		
Quarter ended March 2013				
Two Axle Vehicles	\$	3,712,935	98,219,539	2,523,534
Three Axle Vehicles		176,272	2,641,960	49,944
Four Axle Vehicles		295,851	3,058,748	49,567
Five Axle Vehicles		7,268,818	44,094,394	624,919
Six Axles Vehicles		227,867	1,113,599	17,569
Total	<u>\$</u>	11,681,743	149,128,240	3,265,533
Concession Revenue		8,937		
Total Revenue	\$	11,690,680		



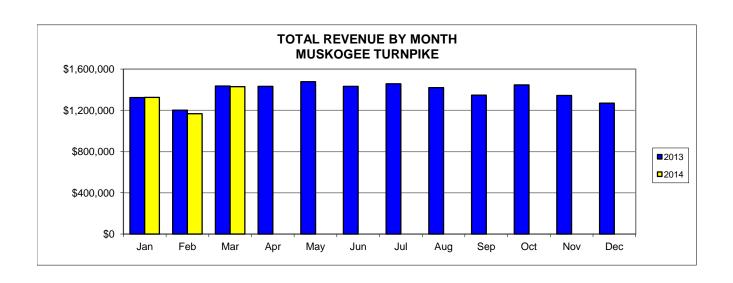
H. E. BAILEY TURNPIKE

Quarter ended March 2014 Two Axle Vehicles \$ 4,235,013 82,068,886 3,917,384 Three Axle Vehicles 127,202 1,753,154 69,874 Four Axle Vehicles 131,760 1,267,503 51,470 Five Axle Vehicles 1,228,156 8,006,751 302,759 Six Axles Vehicles 40,192 216,197 9,786 Total \$ 5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 104 104 104 Total Revenue \$ 5,976,427 93,312,491 4,351,273 % Increase from prior year quarter 3.65% 3,65% 3,869,197 Two Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583 7,766,177 104,244,516 104,244,516	Class of Vehicle	 Revenue	Vehicle Miles Traveled	Number of Transactions
Three Axle Vehicles 127,202 1,753,154 69,874 Four Axle Vehicles 131,760 1,267,503 51,470 Five Axle Vehicles 1,228,156 8,006,751 302,759 Six Axles Vehicles 40,192 216,197 9,786 Total \$5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 Total Revenue \$5,976,427 % Increase from prior year quarter 3.65% Quarter ended March 2013 Two Axle Vehicles \$4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Quarter ended March 2014			
Four Axle Vehicles 131,760 1,267,503 51,470 Five Axle Vehicles 1,228,156 8,006,751 302,759 Six Axles Vehicles 40,192 216,197 9,786 Total \$ 5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 Total Revenue \$ 5,976,427 % Increase from prior year quarter 3.65% Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583		\$ · ·		· · ·
Five Axle Vehicles 1,228,156 8,006,751 302,759 Six Axles Vehicles 40,192 216,197 9,786 Total \$ 5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 701 <td< td=""><td></td><td>•</td><td>· ·</td><td>•</td></td<>		•	· ·	•
Six Axles Vehicles 40,192 216,197 9,786 Total \$ 5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 701		•	· ·	•
Total \$ 5,762,323 93,312,491 4,351,273 Concession Revenue 214,104 *** 5,976,427 % Increase from prior year quarter 3.65% *** Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583		· ·	· ·	·
Concession Revenue 214,104 Total Revenue \$ 5,976,427 % Increase from prior year quarter 3.65% Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Six Axles Vehicles	40,192	216,197	9,786
Total Revenue \$ 5,976,427 % Increase from prior year quarter 3.65% Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Total	\$ 5,762,323	93,312,491	4,351,273
% Increase from prior year quarter 3.65% Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Concession Revenue	214,104		
Quarter ended March 2013 Two Axle Vehicles \$ 4,224,218 \$81,629,971 \$3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Total Revenue	\$ 5,976,427		
Two Axle Vehicles \$ 4,224,218 81,629,971 3,869,197 Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	% Increase from prior year quarter	 3.65%		
Three Axle Vehicles 71,256 1,008,963 41,857 Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Quarter ended March 2013			
Four Axle Vehicles 131,096 1,251,572 50,817 Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Two Axle Vehicles	\$ 4,224,218	81,629,971	3,869,197
Five Axle Vehicles 1,112,222 7,207,783 274,837 Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Three Axle Vehicles	71,256	1,008,963	41,857
Six Axles Vehicles 34,802 185,859 7,808 Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Four Axle Vehicles	131,096	1,251,572	50,817
Total \$ 5,573,594 91,284,148 4,244,516 Concession Revenue 192,583	Five Axle Vehicles	1,112,222	7,207,783	274,837
Concession Revenue 192,583	Six Axles Vehicles	34,802	185,859	7,808
	Total	\$ 5,573,594	91,284,148	4,244,516
Total Revenue \$ 5,766,177	Concession Revenue	192,583		
	Total Revenue	\$ 5,766,177		



