



2009 Budget Analysis

(Unaudited)

Quarterly Financial Review

July 1 – September 30, 2009

INTRODUCTION

In December 2008, the Tollway Board of Directors adopted the annual budget for 2009. To monitor performance against this budget, each quarter, the Finance Department reviews and compares actual revenues and expenditures of the Tollway to the budget, and presents the resulting analysis in this quarterly report to the Board's Audit Committee.

The annual budget is prepared in conformance with provisions of the Tollway's Master Trust Indenture. This quarterly financial report is unaudited and is prepared on a basis of accounting that comports with the Master Trust Indenture, which is a basis of accounting other than generally accepted accounting principles. Revenues and expenditures are reported on an accrual basis net of certain allowances for bad debt. Capital expenditures are expensed in the period incurred, and no accommodation is made for depreciation of capital assets.

The original 2009 Budget adopted by the Board last December included estimated total revenues of \$680 million. Based on the Wilbur Smith Associates' March 2009 Toll Revenue estimates, the 2009 revenue projection was revised to \$640 million. This estimate also reflects a downward adjustment in investment income. These revised estimates were reflected in the Official Statement for the Illinois State Toll Highway Authority 2009 Series A Bonds issued in May 2009.

Tollway revenue sources include Toll Revenue and Evasion Recovery, Concessions, Investment Income, and Miscellaneous Income.

- Toll Revenues are collected from Tollway users either by cash or electronic toll collection for users of I-PASS.
- Evasion Recovery revenues are fines, fees and tolls collected from toll violators.
- Concession revenues are generated from the Tollway's oases, where third-party vendors provide fuel, food and other conveniences to users of the Tollway. Concession revenues also include tower co-location fees and rental income from fiber optic lines.
- Investment Income is primarily interest earned on Tollway funds and I-PASS escrow accounts.
- Miscellaneous Income includes revenue from overweight truck fines, rental and easement income, and other minor categories of receipts.

Fiscal Year 2009 Revenues and Allocations (\$ millions)			
SOURCES OF REVENUE			
	2009 Budget	2009 Estimate*	CHANGE
Toll & Evasion Recovery	\$650	\$620	(\$30)
Investment Income	22	12	(10)
Concessions	6	6	0
Miscellaneous	2	2	0
TOTAL REVENUES	\$680	\$640	(\$40)

*Toll revenue estimates were revised in March by WSA in advance of the Series 2009 A Bond Issue.

ALLOCATIONS OF REVENUE			
	2009 Budget	2009 Estimate*	CHANGE
Maintenance and Operations	\$258	\$258	\$0
Debt Service Transfer	210	186	(24)
Deposit to RR & I	212	196	(16)
TOTAL ALLOCATIONS	\$680	\$640	(\$40)

*Toll revenue estimates were revised in March by WSA in advance of the Series 2009 A Bond Issue.

The Master Trust Indenture requires the annual budget to allocate revenue each month to three major categories in the following order of priority: Maintenance and Operations (M&O), Debt Service, and Renewal and Replacement and Improvements (RR&I). Renewal and Replacement and Improvement Account funds together with bond proceeds are utilized to fund the Tollway's capital program. The Tollway's 2009 Budget allocated \$258 million for Maintenance and Operations, \$210 million for Debt Service, and \$212 million for deposit to the RR&I Accounts.

As indicated earlier, the Tollway revised its estimate of revenues in March 2009. Similarly, amounts necessary for debt service, and amounts available for deposit into the RR&I Accounts have been revised downward. The Maintenance and Operations Budget was not revised.

The Tollway's capital program is comprised of the Congestion-Relief Program (CRP) and other Non-CRP capital projects. The 2009 budget for the capital program is funded from monies on deposit in the RR & I Accounts and proceeds from the sale of bonds. The 2009 Capital Budget along with amounts carried over from the 2008 Capital Budget total \$1,282.4 million, including \$1,095.7 million approved in the 2009 Budget and \$186.7 million unexpended from the 2008 Capital Budget.

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As of September 30, 2009 the Tollway's multi-year capital plan included \$1,139.1 million of expenditures (accrual basis) in 2009, \$1,079.1 million for CRP and \$60 million for other Non-CRP capital projects. Similarly, the quarterly projections included in this report are based on estimated 2009 capital expenditures of \$1,139.1 million, \$143.3 million less than the total 2009 approved budget and 2008 carry-over. The estimate for 2009 capital expenditures was prepared by the Tollway PMO (HNTB Corporation) in preparation for the issuance of the Illinois State Toll Highway Authority 2009 Series A Bonds in May 2009.

This report provides an analysis of actual revenues and expenditures through the third quarter of fiscal year 2009. The purpose of this analysis is to assess the actual financial performance of the Tollway relative to the 2009 Budget. The report indicates variances from budgeted amounts. A favorable variance contributes to a higher fund balance, while an unfavorable variance reduces the fund balance.

