



2012 Budget Analysis

(Unaudited)

Quarterly Financial Review

April 1 – June 30, 2012

Quarterly Financial Review June 30, 2012

Table of Contents

Introduction	3
Budget Summary	4
Introduction.....	4
Budgeted Revenue 2012	4
Allocation of Budgeted Revenue 2012.....	4
Second Quarter Results Summary.....	5
Revenue	5
Expenditures	5
Outlook.....	5
Revenue Summary	7
Analysis.....	7
Maintenance and Operations (M&O) Summary	9
Analysis.....	9
Debt Service Summary	12
Transfers for Debt Service and Other Bond-Related Costs	12
Analysis	12
Derivatives	13
Capital Program Summary.....	14
Capital Budget 2012	14
Allocation of Capital Budget 2012.....	15
Capital Program Expenditures.....	17
Analysis	18
APPENDIX	
2012 Second Quarter	21
2012 Year-to-Date	23
2012 Budget Realized	25
2011 vs. 2012 Second Quarter Actual	27
2011 vs. 2012 Year-to-Date	29

INTRODUCTION

In December 2011, the Tollway Board of Directors adopted the annual budget for 2012. To monitor performance against this budget, each quarter the Finance Department reviews and compares actual revenue and expenditures of the Tollway to the budget, and presents the resulting analysis in this quarterly report to the Finance, Administration and Operations Committee meeting.

The annual budget is prepared in conformance with provisions of the Tollway's Trust Indenture. This quarterly financial report is unaudited and is prepared on a basis of accounting that comports with the Trust Indenture, which is a basis of accounting other than generally accepted accounting principles. Revenue 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.

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

- Toll Revenue is collected from Tollway users either by cash or electronic toll collection for users of I-PASS.
- Evasion Recovery revenue includes fines, fees and tolls collected from toll violators.
- Concessions revenue is generated from the Tollway's oases, where third-party vendors provide fuel, food and other conveniences to users of the Tollway.
- 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, tower co-location fees, rental income from fiber optic lines and other miscellaneous receipts.

This report provides an analysis of actual revenue and expenditures through the second quarter of fiscal year 2012. The purpose of this analysis is to assess the actual financial performance of the Tollway relative to the 2012 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 preliminary and unaudited, and should be used for informational purposes only.

BUDGET SUMMARY

Introduction

The Illinois Tollway Board of Directors on August 25, 2011 adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, funded by bonds, and toll revenue generated through a toll rate increase for passenger vehicles in 2012 and previously approved increases for commercial vehicles beginning in 2015. The 2012 Budget, approved by the Board of Directors in December 2011, includes the Maintenance & Operations (M&O) Budget, Debt Service Transfers and Capital Budget in support of the first year of the Move Illinois Program.

Budgeted Revenue 2012

Effective January 1, 2012, the new I-PASS toll rate at a typical mainline toll plaza increased from 40 cents to 75 cents, with cash-paying passenger vehicles continuing to pay double the I-PASS rate.

SOURCES OF REVENUE		(\$ millions)
		2012 Budget
Toll Revenue & Evasion Recovery		\$963
Investment Income		1
Concessions & Miscellaneous Income		9
Total Revenue		\$973

The 2012 budget estimates annual revenue totaling \$973 million, including \$963 million from tolls and evasion recovery, \$1 million from investment income, and \$9 million from concessions and miscellaneous income.

Allocation of Budgeted Revenue 2012

ALLOCATIONS OF REVENUE		2012 Budget
Maintenance and Operations		\$268
Operating Reserve		10
Debt Service Transfers		255
Deposits to RR & I		440
Total Allocation		\$973

The Tollway's 2012 Budget allocates \$268 million for Maintenance and Operations (M&O) expenses, \$10 million to fund an increase in the Operating Reserve sub-account, \$255 million for Debt Service Transfers, and \$440 million for the Move Illinois and Congestion-Relief Program and other non-roadway capital investments (deposits to the Renewal & Replacement & Improvement accounts).

SECOND QUARTER RESULTS SUMMARY

Revenue

Revenue for the second quarter 2012 totaled to \$242.4 million, an unfavorable variance of \$6.7 million. Toll and evasion recovery revenue totaled \$240.5 million, an unfavorable variance of \$6 million. While toll revenues exceeded the second quarter estimate by 0.7 percent, evasion recovery was less than estimated mainly due to a change in accounting treatment. (Please see revenue analysis on pages 7-8.) Concessions, investment and miscellaneous income totaled \$1.9 million, a variance of \$626 thousand due to less than projected miscellaneous income.

Revenue through June 30, 2012 totaled \$468.1 million. Toll and evasion recovery revenue totaled \$464.3 million. Concessions, investment income and miscellaneous income totaled \$3.8 million.

Expenditures

The Tollway's second quarter operating expenditures totaled \$60.4 million, representing a \$4 million favorable variance compared to budget. Operating expenditures through June 30th amounted to \$121.2 million.

Second quarter Debt Service transfers totaled \$58.8 million, or \$3.4 million less than the budgeted amount. Debt Service transfers through the first half of 2012 totaled \$119.3 million.

Capital Program second quarter expenditures totaled \$81 million compared to the budget of \$110.4 million, including \$76.2 million for the Move Illinois Program and the Congestion-Relief Program (CRP) expenses, \$7.7 million for Other Capital Projects expenses. In addition, Intergovernmental Agreement (IGA) reimbursements for work performed in prior periods totaled \$3 million.

Capital Program expenditures through June 30th amounted to \$98.5 million. CRP and Move Illinois Program expenses totaled \$88.5 million, Other Capital Projects expenses totaled \$13 million, and IGA reimbursements and other adjustments totaled \$3 million.

Outlook

Toll revenue exceeded estimates by 0.7 percent for the second quarter and by 1.4 percent for the first half of 2012. An additional evasion recovery adjustment of \$5.8 million will reduce revenue for the second half of 2012. Also, slow economic growth and higher fuel prices could further impact the Tollway's ability to meet or exceed projected revenue for the remainder of the year. The Tollway will continue to monitor such external factors and their impact on revenue.

The Maintenance and Operations expenses were under budget through the first half of 2012 mainly due to vacancies in both the salary and wage categories. Many of these vacancies will be filled during the third and fourth quarters.