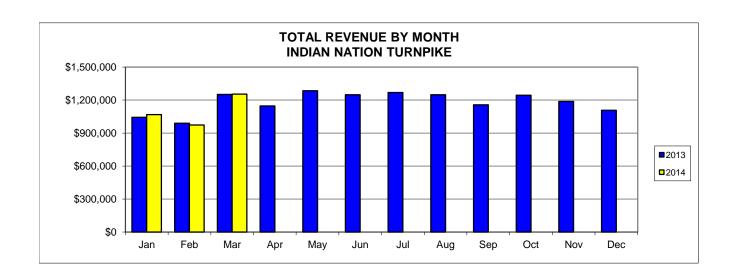
MUSKOGEE TURNPIKE

Three Axle Vehicles 178,486 2,342,517 104,882 Four Axle Vehicles 64,372 612,985 26,388 Five Axle Vehicles 875,465 5,264,245 208,754 Six Axles Vehicles 30,649 176,313 6,394 Total \$ 3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 <			Vehicle Miles	Number of
Two Axle Vehicles \$ 2,684,440 54,414,890 2,194,805 Three Axle Vehicles 178,486 2,342,517 104,882 Four Axle Vehicles 64,372 612,985 26,388 Five Axle Vehicles 875,465 5,264,245 208,754 Six Axles Vehicles 30,649 176,313 6,394 Total \$ 3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 7 7 7 7 7 7 7 8 3,923,669 2,541,223 2	Class of Vehicle	 Revenue	Traveled	Transactions
Three Axle Vehicles 178,486 2,342,517 104,882 Four Axle Vehicles 64,372 612,985 26,388 Five Axle Vehicles 875,465 5,264,245 208,754 Six Axles Vehicles 30,649 176,313 6,394 Total \$3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 Total Revenue \$3,923,669 % Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Quarter ended March 2014			
Four Axle Vehicles 64,372 612,985 26,388 Five Axle Vehicles 875,465 5,264,245 208,754 Six Axles Vehicles 30,649 176,313 6,394 Total \$3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 Total Revenue \$3,923,669 % Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Two Axle Vehicles	\$ 2,684,440	54,414,890	2,194,805
Five Axle Vehicles 875,465 5,264,245 208,754 Six Axles Vehicles 30,649 176,313 6,394 Total \$ 3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 7 7 7 7 7 7 7 8 7 7 8 7 7 8 7 8 7 8 7 8 7 8 7 8 7 8 8 7 8 7 8 8 7 8 8 7 8 8 7 9	Three Axle Vehicles	178,486	2,342,517	104,882
Six Axles Vehicles 30,649 176,313 6,394 Total \$ 3,833,412 62,810,950 2,541,223 Concession Revenue 90,257	Four Axle Vehicles	64,372	612,985	26,388
Total \$ 3,833,412 62,810,950 2,541,223 Concession Revenue 90,257 Total Revenue \$ 3,923,669 % Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$ 2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Five Axle Vehicles	875,465	5,264,245	208,754
Concession Revenue 90,257 Total Revenue \$ 3,923,669 % Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$ 2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Six Axles Vehicles	30,649	176,313	6,394
Total Revenue \$ 3,923,669 % Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$ 2,828,448	Total	\$ 3,833,412	62,810,950	2,541,223
W Decrease from prior year quarter (0.95%) Quarter ended March 2013 Two Axle Vehicles \$ 2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Concession Revenue	90,257		
Quarter ended March 2013 Two Axle Vehicles \$ 2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Total Revenue	\$ 3,923,669		
Two Axle Vehicles \$ 2,828,448 56,711,716 2,299,981 Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	% Decrease from prior year quarter	 (0.95%)		
Three Axle Vehicles 45,653 610,791 24,848 Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Quarter ended March 2013			
Four Axle Vehicles 70,386 687,697 28,209 Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Two Axle Vehicles	\$ 2,828,448	56,711,716	2,299,981
Five Axle Vehicles 910,432 5,499,731 216,598 Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Three Axle Vehicles	45,653	610,791	24,848
Six Axles Vehicles 17,493 90,714 4,090 Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Four Axle Vehicles	70,386	687,697	28,209
Total \$ 3,872,412 63,600,649 2,573,726 Concession Revenue 88,980	Five Axle Vehicles	910,432	5,499,731	216,598
Concession Revenue 88,980	Six Axles Vehicles	17,493	90,714	4,090
· ·	Total	\$ 3,872,412	63,600,649	2,573,726
Total Payanua \$ 3.061.302	Concession Revenue	 88,980		
10tal Neverlue \$	Total Revenue	\$ 3,961,392		