All figures contained in this report are unaudited, and should be used for informational purposes only.

REVENUES

Revenues for the quarter ending September 30, 2009 totaled \$169.5 million, \$6.4 million less than budgeted. Through the third quarter, revenues totaled \$494.2 million, \$19.5 million less than budgeted, but \$8.0 million more than anticipated in the revised estimate of March 2009.

The largest category, Toll Revenue and Evasion Recovery, totaled \$167.5 million, or \$823 thousand less than the budget amount for the third quarter 2009. Through the third quarter, Toll Revenue and Evasion Recovery totaled \$486.8 million, \$4.4 million less than the year-to-date budget, but \$15.6 million more than the March estimate.

For the third quarter, Concession revenue totaled \$1.1 million, or \$505 thousand less than budgeted. Through September 30, 2009, Concession revenue totaled \$3.6 million, or \$962 thousand less than the budget amount.

Investment Income for the third quarter 2009 was \$499 thousand, or \$5.0 million below the budget amount due to very low short-term interest rates. Through the third quarter, Investment Income totaled \$2.9 million, \$13.6 million less than the year-to-date budget and \$6.1 million less than the estimate as revised in March 2009.

For the quarter ending September 2009, Miscellaneous revenue totaled \$401 thousand, or \$101 thousand less than the budget amount. Through the third quarter, Miscellaneous revenue totaled \$942 thousand, or \$548 thousand lower than budgeted.

The following table compares budgeted revenues to actual for the third quarter 2009.

REVENUES				
Budget vs. Actual				
Third Quarter Ending September 30, 2009				
(\$ millions)				
	3rd Qtr Budget	3rd Qtr Actual	Variance (\$)	Variance (%)
REVENUES				
Toll Revenue & Evasion Recovery	\$168.3	\$167.5	(\$0.8)	-0.5%
Concession	1.6	1.1	(0.5)	-31.6%
Investment Income	5.5	0.5	(5.0)	-90.9%
Miscellaneous	0.5	0.4	(0.1)	-20.1%
Total Revenues	\$175.9	\$169.5	(\$6.4)	-3.7%

The following tables compare budgeted year-to-date revenues to actual, as well as the revised estimate of revenues to actual through September 30, 2009.

Quarterly Financial Review September 30, 2009

REVENUES				
<i>BUDGET vs. Actual</i>				
YTD September 30, 2009				
(\$ millions)				
	2009 YTD Budget	2009 YTD Actual	Variance (\$)	Variance (%)
<u>REVENUES</u>				
Toll Revenue & Evasion Recovery	\$491.2	\$486.8	(\$4.4)	-0.9%
Concession	4.6	3.6	(1.0)	-21.0%
Investment Income	16.5	2.9	(13.6)	-82.2%
Miscellaneous	1.5	0.9	(0.5)	-36.8%
Total Revenues	\$513.8	\$494.2	(\$19.5)	-3.8%

REVENUES				
<i>March ESTIMATE vs. Actual</i>				
YTD September 30, 2009				
(\$ millions)				
	2009 YTD March Estimate	2009 YTD Actual	Variance (\$)	Variance (%)
<u>REVENUES</u>				
Toll Revenue & Evasion Recovery	\$471.1	\$486.8	\$15.6	3.3%
Concession	4.6	3.6	(1.0)	-21.0%
Investment Income	9.0	2.9	(6.1)	-67.4%
Miscellaneous	1.5	0.9	(0.5)	-36.8%
Total Revenues	\$486.2	\$494.2	\$8.0	1.7%

Notes: Numbers may not add to totals due to rounding.

MAINTENANCE AND OPERATIONS EXPENDITURES

The Tollway's 2009 third quarter M&O expenditures totaled \$66.7 million, representing an unfavorable variance of \$892 thousand. Through September 30, 2009, expenditures totaled \$187.6 million, \$4.2 million or 2.2% less than budgeted for the first three quarters.

Payroll and Related Costs for the third quarter were \$2.2 million less than budgeted. Payroll expenses through the third quarter reflect a savings of \$2.7 million as a result of vacant positions during that period.

Contractual Services expenditures were \$1.5 million more than budgeted for the third quarter. Through the first three quarters of 2009, expenses in this category totaled \$27.5 million, \$1.2 million under the year-to-date budget. Modifications in processes related to review of violation images has reduced contractual services costs.

Materials and Operational Supplies had a favorable variance of \$2.1 million in the third quarter. Through the third quarter, expenses totaled \$7.3 million, \$641 thousand under the year-to-date budget for this category.

The Utilities category, which includes electricity, natural gas, water and telephone, had a favorable variance of \$819 thousand in the third quarter due to a decrease in telephone calls to the Customer Call Center, as well as a reduction in electricity costs.