The Capital Program is under budget through June 30th, and projected to remain under budget for the rest of 2012 based on a favorable bidding environment, schedule modifications and effective program management.

The Tollway will continue to monitor the operating budget and the Capital Program progress.

REVENUE SUMMARY

Budget vs. Unaudited Actual

Second Quarter 2012 (\$ thousands)

	2nd Qtr		Variance	
	Budget	Actual	\$	%
Toll Revenue & Evasion Recovery	\$246,533	\$240,494	(\$6,039)	-2.4%
Concessions	500	568	68	13.6%
Investment Income	250	288	38	15.2%
Miscellaneous	1,736	1,004	(732)	-42.2%
Total Revenue	\$249,019	\$242,354	(\$6,665)	-2.7%

Budget vs. Unaudited Actual

Year-to-Date June 30, 2012 (\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Toll Revenue & Evasion Recovery	\$466,339	\$464,330	(\$2,009)	-0.4%
Concessions	1,000	1,100	100	10.0%
Investment Income	500	486	(14)	-2.7%
Miscellaneous	3,458	2,231	(1,227)	-35.5%
Total Revenue	\$471,297	\$468,148	(\$3,150)	-0.7%

Analysis

Revenue for the second quarter totaled \$242.4 million, or \$6.7 million less than projected for the same period. Revenue through June 30th totaled \$468.1 million, or comprised 48.1 percent of the \$973 million projection for 2012.

Toll revenue and evasion recovery was \$6 million less than projected for the second quarter and \$2 million less than projected for the first half of 2012. The year-to-date toll revenue and evasion recovery comprised 48.2 percent of the \$963 million projected for 2012.

Evasion recovery totaled \$3.1 million, a decrease of \$7.7 million from projection for the second quarter. The decrease reflected a \$5.8 million adjustment resulting from a change in accounting methodology for the treatment of certain violation notices previously booked as receivables. Through 2011, revenue for initial fines for evading tolls was recognized

when the violation notice was issued, but net of a provision for bad debt. In 2012, the Tollway will recognize revenue for initial fines when collected, and will reverse the net receivable accrued at year end 2011. The Tollway reversed \$5.8 million of the net receivable amount in the second quarter of 2012, and anticipates making additional adjustments of \$2.9 million during each of the third and fourth quarters of 2012.

Toll transactions for passenger vehicles declined only 3.0 percent for the second quarter compared to the same period in 2011. Passenger vehicle transactions were projected to decline 5.9 percent during 2012 due to an increase in passenger vehicle toll rates that became effective January 1, 2012. Commercial vehicle transactions increased 4.3 percent from the same period in 2011.

Miscellaneous income for the second quarter 2012 totaled \$1 million, or \$732 thousand less than projected for the same period. Income from asset sales, sundry, and fiber optic agreements decreased more than expected.

MAINTENANCE AND OPERATIONS (M&O) SUMMARY

Budget vs. Unaudited Actual Second Quarter 2012

(\$ thousands)

	2nd Qtr		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$37,218	\$35,125	\$2,093	5.6%
Group Insurance	6,962	6,663	299	4.3%
Contractual Services	9,821	9,222	600	6.1%
Materials/Oper. Supplies/Other Exp.	2,240	1,880	361	16.1%
Utilities	1,572	1,316	256	16.3%
All Other Insurance	2,400	2,284	116	4.8%
Parts & Fuel	1,374	1,351	23	1.7%
Equipment / Office Rental & Maint.	3,240	2,951	289	8.9%
Employee Development	225	200	25	11.0%
Recovery of Expenses	(592)	(566)	(26)	-4.3%
Total Maintenance & Operations Expenditures	\$64,461	\$60,427	\$4,035	6.3%

Budget vs. Unaudited Actual Year-to-Date June 30, 2012

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$74,437	\$72,374	\$2,063	2.8%
Group Insurance	13,924	13,836	88	0.6%
Contractual Services	18,315	16,946	1,369	7.5%
Materials/Oper. Supplies/Other Exp.	4,481	3,152	1,329	29.7%
Utilities	3,143	2,956	187	6.0%
All Other Insurance	4,800	4,500	300	6.3%
Parts & Fuel	2,794	2,041	753	26.9%
Equipment / Office Rental & Maint.	6,481	5,993	488	7.5%
Employee Development	450	415	36	8.0%
Recovery of Expenses	(1,184)	(1,053)	(131)	-11.0%
Total Maintenance & Operations Expenditures	\$127,641	\$121,159	\$6,482	5.1%

Analysis

The Tollway's 2012 second quarter operating expenditures totaled \$60.4 million, representing a favorable variance of \$4.0 million. The year-to-date expenditures comprise 45.3 percent of the \$267.5 million annual Maintenance and Operations budget.

The most significant variances to budget during the second quarter of 2012 are explained below:

Payroll and Related Costs for the second quarter totaled \$35.1 million, \$2.1 million under budget. This favorable variance is attributable to vacant positions in both the salary and wage categories. This category also includes wage adjustments for the SEIU, Teamster, AFSCME and MAP collective bargaining units.

Group Insurance totaled \$6.7 million during the second quarter, \$299 thousand under budget. This variance reflects the impact of current vacancies.

Contractual Services for the second quarter totaled \$9.2 million, \$600 thousand under budget. This variance is mainly attributable to reduced costs in Business Systems. This is the result of a price decrease for image review, as well as less than anticipated expenses for the I-PASS Customer Call Center, Secretary of State and Hearing Officer services.

Materials/Operational Supplies/Other Expense totaled \$1.9 million during the second quarter, \$361 thousand under budget. This variance continues to be the result of a mild winter and reduced demand for winter roadway materials such as rock salt, calcium chloride and abrasives. Based on projections for the remainder of year, funds are in the process of being transferred to other accounts requiring additional funding.

Utilities, that include electricity, natural gas, water and telephone expenses, totaled \$1.3 million, \$256 thousand under budget during the second quarter. All four categories were under budget for the quarter.

All Other Insurance expenses totaled \$2.3 million, \$116 thousand under the second quarter budget. This category includes expenses for property and liability insurance as well as amounts allocated to the workers' compensation claim fund. The variance is due to the timing of a payment that was resolved in July.