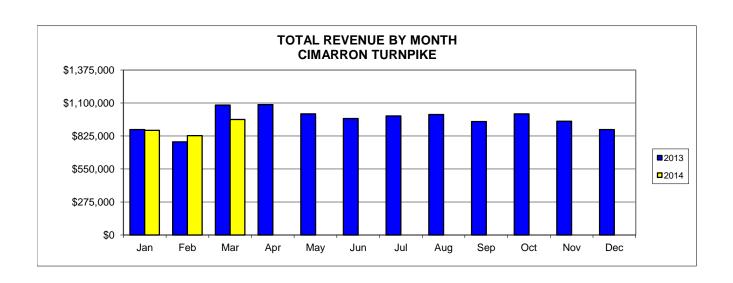
INDIAN NATION TURNPIKE

Class of Vehicle	 Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended March 2014	_		
Two Axle Vehicles	\$ 1,710,084	35,453,911	1,093,679
Three Axle Vehicles	46,131	796,073	25,508
Four Axle Vehicles	118,826	1,232,633	39,029
Five Axle Vehicles	1,345,315	8,268,224	243,740
Six Axles Vehicles	25,146	128,089	3,738
Total	\$ 3,245,502	45,878,930	1,405,694
Concession Revenue	50,085		
Total Revenue	\$ 3,295,587		
% Increase from prior year quarter	 0.32%		
Quarter ended March 2013			
Two Axle Vehicles	\$ 1,718,260	35,654,786	1,106,848
Three Axle Vehicles	45,519	774,616	24,286
Four Axle Vehicles	120,300	1,248,726	39,607
Five Axle Vehicles	1,325,316	8,150,194	242,602
Six Axles Vehicles	26,224	133,665	4,085
Total	\$ 3,235,619	45,961,987	1,417,428
Concession Revenue	49,325		
Total Revenue	\$ 3,284,944		