All Other Insurance, which includes property insurance and amounts allocated to the workers' compensation claim fund, had an unfavorable variance of \$5.4 million in the third quarter due to additional funding recommended by the Tollway's actuarial consultant.

Expenditures in the Parts and Fuel category had a favorable variance of \$488 thousand in the third quarter, and were \$1.7 million under budget through September 30, 2009. The favorable variance is attributed to decreased fuel costs during the year.

Equipment/Office Rental & Maintenance had a favorable variance of \$188 thousand in the third quarter due to decreased spending on software maintenance and licensing as well as electronic toll collection equipment. Through September 30, 2009, Equipment/Office Rental & Maintenance expended \$1.7 million less than the year-to-date budget amount. Spending for these items is expected to increase for the rest of the year.

During the third quarter, Employee Development had a favorable variance of \$65 thousand and Recovery of Expenses had a favorable variance of \$113 thousand.

The following tables compare M&O budgeted expenditures to actual expenses for the third quarter, as well as year-to-date through September 30, 2009.

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M&O EXPENSES				
Budget vs. Actual				
Third Quarter Ending September 30, 2009				
(\$ millions)				
	3rd Qtr	3rd Qtr	Variance	Variance
	Budget	Actual	(\$)	(%)
<i>Maintenance & Operations</i>				
Payroll and Related Costs	\$37.3	\$35.1	\$2.2	6.0%
Group Insurance	7.0	7.0	(0.0)	---
Contractual Services	9.6	11.1	(1.5)	-15.8%
Materials/Oper. Supplies/Other Exp.	2.7	0.5	2.1	79.9%
Utilities	2.0	1.1	0.8	41.7%
All Other Insurance	2.2	7.5	(5.4)	-249.2%
Parts & Fuel	1.9	1.4	0.5	25.6%
Equipment / Office Rental & Maint.	3.3	3.2	0.2	5.6%
Employee Development	0.3	0.3	0.1	19.9%
Recovery of Expenses	(0.4)	(0.5)	0.1	26.7%
Total Maintenance & Operations	\$65.8	\$66.7	(\$0.9)	-1.4%

Notes: Numbers may not add to totals due to rounding.

M&O EXPENSES				
Budget vs. Actual				
YTD September 30, 2009				
(\$ millions)				
	2009 YTD	2009 YTD	Variance	Variance
	Budget	Actual	(\$)	(%)
<i>Maintenance & Operations</i>				
Payroll and Related Costs	\$106.3	\$103.5	\$2.7	2.6%
Group Insurance	21.0	20.3	0.7	3.2%
Contractual Services	28.7	27.5	1.2	4.3%
Materials/Oper. Supplies/Other Exp.	8.0	7.3	0.6	8.0%
Utilities	5.9	5.5	0.4	6.6%
All Other Insurance	6.5	11.5	(5.0)	-77.9%
Parts & Fuel	5.7	4.0	1.7	29.4%
Equipment / Office Rental & Maint.	10.0	8.3	1.7	17.4%
Employee Development	1.0	0.9	0.1	11.2%
Recovery of Expenses	(1.3)	(1.2)	(0.0)	-2.6%
Total Maintenance & Operations	\$191.8	\$187.6	\$4.2	2.2%

Notes: Numbers may not add to totals due to rounding.

DEBT SERVICE

The original budget for debt service transfers in the first nine months of 2009 was \$154.4 million. In March 2009 this amount was revised downward to \$136.5 million reflecting early redemption of the Series 1993B Bonds, a temporary increase in synthetic interest rates and timing issues related to transfers for debt service. The actual transfers for debt service made in the first nine months of 2009 were \$130.1 million. Of the \$6.4 million of favorable variance versus the revised estimate, \$3.7 million relates to timing issues likely to be offset in the fourth quarter of 2009 and \$2.7 million represents the amount of favorable variance versus the revised March budget that is expected to remain at fiscal year's end.

DERIVATIVES

The Tollway employed the use of interest rate exchange agreements (agreements) and forward-starting interest rate exchange agreements (forward agreements) to hedge against increases in interest rates and to provide synthetic fixed rates associated with the Tollway's variable rate bonds issued in 1998, 2007 and 2008. As of the end of the third quarter of 2009, the Tollway had two agreements attached to the Series 1998B bond issue, four agreements attached to the Series 2007A bond issue (two each to Series 2007A-1 and 2007A-2) and four agreements attached to the Series 2008A bond issue (two each to Series 2008A-1 and 2008A-2). The four agreements attached to Series 2007A were originally entered into as forward agreements in September 2005, and became effective upon the closing of the \$700 million Series 2007A Bonds on November 1, 2007. The four agreements attached to Series 2008A were originally entered into in December 2007, and became effective upon the closing of the \$766.2 million Series 2008A Bonds on February 7, 2008.