Parts and Fuel expenses totaled \$1.4 million, \$23 thousand under the second quarter budget. Although a mild winter resulted in less consumption of gasoline and diesel fuel by snowplow trucks in the first quarter, recent spikes in fuel prices, the changeover to summer gasoline blends, increased use of E85 fuel and the addition of new fuel storage tanks will make the fuel budget very tight by year-end.

Equipment/Office Rental & Maintenance expenditures totaled \$3.0 million during the second quarter, \$289 thousand under budget. The majority of this variance is due to reduced expenditures for the maintenance of electronic tolling equipment. Certain aspects of electronic tolling equipment maintenance and application development have been scaled back pending the expected future procurement of a next generation back office toll collection system.

Employee Development expenses totaled \$200 thousand, \$25 thousand under the second quarter budget. This cost category includes travel, training, dues, books, subscriptions, uniforms and accessories.

Recovery of Expenses totaled \$566 thousand, \$26 thousand over budget. This category includes reimbursement for services (ambulances or fire trucks) or damage to Tollway property caused by others. Since construction is limited in the first half of the year, the volume of claims is less.

Budget Transfers: Budget to Actual comparisons in this analysis are based on the Original 2012 M&O Budget adopted by the Board in December 2011. During the budget year, management approves transfers from accounts that incur surpluses to those requiring additional funds due to shortfalls. These transfers do not change the total amount of the 2012 M&O Budget.

DEBT SERVICE SUMMARY

For annual budgeting and quarterly reporting purposes, debt service consists of the sum of monthly transfers from the Revenue Account to the Trustee-held Debt Service Account, in accordance with the Indenture, to provide for payment of:

- (i) interest due on outstanding bonds;
- (ii) the retirement of bond principal at maturity or sinking fund redemption;
- (iii) net payments on interest rate exchange (“swap”) agreements; and
- (iv) costs of bond credit/liquidity agreements, bond remarketing agreements, and bond ratings.

For 2012 the Tollway budgeted \$255 million for transfers from the Revenue Account to the Debt Service Account to provide for these payments. That budgeted amount assumed an additional source of funds of \$16.2 million from federal subsidies associated with the Tollway’s Series 2009A and Series 2009B Build America Bonds.

Following are unaudited quarterly results through June 30, 2012 with comparisons to budget.

Budget vs. Actual (Unaudited) (\$ thousands) (#s may not total due to rounding)

	Budget	Actual	Variance	
			\$	%
Debt Service Transfers – 1 st Qtr	\$62,250	\$60,506	\$1,744	2.8%
Debt Service Transfers – 2 nd Qtr	\$62,250	\$58,834	\$3,416	5.5%
Debt Service Transfers - YTD Jun 30, 2012	\$124,500	\$119,340	\$5,160	4.1%

% of Budget Realized (Unaudited) (\$ thousands)

	Annual Budget	YTD Actual	Realized
Debt Service Transfers	\$255,000	\$119,340	46.8%

Analysis

The primary contributors to the \$5.160 million favorable variance year-to-date and the \$3.416 million favorable variance in the second quarter were the following.

- (i) Most of a provision for additional debt service for refunding synthetic fixed rate bonds and/or incurring variable bond interest in excess of variable swap receipts was not realized. This accounted for approximately \$2.4 million of the year-to-date favorable variance and \$1.1 million of the second quarter favorable variance.

- (ii) The other main contributor to the year-to-date and second quarter favorable variances was related to the timing of the monthly transfers for debt service for the Series 2007A and 2008A synthetic fixed rate bonds. Much of this favorable variance related to transfer timing is expected to reverse prior to year's end.

DERIVATIVES

The Tollway employed the use of interest rate exchange (swap) agreements and forward-starting interest rate exchange agreements (forward agreements) to hedge against increases in interest rates by providing synthetic fixed rates associated with the Tollway's variable rate bonds. The following chart presents the Tollway's swap portfolio as of March 31, 2012. The four swap agreements related to the Series 2007A Bonds were originally entered into as forward agreements in September 2005, and became effective upon the closing of the Series 2007A Bonds on November 1, 2007. The three swap agreements related to the Series 2008A Bonds were originally entered into in December 2007, and became effective upon the closing of the Series 2008A Bonds on February 7, 2008.

The Illinois State Toll Highway Authority						
Swap Portfolio as of June 29, 2012						
(Note: Valuations do not include Accrued interest)						
(\$ thousands)						
Series	Provider	Notional Amount	Fixed Rate Paid	Variable Rate Rec'd	Maturity	Valuation
1998 SERIES B	Goldman Sachs Mitsui Marine	67,705	4.3250%	Actual	1/1/2017	(9,905)
1998 SERIES B	JP Morgan Chase Bank*	55,395	4.3250%	Actual	1/1/2017	(8,104)
1998 SERIES B TOTAL		\$123,100				(\$18,009)
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$47,282)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$47,282)
2007 SERIES A-1 TOTAL		\$350,000				(\$94,565)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$71,651)
2007 SERIES A-2	Wells Fargo Bank**	87,500	3.9925%	SIFMA	7/1/2030	(\$23,884)
2007 SERIES A-2 TOTAL		\$350,000				(\$95,534)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$46,598)
2008 SERIES A-1	Deutsche Bank AG, New York Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$46,598)
2008 SERIES A-1 TOTAL		\$383,100				(\$93,196)
2008 SERIES A-2	Bank of America, N.A.***	95,775	3.7640%	SIFMA	1/1/2031	(\$23,172)
2008 SERIES A-2 TOTAL		\$95,775				(\$23,172)
TOTAL		\$1,301,975				(\$324,476)

NOTE: 1998B swaps are valued assuming the receipt of SIFMA+8bp, as an approximation of the valuation of these actual-bond-rate swaps.

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

** Originally Wachovia Bank, N.A.; acquired by Wells Fargo in December 2008; name changed in March 2010.

*** Originally Merrill Lynch Capital Services, Inc.; Bank of America acquired Merrill Lynch in December 2008; this swap was novated to Bank of America, N.A. in October 2011.