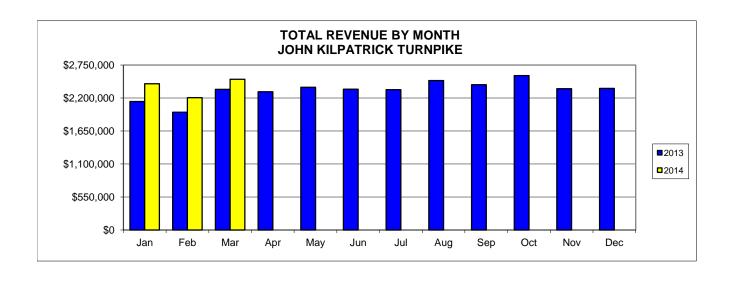
CIMARRON TURNPIKE

		Vehicle Miles	Number of
Class of Vehicle	 Revenue	Traveled	Transactions
Quarter ended March 2014			
Two Axle Vehicles	\$ 1,387,512	28,876,456	1,382,696
Three Axle Vehicles	37,678	588,268	26,961
Four Axle Vehicles	72,324	699,693	29,388
Five Axle Vehicles	1,049,123	5,721,343	215,524
Six Axles Vehicles	28,660	129,542	5,497
Total	\$ 2,575,297	36,015,302	1,660,066
Concession Revenue	87,841		
Total Revenue	\$ 2,663,138		
% Decrease from prior year quarter	 (2.76%)		
Quarter ended March 2013			
Two Axle Vehicles	\$ 1,367,654	28,592,645	1,366,900
Three Axle Vehicles	52,544	804,737	34,503
Four Axle Vehicles	72,704	708,151	29,682
Five Axle Vehicles	1,135,342	6,194,429	231,651
Six Axles Vehicles	28,117	130,192	5,483
Total	\$ 2,656,361	36,430,154	1,668,219
Concession Revenue	82,447		
Total Revenue	\$ 2,738,808		



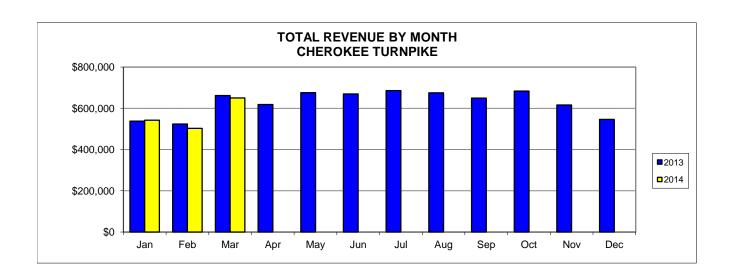
JOHN KILPATRICK TURNPIKE

		Vehicle Miles	Number of
Class of Vehicle	 Revenue	Traveled	Transactions
Quarter ended March 2014			
Two Axle Vehicles	\$ 6,522,513	63,451,232	9,885,072
Three Axle Vehicles	72,229	538,335	63,447
Four Axle Vehicles	59,062	318,461	34,777
Five Axle Vehicles	478,231	1,629,876	125,880
Six Axles Vehicles	23,430	66,366	5,873
Total	\$ 7,155,465	66,004,270	10,115,049
Concession Revenue	0		
Total Revenue	\$ 7,155,465		
% Increase from prior year quarter	 10.95%		
Quarter ended March 2013			
Two Axle Vehicles	\$ 5,882,151	57,174,985	8,919,706
Three Axle Vehicles	59,353	435,366	58,058
Four Axle Vehicles	54,380	301,689	33,892
Five Axle Vehicles	425,670	1,446,171	118,813
Six Axles Vehicles	27,810	76,867	7,005
Total	\$ 6,449,364	59,435,078	9,137,474
Concession Revenue	0		
Total Revenue	\$ 6,449,364		



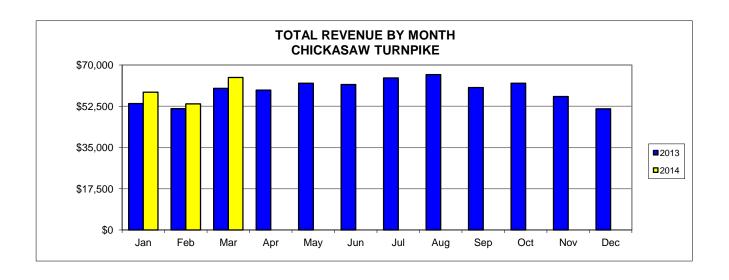
CHEROKEE TURNPIKE

		Vehicle Miles	Number of
Class of Vehicle	 Revenue	Traveled	Transactions
Quarter ended March 2014			
Two Axle Vehicles	\$ 1,048,732	15,396,046	797,827
Three Axle Vehicles	23,773	228,944	12,138
Four Axle Vehicles	38,175	251,795	9,106
Five Axle Vehicles	556,167	2,236,798	75,608
Six Axles Vehicles	27,668	31,460	1,136
Total	\$ 1,694,515	18,145,043	895,815
Concession Revenue	0		
Total Revenue	\$ 1,694,515		
% Decrease from prior year quarter	 (1.63%)		
Quarter ended March 2013			
Two Axle Vehicles	\$ 1,085,097	15,744,337	805,514
Three Axle Vehicles	23,240	222,790	10,877
Four Axle Vehicles	39,556	257,309	9,203
Five Axle Vehicles	565,708	2,264,715	76,114
Six Axles Vehicles	9,049	29,311	1,111
Total	\$ 1,722,650	18,518,462	902,819
Concession Revenue	0		
Total Revenue	\$ 1,722,650		