Mark-to-market valuations of the Tollway's agreements typically decline in value when interest rates decline and increase in value when interest rates increase. Thus to the extent that any negative valuation of the Tollway's derivatives were to become realized by an agreement termination, it is possible (although not certain) that such a realized loss might be mitigated by a lower cost of capital expected to be available in that lower-interest rate market.

The (\$147 million) estimated total valuation as of September 30, 2009 compares to other recent quarter-end estimated total valuations as follows: (\$248 million) as of December 31, 2008, (\$154 million) as of March 31, 2009, and (\$74 million) as of June 30, 2009.

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Swap Portfolio as of 9/30/2009						
(Note: Valuations do not include Accrued interest)						
(\$ thousands)						
Series	Provider	Notional Amount	Rate	Maturity	Valuation	
1998 SERIES B	Goldman Sachs Mitsui Marine	67,705	4.3250%	1/1/2017	(7,782)	
1998 SERIES B	JP Morgan Chase Bank *	55,395	4.3250%	1/1/2017	(6,367)	
1998 SERIES B TOTAL		\$123,100			(\$14,149)	
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	7/1/2030	(17,710)	
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	7/1/2030	(17,710)	
2007 SERIES A-1 TOTAL		\$350,000			(\$35,420)	
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	7/1/2030	(27,285)	
2007 SERIES A-2	Wachovia Bank, National Association **	87,500	3.9925%	7/1/2030	(9,943)	
2007 SERIES A-2 TOTAL		\$350,000			(\$37,228)	
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	1/1/2031	(15,102)	
2008 SERIES A-1	Deutsche Bank AG, New York Branch	191,550	3.7740%	1/1/2031	(15,102)	
2008 SERIES A-1 TOTAL		\$383,100			(\$30,204)	
2008 SERIES A-2	Depfa Bank, PLC	287,325	3.7640%	1/1/2031	(22,271)	
2008 SERIES A-2	Merrill Lynch Capital Services, Inc.***	95,775	3.7640%	1/1/2031	(7,424)	
2008 SERIES A-2 TOTAL		\$383,100			(\$29,695)	
TOTAL		\$1,589,300			(\$146,696)	

* Originally Bear Stearns Financial Products; novated to JP Morgan Chase Bank in May 2009.

** Wachovia acquisition by Wells Fargo completed in December 2008; swap still in name of Wachovia Bank, National Association.

*** Merrill Lynch acquisition by Bank of America completed in December 2008; swap still in name of Merrill Lynch Capital Services, Inc.

CAPITAL PROGRAM

Capital expenditures include Renewal/Replacement costs related to repairs of the existing system and non-roadway capital investments, and Improvement costs related to expanded system capacity and Open Road Tolling (ORT).

The majority of the expenditures for the Capital Program are for one-time non-recurring payments for improvements made to the system. Variances from year to year are due to the schedule of work and the differing values for projects included in the overall capital program.

The fiscal year 2009 capital budget reflects the Tollway's pledge to maintain and upgrade the existing facilities and infrastructure of the system. The budget includes funding for the fifth year of the multi-year Congestion-Relief Program (CRP). In December 2008 the Tollway's Board of Directors approved \$1,095.7 million for the Fiscal Year 2009 Capital Budget. The budget allocates \$977.1 million to the CRP and \$118.6 million to support other needs such as roadway equipment and vehicles, building repair and improvements and technological equipment and enhancements.

The 2009 CRP expenditures are budgeted to rebuild and widen the Tri-State Tollway (\$562.9 million), which includes \$177.4 million for 159th Street to 95th Street; \$44.8 million for Balmoral Avenue to Dempster Street; \$124.9 million for Dempster Street to Lake-Cook Road; \$136.7 million for Half Day Road to IL 137; and \$77.8 million for IL 137 to Russell Road. In addition, \$1.3 million is budgeted on the Tri-State Tollway for improvements at the I-57 interchange.

The 2009 CRP budget allocates \$140.2 million to rebuild and widen the Reagan Memorial Tollway from York Road to Washington Street and from the Aurora Toll Plaza to IL 56.

Additionally, \$121.6 million is allocated to continue the Jane Addams Memorial Tollway improvements, which includes rebuild and widen from Newburg Road to Rockton Road, the I-39 interchange improvements, and the East Riverside interchange Inter-Agency project.

The majority of the \$40.9 million budgeted for the Veterans Memorial Tollway will be expended to resurface and widen between 75th Street and the Reagan Memorial Tollway (I-88) and from I-55 to Army Trail Road. In addition, the 2009 CRP budget also provides funding for ongoing restoration of wetlands adjacent to the Des Plaines River and other roadside completion improvements.

The 2009 capital budget allocated \$111.6 million for Systemwide Improvements which includes bridge improvements, interchange improvements, environmental and intermittent pavement projects.

Additionally, \$118.6 million is included in the 2009 capital budget for non-roadway capital projects in the areas of traffic management, communications equipment, maintenance and roadway equipment, technology initiatives, maintenance facility building improvements and other miscellaneous projects. For 2009, it is anticipated that \$60.0 million will be earned for projects in this category.