Mark-to-market valuations of the Tollway's swap agreements typically decline in value (from the Tollway's perspective) when interest rates decline and increase in value when interest rates increase. To the extent any negative valuation of the Tollway's derivatives were to become realized by a swap 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.

CAPITAL PROGRAM SUMMARY

Capital Budget 2012

The majority of the expenditures for the Capital Program are for major capital renewal or repair projects and 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 Capital Budget is comprised of two major programs. The newest program, *Move Illinois: The Illinois Tollway Driving the Future*, was approved by the Board of Directors on August 25, 2011. The Move Illinois Program is a 15-year program which extends from 2012 through 2026 and includes anticipated capital investments totaling an estimated \$12 billion. The Fiscal Year 2012 Capital Budget allocates \$240.9 million to fund the first year of the Move Illinois Program.

The second program is the Congestion-Relief Program (CRP). The 12-year Congestion-Relief Program, which began in 2005 and will be completed by 2016, is currently estimated at \$5.8 billion. The Fiscal Year 2012 Capital Budget allocates \$290.6 million to fund the eighth year of the CRP. Additionally, the Fiscal Year 2012 Capital Budget allocates approximately \$77.2 million to fund "Other" capital projects to support ongoing operations of the Tollway; it is anticipated \$60 million will be earned.

2012 Approved Budget

(\$ million)	2012 Budget
Tri-State Tollway (I-94/I-294/I-80)	\$156.4
Reagan Memorial Tollway (I-88)	90.5
Jane Addams Memorial Tollway (I-90)	98.8
Veterans Memorial Tollway (I-355)	23.7
Open Road Tolling (ORT)	2.0
Systemwide Improvements	133.4
I-294/I-57 Interchange	11.9
Elgin O'Hare West Bypass	14.9
Move Illinois & CRP Subtotal	\$531.5
Other Capital Projects	77.2*
Capital Program Subtotal	\$608.6
Intergovernmental Agreement Reimbursements	-
Other Miscellaneous Adjustments	-
Total Capital Program	\$608.6

*The Other Capital Projects portion of the Capital Program Budget for 2012 totals \$77.2 million; \$60 million was anticipated to be earned.

Finally, Capital expenditures for 2011 totaled \$37.8 million less than estimated in October 2011. Approximately \$13 million is credited to realized project savings. In addition, \$21 million was due to schedule changes. Based on 2012 first quarter results, Tollway estimates the rescheduled work can be accommodated within the 2012 Capital Budget of \$608.6 million.

Allocation of Capital Budget 2012

The Tri-State Tollway **\$156.4 Million**

The Move Illinois Program capital budget for the Tri-State Tollway corridor is \$16.6 million which entails design and construction for ramp pavement reconstruction at eight locations from I-55 to IL Route 173.

The CRP Budget for the Tri-State Tollway corridor is \$139.8 million, which includes construction for roadway resurfacing and bridge repairs from 95th Street to Balmoral Avenue, relocation of Dixie Creek to begin the first phase of construction of a new interchange at I-294/I-57 and for pavement surfacing rejuvenation by diamond grinding from the Edens Spur to Half Day Road.

The Reagan Memorial Tollway **\$90.5 Million**

The Move Illinois Program budget for this corridor is \$20.3 million to fund construction to rehabilitate and repair pavement between IL Route 251 and IL Route 56, as well as to reconstruct ramp pavements at three locations.

The CRP Budget for this corridor is \$70.2 million to fund reconstruction and widening on the Reagan Memorial from IL Route 56 to Deerpath Road.

The Jane Addams Memorial Tollway **\$98.8 Million**

The Move Illinois Program includes \$78.1 million to begin design for reconstruction and widening of mainline bridges at various locations from the Kennedy Expressway to I-39 and to start construction on mainline bridges at four other locations; design and construction for temporary shoulder widening between Randall Road and I-39 and for ramp pavement reconstruction at U.S. Business 20 in Rockford.

The CRP budget of \$20.7 million is allocated to complete roadway rehabilitation from IL Route 53 to Newburg Road and to begin design for reconstruction and widening for six mainline bridges with these same limits.

The Veterans Memorial Tollway **\$23.7 Million**

The Move Illinois Program capital budget for this corridor is \$18.7 million to fund the resurfacing of portions of the pavement and collector-distributor roadways from I-55 to Army Trail Road.

The CRP budget for this corridor is \$5.0 million to fund the replacement of the tunnel lighting under the Reagan Memorial Tollway (I-88) and for design services for resurfacing portions of the pavement from I-55 to Army Trail Road.

Open Road Tolling (ORT) **\$2.0 Million**

The 2012 Capital Budget allocates \$2.0 million for the Traffic Revenue Maintenance and Management Program and to accommodate modifications to existing cash lanes at several toll plazas.

Systemwide **\$133.4 Million**

The Move Illinois Program capital budget allocates \$80.4 million for systemwide improvements, including reconstruction of the I-90 Route 47 Interchange, upgrades for toll

collection and non-toll collection technology, land acquisition, begin development of a master plan and site development plan for the nine maintenance facilities, program management and other miscellaneous similar related projects.

The CRP budget allocates \$53 million for Systemwide improvements, the Tri-Level Bridge ramp rehabilitation project at the Tri-State Tollway (I-294)/ Jane Addams Memorial Tollway (I-90); pavement improvements to ensure the integrity of the system; environmental projects, landscaping, program management and other miscellaneous similar related projects.

I-294/ I-57 Interchange

\$11.9 Million

The Move Illinois Program capital budget for this corridor is \$11.9 million to fund the construction of new embankments and bridge piers, and to lengthen the I-294 bridges over 147th Street. These are the first of several construction packages to facilitate the opening of the Memphis movement ramps by the end of 2014. In addition, \$17.7 million for right-of-way and the relocation of Dixie Creek is funded in the Tri-State corridor (see page 14).

Elgin O'Hare West Bypass

\$14.9 Million

The Move Illinois Program capital budget for this corridor is \$14.9 million to fund the design and construction for the widening of the bridges on the existing portion of the Elgin O'Hare Expressway. This work is scheduled in advance of the mainline pavement widening.