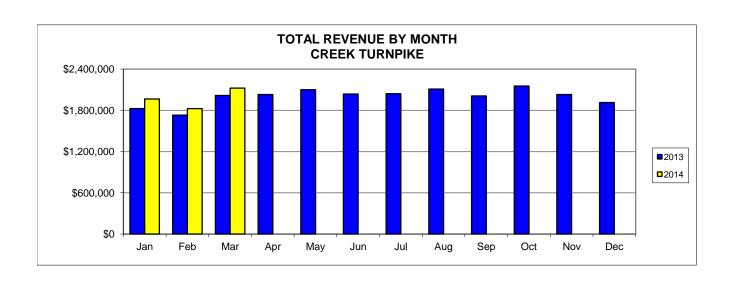
CHICKASAW TURNPIKE

Class of Vehicle	Revenue	Vehicle Miles Traveled	Number of Transactions
Quarter ended March 2014	 		
Quarter ended March 2014			
Two Axle Vehicles	\$ 105,659	3,104,039	181,629
Three Axle Vehicles	22,107	485,321	28,398
Four Axle Vehicles	4,967	54,808	3,207
Five Axle Vehicles	39,296	357,728	20,932
Six Axles Vehicles	4,717	33,565	1,964
Total	\$ 176,746	4,035,461	236,130
Concession Revenue	0		
Total Revenue	\$ 176,746		
% Increase from prior year quarter	 6.94%		
Quarter ended March 2013			
Two Axle Vehicles	\$ 101,860	3,025,546	177,036
Three Axle Vehicles	21,208	458,201	26,811
Four Axle Vehicles	4,254	46,656	2,730
Five Axle Vehicles	37,014	331,135	19,376
Six Axles Vehicles	947	8,015	469
Total	\$ 165,283	3,869,553	226,422
Concession Revenue	 0		
Total Revenue	\$ 165,283		



CREEK TURNPIKE

Quarter ended March 2014 Two Axle Vehicles \$ 5,362,139 58,507,282 9,045 Three Axle Vehicles 61,564 475,823 62 Four Axle Vehicles 59,022 374,162 42 Five Axle Vehicles 416,534 1,569,664 169 Six Axles Vehicles 15,370 46,140 5		Vehicle Miles			
Two Axle Vehicles \$ 5,362,139 58,507,282 9,045 Three Axle Vehicles 61,564 475,823 62 Four Axle Vehicles 59,022 374,162 42 Five Axle Vehicles 416,534 1,569,664 169 Six Axles Vehicles 15,370 46,140 5	led Transactions	Traveled	Revenue		Class of Vehicle
Three Axle Vehicles 61,564 475,823 62 Four Axle Vehicles 59,022 374,162 42 Five Axle Vehicles 416,534 1,569,664 169 Six Axles Vehicles 15,370 46,140 5				4	Quarter ended March 2014
Four Axle Vehicles 59,022 374,162 42 Five Axle Vehicles 416,534 1,569,664 169 Six Axles Vehicles 15,370 46,140 5	07,282 9,045,981	58,507,282	5,362,139	\$	Two Axle Vehicles
Five Axle Vehicles 416,534 1,569,664 169 Six Axles Vehicles 15,370 46,140 5	75,823 62,897	475,823	61,564		Three Axle Vehicles
Six Axles Vehicles 15,370 46,140 5	74,162 42,173	374,162	59,022		Four Axle Vehicles
	59,664 169,286	1,569,664	416,534		Five Axle Vehicles
Total \$ 5,914,629 60,973,071 9,325	46,140 5,316	46,140	15,370		Six Axles Vehicles
	73,071 9,325,653	60,973,071	5,914,629	\$	Total
Concession Revenue 0			0		Concession Revenue
Total Revenue \$ 5,914,629			5,914,629	\$	Total Revenue
% Increase from prior year quarter			6.17%	ter	% Increase from prior year quarter
Quarter ended March 2013				3	Quarter ended March 2013
Two Axle Vehicles \$ 5,064,538 55,060,457 8,557	60,457 8,557,186	55,060,457	5,064,538	\$	Two Axle Vehicles
Three Axle Vehicles 60,067 471,955 62	71,955 62,854	471,955	60,067		Three Axle Vehicles
Four Axle Vehicles 54,763 352,003 41	52,003 41,671	352,003	54,763		Four Axle Vehicles
Five Axle Vehicles 377,222 1,463,689 160	63,689 160,704	1,463,689	377,222		Five Axle Vehicles
Six Axles Vehicles 14,478 44,022 5	14,022 5,047	44,022	14,478		Six Axles Vehicles
Total \$ 5,571,068 57,392,126 8,827	92,126 8,827,462	57,392,126	5,571,068	\$	Total
Concession Revenue 0			0		Concession Revenue
Total Revenue \$ 5,571,068			5,571,068	\$	Total Revenue