In addition to amounts approved in the 2009 capital budget, \$186.7 million of the 2008 CRP budget was unexpended at the end of 2008. The 2008 carry-over reflects less than anticipated spending on the CRP during 2008. Reduced expenditures in 2008 were a result of aggressive bids by contractors, effective project management, schedule changes, and timing of payments.

CAPITAL PROGRAM				
2009 Budget				
	2008 Carry-Over	2009 Approved Budget	2009 Approved Budget Plus 2008 Carry-Over	2009 May Estimate
Capital Program				
Tri-State Tollway (I-294/I-94)	\$85.7	\$562.9	\$648.6	\$585.8
Ronald Reagan Memorial Tollway (I-88)	38.9	140.2	179.0	150.8
Jane Addams Memorial Tollway (I-90)	9.3	121.6	130.9	141.9
Veterans Memorial Tollway (I-355)	3.9	40.9	44.7	51.9
Open Road Tolling (ORT)	24.5	-	24.5	14.4
Systemwide Improvements	24.5	111.6	136.1	134.4
Congestion-Relief Program Subtotal	186.7	977.1	1,163.8	1,079.1
"Other" Capital Projects Subtotal	-	118.6	118.6	60.0
Total Capital Program Expenses	\$186.7	\$1,095.7	\$1,282.4	\$1,139.1

Notes: Numbers may not add to totals due to rounding.

The May estimate for 2009 capital expenditures was prepared by the Tollway PMO (HNTB Corporation) in preparation for the issuance of the Illinois State Toll Highway Authority 2009 Series A Bonds in May 2009. The Tollway's multi-year capital plan currently anticipates \$1,079.1 million of CRP expenditures (accrual basis) in 2009. Similarly, the quarterly projections included in this report are based on estimated 2009 CRP expenditures of \$1,079.1 million, \$84.7 million less than the total 2009 Approved Budget Plus 2008 Carry-Over.

The "Other" Non-CRP portion of the Capital Program Budget totals \$118.6 million, of which \$58.6 million was planned and previously included in the 2009 Budget. For 2009, it is anticipated \$60.0 million will be expended for "Other" Non-CRP projects.

During the third quarter, \$189.6 million was expended to improve the Tri-State Tollway corridor. Rebuild and widening projects along the South Tri-State from 159th Street to 95th Street on the northbound lanes are ongoing. Construction work continues on the southbound lanes along the Central Tri-State from Balmoral Avenue to Touhy Avenue, as well as on the northbound lanes from Dempster Street to Lake-Cook Road. Current projects on the North Tri-State include construction of the O'Plaine Road Bridge, Grand Avenue Bridge (IL 132), Rosecrans Road Bridge (IL 173) and the Half Day Road Interchange.

More than \$36.5 million was expended during the third quarter for the rebuild and widening projects along the Ronald Reagan Memorial corridor. Resurfacing and pavement repair work from Eisenhower Expressway to York Road is complete on the eastbound lanes and ongoing on the westbound direction. Current work includes pavement striping and median

work from York Road to Finley Road, construction of the Eola Road Interchange, and reconstruction of the westbound side of the Fox River Bridge.

For the third quarter, approximately \$45.6 million was expended on the Jane Addams Memorial corridor to rebuild and widen Newburg Road to Rockton Road, as well as the reconfiguration of the Cherry Valley Interchange. Current construction includes ramp work from westbound I-90 to southbound I-39/U.S. Route 51 and southbound I-39 to westbound Harrison Avenue in Rockford.

More than \$21.0 million was expended on the Veterans Memorial Tollway corridor for the quarter ending September 30th. Construction work to widen and resurface the southbound lanes between 75th Street and Ogden Avenue is continuing during the third quarter. Tree planting and landscape work is continuing on the South Extension of the Veterans Memorial Tollway.

Approximately \$35.1 million was expended during the third quarter 2009 on the Systemwide corridor. Ongoing Systemwide Improvement projects include bridge repairs, culvert reconstruction and repairs, as well as pavement repairs and patching.

For the third quarter 2009, approximately \$14.1 million was expended for projects to support the Congestion-Relief Program in the Non-CRP category including building repairs, maintenance equipment, and professional and roadway services.

The Tollway's third quarter capital program expenditures totaled \$343.3 million. This amount included expenses paid during the quarter, as well as \$95.2 million of work completed prior to September 30th for which payments have not been made as of October 20, 2009. The CRP portion expended \$329.2 million, \$40.5 million under the quarter estimate of \$369.7 million, while expenditures for the Non-CRP portion totaled \$14.0 million, or \$951 thousand under the third quarter projection of \$15.0 million.