Other Capital Projects

\$77.2 Million

In addition to the Move Illinois and CRP, other projects are needed to support ongoing operations of the Tollway and to ensure that the existing roadway network is maintained and safe for travel. While the Move Illinois and CRP are the major components of the Tollway's Capital Program, other elements include new technologies to manage congestion, reduce travel times, and provide enhanced customer service; improvements to maintenance buildings and other structures to maintain Tollway assets; and additional equipment for the State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The 2012 Budget anticipates spending \$60 million of the \$77.2 million budgeted for Other Capital projects.

Capital Program Expenditures

Projection vs. Unaudited Actual
Second Quarter 2012

(\$ thousands)

	2nd Qtr		Variance	
	Projection	Actual ⁽¹⁾	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$32,368	\$27,121	\$5,247	16.2%
Reagan Memorial Tollway (I-88)	21,729	14,149	7,580	34.9%
Jane Addams Memorial Tollway (I-90)	9,383	8,111	1,273	13.6%
Veterans Memorial Tollway (I-355)	1,101	508	593	53.9%
Open Road Tolling (ORT)	850	493	357	42.1%
Systemwide Improvements	30,063	23,752	6,311	21.0%
Tri-State Tollway (I-294/I-57) Interchange	-	1,939	(1,939)	N/A
Elgin O'Hare West Bypass	479	114	365	76.3%
Move Illinois & CRP Subtotal	\$95,973	\$76,186	\$19,787	20.6%
"Other" Capital Projects	14,400	7,750	6,650	46.2%
Capital Program Subtotal	\$110,373	\$83,936	\$26,437	24.0%
Intergovernmental Agreements Reimbursement ²	-	(2,974)	2,974	N/A
Total Capital Program Expenditures	\$110,373	\$80,962	\$29,411	26.6%

¹ Capital Program Actual included \$40,401 thousand in work completed for which payments have not been made as of June 30, 2012.

² Intergovernmental Agreement Reimbursements were for work performed in prior periods.

Projection vs. Unaudited Actual
Year-to-Date June 30, 2012

(\$ thousands)

	YTD		Variance	
	Projection	Actual ¹	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$33,371	\$27,702	\$5,670	17.0%
Reagan Memorial Tollway (I-88)	22,996	14,544	8,452	36.8%
Jane Addams Memorial Tollway (I-90)	19,128	13,897	5,231	27.3%
Veterans Memorial Tollway (I-355)	1,548	157	1,391	89.9%
Open Road Tolling (ORT)	1,700	751	949	55.8%
Systemwide Improvements	50,983	29,440	21,543	42.3%
Tri-State Tollway (I-294/I-57) Interchange	-	1,939	(1,939)	N/A
Elgin O'Hare West Bypass	479	114	365	76.3%
Move Illinois & CRP Subtotal	\$130,204	\$88,544	\$41,660	32.0%
"Other" Capital Projects ²	23,400	12,983	10,417	44.5%
Total Capital Program	\$153,604	\$101,527	\$52,078	33.9%
Intergovernmental Agreement Reimbursements ³	-	(3,007)	3,007	N/A
Capital Program Net of Reimbursements	\$153,604	\$98,519	\$55,085	35.9%

¹ Capital Program Actual included \$40,401 thousand in work completed for which payments have not been made as of June 30, 2012.

² The Other Projects portion of the Capital Program Budget for 2012 totals \$77.2 million, of which \$60 million is anticipated to be earned.

³ Intergovernmental Agreement Reimbursements were for work performed in prior periods.

Analysis

Capital Program expenditures are reported on an accrual basis. For the quarter ending June 30, 2012, unaudited capital program expenditures totaled \$81 million. This amount included expenses paid during the second quarter, as well as \$40.4 million of work completed during the quarter and/or in prior periods for which payments have not been made as of June 30, 2012. Move Illinois Program and CRP expenditures totaled \$76.2 million, and Other Capital project expenditures totaled \$7.7 million. In addition, Intergovernmental Agreement reimbursements for work performed in prior periods totaled \$3 million in the quarter.

The second quarter favorable variance of \$29.4 million for the Capital Program can be attributed to:

- Savings/lower cost of construction – an estimated \$3.4 million
- Schedule changes – an estimated \$17.8 million
- Reduced scope of projects – an estimated \$5.2 million
- Intergovernmental agreement reimbursements - \$3 million

Of the 2012 year-to-date favorable variance of \$55.1 million, \$40.8 million can be attributed to schedule changes.

The Tri-State Tollway (I-94/I-294/I-80)

\$27.1 million

During the second quarter, the design and construction management services for ramp reconstruction at eight locations along the Tri-State are underway. Construction efforts continue for roadway resurfacing and bridge improvements on the Central Tri-State between 95th Street and Balmoral Avenue in both the southbound and northbound directions, as well as construction work to improve the riding surface between Half Day Road and Lake Cook Road and between Atkinson Road and Rockland Road. The favorable variance of \$5.2 million was due to project scope reduction for the roadway and bridge rehabilitation from Cermak Road to Balmoral Avenue.

The Reagan Memorial Tollway

\$14.1 million

During the second quarter, design and construction management services for ramp reconstruction at three locations, including eastbound to Highland, Spring Road and eastbound to York Road ramps are underway. Construction efforts continue for the rehabilitation and repair of the pavement and bridges between IL Route 251 and IL Route 56, as well as for the reconstruction and widening of I-88 between IL Route 56 and Deerpath Road. Contributing factors for the favorable variance of \$7.6 million include project bid savings and schedule changes on roadway rehabilitation from IL 251 to IL 56.

The Jane Addams Memorial Tollway

\$8.1 million

During the second quarter, design efforts for the reconstruction and widening of roadway and structures between I-90 over the Chicago and Northwestern Railroad and I-39, master plan for the reconstruction and widening from U.S. Route 20 to the Elgin Toll Plaza and design services for the bridge reconstruction of bridges of I-90 over the Chicago and Northwestern Railroad, as well as design and construction management services for ramp reconstruction at Business Route 20 are underway. Design efforts are on-going for bridge widening and reconstruction including the bridges over the Kishwaukee River, the Fox

River, Mosquito Creek, Coon Creek and U.S. Route 20. The transit and supporting highway infrastructure study on the Jane Addams Memorial Tollway is ongoing. The favorable variance of \$1.3 million for this corridor is due to delayed start on design services for the Jane Addams Memorial from Kennedy Expressway to I-39.