Oklahoma Turnpike Authority Schedule of Cash, Cash Equivalents and Investments as of March 31, 2014

Description	Interest Rate		Purchase Date	Maturity Date	Cost	Fair Value
Unrestricted:						
General Fund:						
Invesco TST Prem-Inst	0.020	%	3/31/2014	Demand	\$ 2,160,608 \$	2,160,608
US Treasury Bill	0.000		Various	8/28/2014	14,994,589	14,995,909
FHLB	1.000		2/15/2013	1/29/2020	3,022,731	2,929,198
FHLB	0.800		12/27/2012	12/27/2022	500,000	484,820
FHLB	1.000		3/13/2013	3/13/2023	2,000,000	1,989,120
U.S. Treasury Notes	2.250		Various	5/31/2014	10,270,898	10,036,500
U.S. Treasury Notes	0.250		8/23/2013	12/15/2014	2,000,938	2,002,420
U.S. Treasury Notes	2.250		12/31/2010	1/31/2015	10,246,875	10,177,600
U.S. Treasury Notes	0.250		8/23/2013	7/31/2015	1,995,078	2,001,960
U.S. Treasury Notes	1.000		5/30/2013	10/31/2016	9,627,656	9,571,250
U.S. Treasury SLGS	0.000		11/30/1990	2/21/2021	27,300	27,300
					56,846,673	56,376,685
Revenue Fund:						
Invesco AIM TST Prem-Inst	0.020		3/31/2014	Demand	15,871,859	15,871,859
					15,871,859	15,871,859
Total unrestricted cash equivalents & investments					\$ 72,718,532 \$	72,248,544

Oklahoma Turnpike Authority Schedule of Cash, Cash Equivalents and Investments as of March 31, 2014