CAPITAL PROGRAM				
May Estimate vs. Actual				
Third Quarter Ending September 30, 2009				
(\$ millions)				
	3rd Qtr May Estimate	3rd Qtr Actual*	Variance (\$)	Variance (%)
Tri-State Tollway (I-294/I-94)	\$220.2	\$189.6	\$30.6	13.9%
Ronald Reagan Memorial Tollway (I-88)	39.1	36.5	2.6	6.6%
Jane Addams Memorial Tollway (I-90)	54.9	45.6	9.2	16.8%
Veterans Memorial Tollway (I-355)	15.0	21.0	(5.9)	-39.4%
Open Road Tolling (ORT)	0.3	1.4	(1.1)	-370.6%
Systemwide Improvements	40.2	35.1	5.1	12.8%
Congestion-Relief Program Subtotal	\$369.7	\$329.2	\$40.5	11.0%
"Other" Capital Projects Subtotal**	15.0	14.0	1.0	6.3%
Total Capital Program	\$384.7	\$343.3	\$41.5	10.8%

* Capital Program Actual included \$95.2 million in work completed prior to September 30, 2009, for which payments have not been made as of October 20, 2009.

**The Non-CRP portion of the Capital Program Budget for 2009 totals \$118.6 million, of which it is anticipated \$60.0 million will be earned.

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The following table compares the 2009 May estimate and expenditures through September 30th. At the end of the third quarter, capital program expenditures totaled \$704.8 million, \$278.8 million less than the year-to-date estimate of \$983.6 million. Through the third quarter, the CRP portion totaled \$667.8 million, \$270.8 million under the estimate of \$938.6 million, while expenditures for the Non-CRP portion totaled \$37.0 million, \$8.0 million less than the projected \$45.0 million. The impact on the 2009 third quarter variance between estimate and expenditures due to the first and second quarter schedule delays related to weather is approximately 11 percent. The Tollway anticipates fully recovering these delays in the fourth quarter and completing all 2009 planned work on schedule.

CAPITAL PROGRAM				
May Estimate vs. Actual				
YTD September 30, 2009				
(\$ millions)				
	2009 YTD	2009 YTD	Variance	Variance
	May Estimate	Actual	(\$)	(%)
Capital Program				
Tri-State Tollway (I-294/I-94)	\$516.6	\$383.8	\$132.8	25.7%
Ronald Reagan Memorial Tollway (I-88)	136.1	98.4	37.7	27.7%
Jane Addams Memorial Tollway (I-90)	123.7	94.0	29.6	24.0%
Veterans Memorial Tollway (I-355)	46.2	32.4	13.8	30.0%
Open Road Tolling (ORT)	13.2	3.8	9.4	71.6%
Systemwide Improvements	102.8	55.4	47.4	46.1%
Congestion-Relief Program Subtotal	\$938.6	\$667.8	\$270.8	28.9%
"Other" Capital Projects Subtotal	45.0	37.0	8.0	17.7%
Total Capital Program Expenses	\$983.6	\$704.8	\$278.8	28.3%

Revised 2009 Estimates in the Tentative 2010 Budget

This quarterly analysis covers a period prior to the release of the 2010 Tentative Budget in October 2009. Revisions made to the 2009 revenues and the expenditures for the Capital Congestion-Relief Program in the Tentative Budget are not reflected in the tables included in this report.

The Total Revenue projection of \$640 million for 2009 contained in the 2010 Tentative Budget remains unchanged from the March estimate presented in this report. Only the individual revenue source estimates have changed:

- Toll and Evasion Recovery Revenue increased by \$9 million
- Investment Revenue decreased by \$8 million
- Concession and Miscellaneous Revenue decreased by \$1 million

The 2009 Capital expenditure estimate for the Congestion-Relief Program presented in this report was revised from \$1,079.1 million to \$975.7 million in the 2010 Tentative Budget.

SUMMARY

For the third quarter 2009, the Tollway's revenues totaled \$169.5 million, \$6.4 million less than the budget projection. Revenue collected through September 30th was \$494.2 million, or \$19.5 million less than budgeted, but \$8.0 million more than the revised estimate of March 2009.

Operating expenditures (M&O) totaled \$66.7 million, or \$892 thousand more than the third quarter budget. Through September 30, 2009 M&O expenses were \$4.2 million under the year-to-date M&O budget.

Debt Service transfers totaled \$54.1 million, or \$1.6 million less than the budgeted amount for the third quarter, but \$4.4 million over the revised estimate of March 2009. Through September 30th, Debt Service transfers totaled \$130.1 million, \$24.3 million under the year-to-date budget, and \$6.5 million less than the revised estimate of March 2009.

Capital expenditures totaled \$343.3 million, or \$41.5 million under the amount estimated for the third quarter. At the end of September 30, 2009 capital expenses were \$278.8 million under the year-to-date projection. The quarterly projections are based on estimated 2009 capital expenditures of \$1,139.1 million, including \$1,079.1 million for the CRP and \$60.0 million for "Other" Non-CRP capital projects.