The Veterans Memorial Tollway **\$508 thousand**

During the second quarter, design efforts for resurfacing I-55 to Army Trail Road and to replace tunnel lighting under I-88 on the Veterans Memorial Tollway began. The favorable variance of \$593 thousand for this corridor is due to delayed start.

Open Road Tolling (ORT) **\$493 thousand**

The favorable variance of \$357 thousand for this corridor is due to less than anticipated expenditures for the Traffic Revenue and Maintenance Management program (TRMMP).

Systemwide **\$23.8 million**

Construction work began in April for the Interchange at IL Route 47 to include widening and reconstruction of IL Route 47 over the Jane Addams Tollway and intersection improvements at Jim Dhamer Drive and Freeman Road. The reconstruction of the Tri-Level Bridge on the Tri-State Tollway was completed ahead of schedule and in time for the 4th of July holiday travel. Intermittent pavement repairs on the Jane Addams Memorial progressed during the second quarter and are expected to be complete by the end of 2012. Landscaping and roadside improvements along I-88, I-355, I-94/I-294 and the Edens Spur are progressing. Systemwide program/ project management services are ongoing. The favorable variance of \$6.3 million for this corridor is mainly attributed to rescheduled projects with Business Systems, IT, Operations and Maintenance Facilities.

The Tri-State Tollway (I-294/I-57) Interchange **\$1.9 million**

The Tollway is coordinating with the Illinois Department of Transportation to finalize the design for the I-294/ I-57 interchange, and to acquire the property needed for construction. Funding has been established for activities to restore, enhance and preserve wetlands in the Indian Boundary Prairies Preserve. The unfavorable variance of \$1.9 million for this corridor is due to an earlier start than planned.

The Elgin O'Hare West Bypass **\$114 thousand**

During the second quarter, expenditures in this corridor included design corridor management and design section engineering services and survey and land acquisition services. The unfavorable variance of \$365 thousand for this corridor is due to schedule changes.

Other Capital Projects **\$7.8 million**

Project expenditures in this corridor include Fleet, General Engineering and Traffic Consultant services, the purchase of transponders, Maintenance Facility Management Program services, Traffic Incident Management System (TIMS), Intelligent Transportation Systems (ITS), HVAC replacements/upgrades, fuel system rehabilitation and other small capital equipment purchases. The favorable variance of \$6.7 million can be attributed to delays in starting planned projects.

Appendix

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
BUDGET vs. UNAUDITED ACTUAL				
Second Quarter Ending June 30, 2012				
	2nd Quarter		Variance	
	Budget	Actual	\$	%
REVENUE				
Toll Revenue & Evasion Recovery	\$246,532,772	\$240,494,130	(\$6,038,642)	-2.4%
Concessions	500,000	568,063	68,063	13.6%
Investment Income	250,000	287,880	37,880	15.2%
Miscellaneous	1,736,000	1,003,727	(732,273)	-42.2%
Total Revenue	\$249,018,772	\$242,353,799	(\$6,664,973)	-2.7%
Maintenance & Operations (M&O) Expenditures				
Payroll and Related Costs	\$37,218,391	\$35,125,472	\$2,092,919	5.6%
Group Insurance	6,962,000	6,663,245	298,755	4.3%
Contractual Services	9,821,346	9,221,757	599,589	6.1%
Materials/Oper. Supplies/Other Exp.	2,240,407	1,879,631	360,776	16.1%
Utilities	1,571,703	1,315,983	255,719	16.3%
All Other Insurance	2,400,000	2,283,988	116,012	4.8%
Parts & Fuel	1,373,936	1,351,197	22,738	1.7%
Equipment/Office Rental & Maint.	3,240,434	2,951,406	289,028	8.9%
Employee Development	225,203	200,411	24,792	11.0%
Recovery of Expenses	(592,125)	(566,443)	(25,682)	-4.3%
Total M&O Expenditures	\$64,461,293	\$60,426,648	\$4,034,645	6.3%
Net Revenue				
Revenue Less M&O Expenditures	\$184,557,479	\$181,927,150	(\$2,630,328)	-1.4%
Debt Service Transfers				
Existing Debt	\$62,250,000	\$58,834,130	\$3,415,870	5.5%
New Debt	-	-	-	N/A
Total Debt Service Transfers	\$62,250,000	\$58,834,130	\$3,415,870	5.5%
Net Revenue Less Debt Service Transfers	\$122,307,479	\$123,093,021	\$785,542	0.6%

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
PROJECTION vs. UNAUDITED ACTUAL				
Second Quarter Ending June 30, 2012				
()	2nd Quarter ()		Variance	
	Projection	Actual ²	\$	%
Capital Program ¹				
Tri-State Tollway (I-94/I-294/I-80)	\$32,367,618	\$27,120,692	\$5,246,926	16.2%
Reagan Memorial Tollway (I-88)	21,728,883	14,148,745	7,580,138	34.9%
Jane Addams Memorial Tollway (I-90)	9,383,367	8,110,701	1,272,666	13.6%
Veterans Memorial Tollway (I-355)	1,100,699	507,751	592,948	53.9%
Open Road Tolling (ORT)	850,002	492,576	357,426	42.1%
Systemwide Improvements	30,063,487	23,752,131	6,311,357	21.0%
Tri-State Tollway (I-294/I-57) Interchange	-	1,939,476	(1,939,476)	N/A
Elgin O'Hare West Bypass	478,667	113,663	365,004	76.3%
Move Illinois & CRP Subtotal	\$95,972,722	\$76,185,734	\$19,786,988	20.6%
"Other" Capital Projects	14,400,000	7,749,885	6,650,115	46.2%
Capital Program Subtotal	\$110,372,722	\$83,935,619	\$26,437,103	24.0%
Intergovernmental Agreement Reimbursements and Other Adjustments ³	-	(2,973,929)	2,973,929	N/A
Total Capital Program Expenditures	\$110,372,722	\$80,961,690	\$29,411,032	26.6%
¹ Capital Program expenses are financed by funds available in the Renewal/ Replacement and Improvement accounts. ² Capital Program Actual included \$40,400,723 in work completed for which payments have not been made as of June 30, 2012. ³ Intergovernmental Agreement Reimbursements were for work performed in prior periods.				