Description	Interest Rate	Purchase Date	Maturity Date	Cost	Fair Value
Restricted:					
Reserve Maintenance Fund:					
Invesco TST Prem-Inst	0.020 %	3/31/2014	Demand \$	8,335,383 \$	8,335,383
U.S. Treasury Bill	0.000	3/4/2014	8/28/2014	2,499,140	2,499,339
FHLB	0.300	5/9/2013	11/9/2016	5,370,000	5,352,440
FHLMC	0.350	12/31/2013	12/31/2015	2,000,000	1,998,220
U.S. Treasury Notes	1.875	8/23/2013	4/30/2014	2,023,984	2,002,980
U.S. Treasury Notes	1.000	8/23/2013	5/15/2014	2,012,812	2,002,380
U.S. Treasury Notes	2.625	8/23/2013	6/30/2014	2,041,953	2,012,860
U.S. Treasury Notes	0.625	8/23/2013	7/15/2014	2,008,516	2,003,320
U.S. Treasury Notes	2.375	8/23/2013	8/31/2014	2,044,766	2,018,980
U.S. Treasury Notes	0.250	8/23/2013	9/30/2014	2,001,719	2,001,800
U.S. Treasury Notes	0.500	8/23/2013	10/15/2014	2,007,031	2,004,620
U.S. Treasury Notes	0.375	8/23/2013	11/15/2014	2,004,219	2,003,680
U.S. Treasury Notes	2.250	8/23/2013	1/31/2015	2,056,875	2,035,520
U.S. Treasury Notes	0.250	8/23/2013	2/15/2015	1,999,297	2,002,200
U.S. Treasury Notes	0.375	8/23/2013	3/15/2015	2,002,422	2,004,580
U.S. Treasury Notes	0.375	8/23/2013	4/15/2015	2,001,875	2,004,840
U.S. Treasury Notes	0.250	8/23/2013	5/31/2015	1,996,797	2,002,220
U.S. Treasury Notes	0.375	8/23/2013	6/15/2015	2,000,625	2,005,320
U.S. Treasury Notes	0.250	8/23/2013	8/15/2015	1,993,906	2,001,800
U.S. Treasury Notes	0.375	9/16/2013	8/31/2015	1,999,609	2,005,080
				50,400,929	50,297,562
Revenue Bond Reserve Accounts:					
Invesco TST Prem-Inst	0.020	3/31/2014	Demand	6,824,554	6,824,554
Compass Bank CD	0.020	2/28/2014	5/31/2014	18,000,000	18,000,000
FHLB	1.000	11/15/2012	11/15/2022	1,000,000	982,870
FHLB	1.000	12/21/2012	12/21/2022	2,000,000	1,955,660
FHLB	0.800	12/27/2012	12/27/2022	1,000,000	969,640
FHLB	2.100	10/16/2012	10/29/2027	1,500,000	1,365,750
FHLB	1.800	11/21/2012	11/26/2027	2,000,000	1,860,280
FHLB	1.000	2/27/2013	2/15/2028	700,000	669,760
FHLB	2.000	3/27/2013	3/27/2028	1,500,000	1,403,310
FNMA	1.000	3/1/2013	2/28/2028	2,500,000	2,405,175
FNMA	1.000	3/20/2013	3/20/2028	2,000,000	1,929,440
JP Morgan Chase Repo	5.991	5/23/2002	1/1/2022	50,936,450	50,936,450
U.S. Treasury Notes	1.000	5/31/2013	5/31/2018	4,998,047	4,909,000
U.S. Treasury Notes	1.375	5/31/2013	5/31/2020	1,983,051	1,915,940
,				96,942,102	96,127,829
				, ,	, ,
2006 Variable Rate Debt Service Accounts:	0.040	0/04/0044	D I	0.000.507	0.000.507
Cavanal Hill U.S. Treasury	0.010	3/31/2014	Demand	3,986,527	3,986,527
				3,986,527	3,986,527
2007 Bond Service Accounts:					
Cavanal Hill U.S. Treasury	0.010	3/31/2014	Demand	1,404,539	1,404,539
	0.0.0			1,404,539	1,404,539
			_	,,	,,
2011 Bond Service Accounts:					
Cavanal Hill U.S. Treasury	0.010	3/31/2014	Demand	16,413,594	16,413,594
•			_	16,413,594	16,413,594
			_		

Oklahoma Turnpike Authority Schedule of Cash, Cash Equivalents and Investments as of March 31, 2014