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ILLINOIS TOLLWAY				
BUDGET vs. ACTUAL				
Third Quarter Ending September 30, 2009				
	3rd Quarter Budget	3rd Quarter Actual	Variance (\$)	Variance (%)
REVENUES				
Toll Revenue & Evasion Recovery	\$168,325,420	\$167,502,538	(\$822,882)	-0.5%
Concession	1,602,000	1,096,558	(505,442)	-31.6%
Investment Income	5,500,000	498,968	(5,001,032)	-90.9%
Miscellaneous	502,000	400,961	(101,039)	-20.1%
Total Revenues	\$175,929,420	\$169,499,025	(\$6,430,395)	-3.7%
EXPENDITURES				
Maintenance & Operations (M&O)				
Payroll and Related Costs	\$37,337,675	\$35,115,417	\$2,222,258	6.0%
Group Insurance	6,987,500	7,021,903	(34,403)	-0.5%
Contractual Services	9,581,807	11,094,533	(1,512,726)	-15.8%
Materials/Oper. Supplies/Other Exp.	2,660,840	535,180	2,125,660	79.9%
Utilities	1,962,775	1,144,197	818,578	41.7%
All Other Insurance	2,153,000	7,518,620	(5,365,620)	-249.2%
Parts & Fuel	1,908,613	1,420,519	488,094	25.6%
Equipment/Office Rental & Maint.	3,349,931	3,162,242	187,689	5.6%
Employee Development	327,425	262,200	65,225	19.9%
Recovery of Expenses	(422,050)	(534,862)	112,812	26.7%
Total M&O	\$65,847,514	\$66,739,949	(\$892,435)	-1.4%
Debt Service				
Existing Debt	\$50,165,617	\$44,889,224	\$5,276,393	10.5%
New Debt	5,500,000	9,175,528	(3,675,528)	-66.8%
Total Debt Service	\$55,665,617	\$54,064,752	\$1,600,865	2.9%

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ILLINOIS TOLLWAY				
BUDGET vs. ACTUAL				
Year-To-Date September 30, 2009				
	2009 YTD Budget	2009 YTD Actual	Variance (\$)	Variance (%)
REVENUES				
Toll Revenue & Evasion Recovery	\$491,201,945	\$486,755,479	(\$4,446,467)	-0.9%
Concession	4,578,000	3,616,195	(961,805)	-21.0%
Investment Income	16,500,000	2,935,297	(13,564,703)	-82.2%
Miscellaneous	1,490,000	941,961	(548,039)	-36.8%
Total Revenues	\$513,769,945	\$494,248,931	(\$19,521,014)	-3.8%
EXPENDITURES				
Maintenance & Operations (M&O)				
Payroll and Related Costs	\$106,268,767	\$103,525,470	\$2,743,297	2.6%
Group Insurance	20,962,500	20,287,268	675,232	3.2%
Contractual Services	28,745,420	27,510,212	1,235,208	4.3%
Materials/Oper. Supplies/Other Exp.	7,982,519	7,341,569	640,950	8.0%
Utilities	5,888,325	5,498,858	389,467	6.6%
All Other Insurance	6,459,000	11,488,276	(5,029,276)	-77.9%
Parts & Fuel	5,725,838	4,044,447	1,681,391	29.4%
Equipment/Office Rental & Maint.	10,049,792	8,302,608	1,747,184	17.4%
Employee Development	982,275	871,944	110,331	11.2%
Recovery of Expenses	(1,266,150)	(1,233,511)	(32,639)	-2.6%
Total M&O	\$191,798,285	\$187,637,141	\$4,161,144	2.2%
Debt Service				
Existing Debt	\$143,371,851	\$120,903,784	\$22,468,067	15.7%
New Debt	11,000,000	9,175,528	1,824,472	16.6%
Total Debt Service	\$154,371,851	\$130,079,312	\$24,292,539	15.7%