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
BUDGET vs. UNAUDITED ACTUAL				
Year-to-Date June 30, 2012				
	2012		Variance	
	YTD Budget	YTD Actual	\$	%
REVENUE				
Toll Revenue & Evasion Recovery	\$466,339,166	\$464,330,387	(\$2,008,779)	-0.4%
Concessions	1,000,000	1,100,187	100,187	10.0%
Investment Income	500,000	486,356	(13,644)	-2.7%
Miscellaneous	3,458,000	2,230,732	(1,227,268)	-35.5%
Total Revenue	\$471,297,166	\$468,147,662	(\$3,149,503)	-0.7%
Maintenance & Operations (M&O) Expenditures				
Payroll and Related Costs	\$74,436,782	\$72,373,959	\$2,062,823	2.8%
Group Insurance	13,924,000	13,836,186	87,814	0.6%
Contractual Services	18,315,281	16,946,494	1,368,788	7.5%
Materials/Oper. Supplies/Other Exp.	4,480,813	3,151,586	1,329,227	29.7%
Utilities	3,143,405	2,956,200	187,205	6.0%
All Other Insurance	4,800,000	4,499,603	300,397	6.3%
Parts & Fuel	2,794,093	2,041,314	752,778	26.9%
Equipment/Office Rental & Maint.	6,480,868	5,992,839	488,029	7.5%
Employee Development	450,405	414,527	35,878	8.0%
Recovery of Expenses	(1,184,250)	(1,053,398)	(130,852)	-11.0%
Total M&O Expenditures	\$127,641,397	\$121,159,310	\$6,482,087	5.1%
Net Revenue				
Revenue Less M&O Expenditures	\$343,655,768	\$346,988,352	\$3,332,584	1.0%
Debt Service Transfers				
Existing Debt	\$124,500,000	\$119,340,390	\$5,159,610	4.1%
New Debt	-	-	-	N/A
Total Debt Service Transfers	\$124,500,000	\$119,340,390	\$5,159,610	4.1%

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
PROJECTION vs. UNAUDITED ACTUAL				
Year-to-Date June 30, 2012				
	2012		Variance	
	YTD Projection	YTD Actual ²	\$	%
Capital Program ¹				
Tri-State Tollway (I-94/I-294/I-80)	\$33,371,207	\$27,701,520	\$5,669,687	17.0%
Reagan Memorial Tollway (I-88)	22,995,563	14,543,922	8,451,640	36.8%
Jane Addams Memorial Tollway (I-90)	19,128,020	13,897,019	5,231,001	27.3%
Veterans Memorial Tollway (I-355)	1,547,894	156,930	1,390,964	89.9%
Open Road Tolling (ORT)	1,700,004	751,495	948,509	55.8%
Systemwide Improvements	50,983,079	29,439,957	21,543,122	42.3%
Tri-State Tollway (I-294/I-57) Interchange	-	1,939,476	(1,939,476)	N/A
Elgin O'Hare West Bypass	478,667	113,663	365,004	76.3%
Move Illinois & CRP Subtotal	\$130,204,432	\$88,543,982	\$41,660,451	32.0%
"Other" Capital Projects ³	23,400,000	12,982,566	10,417,434	44.5%
Capital Program Subtotal	\$153,604,432	\$101,526,548	\$52,077,885	33.9%
Intergovernmental Agreement Reimbursements ⁴	-	(3,007,091)	3,007,091	N/A
Total Capital Program Expenditures	\$153,604,432	\$98,519,456	\$55,084,976	35.9%
¹ Capital Program expenses are financed by funds available in the Renewal/ Replacement and Improvement accounts. ² Capital Program Actual included \$40,400,723 in work completed for which payments have not been made as of June 30, 2012. ³ The Other Projects portion of the Capital Program Budget for 2012 totals \$77.2 million, of which \$60 million is anticipated to be earned. Intergovernmental Agreement Reimbursements were for work performed in prior periods.				

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY			
% of BUDGET REALIZED (UNAUDITED)			
Year-to-Date June 30, 2012			
	2012	YTD	% Budget
	Budget	Actual	Realized
<u>REVENUE</u>			
Toll Revenue & Evasion Recovery	\$963,000,000	\$464,330,387	48.2%
Concessions	2,000,000	1,100,187	55.0%
Investment Income	1,000,000	486,356	48.6%
Miscellaneous	7,000,000	2,230,732	31.9%
Total Revenue	\$973,000,000	\$468,147,662	48.1%
Maintenance & Operations (M&O) Expenditures			
Payroll and Related Costs	\$150,881,038	\$72,373,959	48.0%
Group Insurance	27,848,000	13,836,186	49.7%
Contractual Services	46,322,045	16,946,494	36.6%
Materials/Oper. Supplies/Other Exp.	8,961,626	3,151,586	35.2%
Utilities	6,286,810	2,956,200	47.0%
All Other Insurance	9,600,000	4,499,603	46.9%
Parts & Fuel	6,128,939	2,041,314	33.3%
Equipment/Office Rental & Maint.	12,961,736	5,992,839	46.2%
Employee Development	900,810	414,527	46.0%
Recovery of Expenses	(2,368,500)	(1,053,398)	44.5%
Total M&O Expenses	\$267,522,504	\$121,159,310	45.3%
Net Revenue			
Revenue Less M&O Expenditures	\$705,477,496	\$346,988,352	49.2%
Debt Service Transfers			
Existing Debt	\$248,846,905	\$119,340,390	48.0%
New Debt	6,000,000	-	N/A
Total Debt Service Transfers	\$254,846,905	\$119,340,390	46.8%
Net Revenue Less Debt Service Transfers	\$450,630,591	\$227,647,963	50.5%