Description	Interest Rate		Purchase Date	Maturity Date		Cost	Fair Value
Turnpike Trust Fund:							
Cavanal Hill U.S. Treasury	0.010	%	3/31/2014	Demand \$	5	2,388,520 \$	2,388,520
U.S. Treasury Bill	0.000		3/4/2014	8/28/2014		1,999,312	1,999,471
U.S. Treasury Notes	1.875		Various	4/30/2014		5,100,625	5,007,450
U.S. Treasury Notes	2.250		2/16/2011	5/31/2014		3,071,602	3,010,950
U.S. Treasury Notes	0.500		Various	8/15/2014		6,025,521	6,009,960
U.S. Treasury Notes	0.375		10/17/2012	3/15/2015		5,006,445	5,011,450
U.S. Treasury Notes	0.375		3/18/2013	6/15/2015		6,011,484	6,015,960
U.S. Treasury Notes	1.250		6/27/2012	10/31/2015		1,025,039	1,015,590
U.S. Treasury Notes	0.250		12/2/2013	11/30/2015		6,994,805	6,995,660
U.S. Treasury Notes	0.250 1.000		3/4/2014 Various	2/29/2016 8/31/2016		1,997,969 4,122,330	1,994,840
U.S. Treasury Notes U.S. Treasury Notes	0.625		6/27/2012	5/31/2017		995,508	4,086,410 988,560
U.S. Treasury Notes	0.023		0/21/2012	3/31/2017		44,739,160	44,524,821
				_		44,700,100	44,024,021
Prepaid PIKEPASS Fund:							
Invesco TST Prem-Inst	0.020		3/31/2014	Demand		803,138	803,138
U.S. Treasury Bill	0.000		Various	8/28/2014		499,828	499,868
FHLB	1.000		11/15/2012	11/15/2022		1,000,000	982,870
FHLB FHLB	1.000 0.800		12/21/2012 12/27/2012	12/21/2022 12/27/2022		750,000 300,000	733,372 290,892
FHLB	1.500		2/19/2013	9/27/2027		498,750	466,245
FHLB	2.100		10/16/2012	10/29/2027		1,500,000	1,365,750
FHLB	1.800		11/26/2012	11/26/2027		750,000	697,605
FHLB	1.000		2/28/2013	2/15/2028		200,000	191,360
FNMA	1.000		6/21/2012	6/21/2027		99,900	99,283
FNMA	2.000		6/28/2012	6/28/2027		997,500	934,930
FNMA	2.100		8/9/2012	8/23/2027		996,000	895,620
FNMA	1.000		12/27/2012	12/27/2027		300,000	291,207
FNMA	2.000		2/28/2013	2/28/2028		500,000	478,280
FNMA	1.000		Various	2/28/2028		1,750,000	1,683,622
FNMA	1.000		3/20/2013	3/20/2028		100,000	96,472
U.S. Treasury Notes	0.250		11/27/2013	2/28/2015		2,001,641	2,002,240
Vanguard 500 Index Trust (open-end mutual fund)	-		Various	Demand		3,465,490	5,064,896
Cavanal Hill Short Term Income (open-end mutual fund)	-		Various	Demand		266,899	266,917
Pimco Low Duration (open-end mutual fund)	-		Various	Demand		801,393	801,443
Pimco Total Return (open-end mutual fund)	-		Various	Demand		267,307	266,643
Ishares MSCI Emerging Mkts (closed-end equity fund)	-		Various	Demand		122,612	114,623
Ishares Morgan Stanley Capitol International Europe Asia Far East Index (closed-end equity fund)	_		Various	Demand		464,000	582,960
Ishares RSSLL MIDCAP Index (closed-end equity fund)	_		Various	Demand		166,519	226,723
Ishares RSSLL 2000 ETF (closed-end equity fund)	_		Various	Demand		162,685	294,922
Ishares Core S&P MIDCAP (closed-end equity fund)	_		Various	Demand		234,195	345,050
Ishares Core S&P Smallcap 600 (closed-end equity fund)	-		Various	Demand		259,870	510,499
S&P 500 Depository Receipts (closed-end equity fund)	-		Various	Demand		1,439,979	2,184,277
The First Na ME CD	2.700		2/23/2010	2/23/2015		99,000	99,000
				_		20,796,706	23,270,707
Total restricted cash equivalents & investments				_		234,683,557	236,025,579
Cash balance (unrestricted & restricted)						-	4,679,968
Total Cash, Cash Equivalents and Investments				3	5	307,402,089 \$	312,954,091

OKLAHOMA TURNPIKE AUTHORITY SCHEDULE OF INDEBTEDNESS ISSUED, RETIRED, DEFEASED AND OUTSTANDING AS OF MARCH 31, 2014

	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	-		(3,925,000)	37,305,000
BBVA Compass Credit Facility**	12/1/09	35,000,000	12/1/13 to 12/1/22	90-day LIBOR + 0.80%	18,000,000	-		-	18,000,000
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	-		(25,665,000)	471,755,000
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	-		(1,015,000)	158,635,000
Totals					\$ 1,053,950,000 \$	-	\$_	(49,775,000) \$	1,004,175,000

OKLAHOMA TURNPIKE AUTHORITY PROCEEDS FROM SALE OF SURPLUS PROPERTY FOR THE QUARTER ENDED MARCH 31, 2014

	DATE	DESCRIPTION	PROCEEDS
1QTR	3/31/1014	Total Sale of Surplus Property & Insurance Proceeds	\$ 318,476
		Total	\$ 318,476

^{*} 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 \$18,000,000 is currently necessary to satisfy reserve requirements. Accordingly, the credit facility was recast to \$18,000,000 with the above noted terms.