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ILLINOIS TOLLWAY				
MARCH ESTIMATE vs. ACTUAL				
Year-To-Date September 30, 2009				
	2009 YTD	2009 YTD	Variance	Variance
	March Estimate	Actual	(\$)	(%)
<u>REVENUES*</u>				
Toll Revenue & Evasion Recovery	\$471,132,726	\$486,755,479	\$15,622,753	3.3%
Concession	4,578,000	3,616,195	(961,805)	-21.0%
Investment Income	9,000,000	2,935,297	(6,064,703)	-67.4%
Miscellaneous	1,490,000	941,961	(548,039)	-36.8%
Total Revenues	\$486,200,726	\$494,248,931	\$8,048,205	1.7%
<u>EXPENDITURES</u>				
Maintenance & Operations (M&O)				
Payroll and Related Costs	\$106,268,767	\$103,525,470	\$2,743,297	2.6%
Group Insurance	20,962,500	20,287,268	675,232	3.2%
Contractual Services	28,745,420	27,510,212	1,235,208	4.3%
Materials/Oper. Supplies/Other Exp.	7,982,519	7,341,569	640,950	8.0%
Utilities	5,888,325	5,498,858	389,467	6.6%
All Other Insurance	6,459,000	11,488,276	(5,029,276)	-77.9%
Parts & Fuel	5,725,838	4,044,447	1,681,391	29.4%
Equipment/Office Rental & Maint.	10,049,792	8,302,608	1,747,184	17.4%
Employee Development	982,275	871,944	110,331	11.2%
Recovery of Expenses	(1,266,150)	(1,233,511)	(32,639)	-2.6%
Total M&O	\$191,798,285	\$187,637,141	\$4,161,144	2.2%
Debt Service				
Existing Debt	\$127,366,068	\$120,903,784	\$6,462,284	5.1%
New Debt	9,166,667	9,175,528	(8,861)	-0.1%
Total Debt Service	\$136,532,735	\$130,079,312	\$6,453,423	4.7%

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ILLINOIS TOLLWAY			
% of March Estimate REALIZED			
Year-To-Date September 30, 2009			
	2009	2009 YTD	%
	March Estimate	Actual	Realized
REVENUES			
Toll Revenue & Evasion Recovery	\$620,373,859	\$486,755,479	78.5%
Concession	6,000,000	3,616,195	60.3%
Investment Income	12,000,000	2,935,297	24.5%
Miscellaneous	2,000,000	941,961	47.1%
Total Revenues	\$640,373,859	\$494,248,931	77.2%
EXPENDITURES			
Maintenance & Operations (M&O)			
Payroll and Related Costs	\$143,606,443	\$103,525,470	72.1%
Group Insurance	27,950,000	20,287,268	72.6%
Contractual Services	38,327,227	27,510,212	71.8%
Materials/Oper. Supplies/Other Exp.	10,643,358	7,341,569	69.0%
Utilities	7,851,100	5,498,858	70.0%
All Other Insurance	8,612,000	11,488,276	133.4%
Parts & Fuel	7,634,450	4,044,447	53.0%
Equipment/Office Rental & Maint.	13,399,722	8,302,608	62.0%
Employee Development	1,309,700	871,944	66.6%
Recovery of Expenses	(1,688,200)	(1,233,511)	73.1%
Total M&O Expenses	\$257,645,800	\$187,637,141	72.8%
Debt Service			
Existing Debt	\$171,491,233	\$120,903,784	70.5%
New Debt	14,666,667	9,175,528	62.6%
Total Debt Service Expenses	\$186,157,900	\$130,079,312	69.9%

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ILLINOIS TOLLWAY				
May ESTIMATE vs. ACTUAL				
Year-To-Date September 30, 2009				
	2009 YTD May Estimate	2009 YTD Actual	Variance (\$)	Variance (%)
Capital Program				
Tri-State Tollway (I-294/I-94)	\$516,573,808	\$383,811,022	\$132,762,786	25.7%
Ronald Reagan Memorial Tollway (I-88)	136,147,535	98,402,146	37,745,389.1	27.7%
Jane Addams Memorial Tollway (I-90)	123,662,381	94,026,898	29,635,482.6	24.0%
Veterans Memorial Tollway (I-355)	46,202,870	32,355,349	13,847,520.6	30.0%
Open Road Tolling (ORT)	13,201,104	3,751,615	9,449,489.0	71.6%
Systemwide Improvements	102,840,974	55,447,786	47,393,188.1	46.1%
Congestion-Relief Program Subtotal	\$938,628,672	\$667,794,816	\$270,833,856	28.9%
"Other" Capital Projects Subtotal	45,000,000	37,020,670	7,979,330	17.7%
Total Capital Program	\$983,628,672	\$704,815,486	\$278,813,186	28.3%

ILLINOIS TOLLWAY			
% of May Estimate REALIZED			
Year-To-Date September 30, 2009			
	2009 May Estimate	2009 YTD Actual	% Realized
Capital Program			
Tri-State Tollway (I-294/I-94)	\$585,781,705	\$383,811,022	65.5%
Ronald Reagan Memorial Tollway (I-88)	150,762,925	98,402,146	65.3%
Jane Addams Memorial Tollway (I-90)	141,866,200	94,026,898	66.3%
Veterans Memorial Tollway (I-355)	51,931,298	32,355,349	62.3%
Open Road Tolling (ORT)	14,388,238	3,751,615	26.1%
Systemwide Improvements	134,408,629	55,447,786	41.3%
Congestion-Relief Program Subtotal	\$1,079,138,994	\$667,794,816	61.9%
"Other" Capital Projects Subtotal	60,000,000	37,020,670	61.7%
Total Capital Program Expenses	\$1,139,138,994	\$704,815,486	61.9%