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY			
% of PROJECTION REALIZED (UNAUDITED)			
Year-to-Date June 30, 2012			
	2012	YTD ⁽¹⁾	% Projection
	Projection	Actual ¹	Realized
Capital Program			
Tri-State Tollway (I-94/I-294/I-80)	\$156,406,398	\$27,701,520	17.7%
Reagan Memorial Tollway (I-88)	90,489,389	14,543,922	16.1%
Jane Addams Memorial Tollway (I-90)	98,765,737	13,897,019	14.1%
Veterans Memorial Tollway (I-355)	23,718,392	156,930	0.7%
Open Road Tolling (ORT)	1,983,338	751,495	37.9%
Systemwide Improvements	133,363,830	29,439,957	22.1%
Tri-State Tollway (I-294/I-57) Interchange	11,880,000	1,939,476	16.3%
Elgin O'Hare West Bypass	14,873,500	113,663	0.8%
Move Illinois & CRP Subtotal	\$531,480,584	\$88,543,982	16.7%
"Other" Capital Projects ²	60,000,000	12,982,566	21.6%
Capital Program Subtotal	\$591,480,584	\$101,526,548	17.2%
Intergovernmental Agreement Reimbursements ³	-	(3,007,091)	N/A
Total Capital Program Expenditures	591,480,584	98,519,456	16.7%

¹ Capital Program Actual included \$40,400,723 in work completed for which payments have not been made as of June 30, 2012.

² The Other Projects portion of the Capital Program Budget for 2012 totals \$77.2 million, of which \$60 million is anticipated to be earned.

³ Intergovernmental Agreement Reimbursements were for work performed in prior periods.

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
2011 Actual vs. 2012 Unaudited Actual				
Second Quarter Ending June 30th				
	Second Quarter		Variance	
	2011	2012	\$	%
REVENUE				
Toll Revenue & Evasion Recovery	\$176,964,139	\$240,494,130	\$63,529,991	35.9%
Concessions	577,829	568,063	(9,766)	-1.7%
Investment Income	274,720	287,880	13,159	4.8%
Miscellaneous	2,715,397	1,003,727	(1,711,670)	-63.0%
Total Revenue	\$180,532,085	\$242,353,799	\$61,821,714	34.2%
Maintenance & Operations (M&O) Expenditures				
Payroll and Related Costs	\$33,194,524	\$35,125,472	(\$1,930,948)	-5.8%
Group Insurance	6,210,677	6,663,245	(452,568)	-7.3%
Contractual Services	8,399,967	9,221,757	(821,790)	-9.8%
Materials/Oper. Supplies/Other Exp.	680,392	1,879,631	(1,199,238)	-176.3%
Utilities	1,869,267	1,315,983	553,284	29.6%
All Other Insurance	2,240,047	2,283,988	(43,941)	-2.0%
Parts & Fuel	1,450,174	1,351,197	98,977	6.8%
Equipment/Office Rental & Maint.	2,475,154	2,951,406	(476,253)	-19.2%
Employee Development	180,367	200,411	(20,044)	-11.1%
Recovery of Expenses	(589,806)	(566,443)	(23,364)	-4.0%
Total M&O Expenditures	\$56,110,763	\$60,426,648	(\$4,315,885)	-7.7%
Net Revenue				
Revenue Less M&O Expenditures	\$124,421,322	\$181,927,150	\$57,505,828	46.2%
Debt Service Transfers				
Existing Debt	60,661,976	\$58,834,130	\$1,827,847	3.0%
New Debt	-	-	-	N/A
Total Debt Service Transfers	\$60,661,976	\$58,834,130	\$1,827,847	3.0%
Net Revenue Less Debt Service Transfers	\$63,759,346	\$123,093,021	\$59,333,675	93.1%

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
2011 Actual vs. 2012 Unaudited Actual				
Second Quarter Ending June 30th				
	2nd Quarter		Variance	
	2011	2012	\$	%
Capital Program				
Tri-State Tollway (I-94/I-294/I-80)	\$3,666,668	\$27,120,692	(\$23,454,024)	-639.7%
Reagan Memorial Tollway (I-88)	241,799	14,148,745	(\$13,906,947)	-5751.5%
Jane Addams Memorial Tollway (I-90)	17,927,023	8,110,701	\$9,816,322	54.8%
Veterans Memorial Tollway (I-355)	3,063,761	507,751	\$2,556,011	83.4%
Open Road Tolling (ORT)	495,101	492,576	\$2,525	0.5%
Systemwide Improvements	7,219,763	23,752,131	(\$16,532,367)	-229.0%
Tri-State Tollway (I-294/I-57) Interchange	-	1,939,476	(\$1,939,476)	N/A
Elgin O'Hare West Bypass	-	113,663	(\$113,663)	N/A
Move Illinois & CRP Subtotal	\$32,614,116	\$76,185,734	(\$43,571,619)	-133.6%
"Other" Capital Projects	10,905,405	7,749,885	3,155,520	28.9%
Capital Program Subtotal	\$43,519,521	\$83,935,619	(\$40,416,099)	-92.9%
Intergovernmental Agreement Reimbursements and Other Adjustments ¹	(3,321,634)	(2,973,929)	(347,705)	10.5%
Total Capital Program Expenditures	\$40,197,887	\$80,961,690	(\$40,763,803)	-101.4%
¹ Intergovernmental Agreement Reimbursements were for work performed in prior periods, and Other Adjustments were accounting adjustments made for the quarter.				

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY				
2011 Actual vs. 2012 Unaudited Actual				
Year-to-Date June 30th				
	YTD Actual		Variance	
	2011	2012	\$	%
REVENUE				
Toll Revenue & Evasion Recovery	\$334,116,505	\$464,330,387	\$130,213,882	39.0%
Concessions	1,137,271	1,100,187	(37,083)	-3.3%
Investment Income	687,435	486,356	(201,079)	-29.3%
Miscellaneous	3,970,599	2,230,732	(1,739,867)	-43.8%
Total Revenue	\$339,911,809	\$468,147,662	\$128,235,853	37.7%
Maintenance & Operations (M&O) Expenditures				
Payroll and Related Costs	\$69,024,879	\$72,373,959	(\$3,349,080)	-4.9%
Group Insurance	13,066,001	13,836,186	(770,185)	-5.9%
Contractual Services	15,664,630	16,946,494	(1,281,864)	-8.2%
Materials/Oper. Supplies/Other Exp.	3,808,553	3,151,586	656,967	17.2%
Utilities	3,305,609	2,956,200	349,409	10.6%
All Other Insurance	4,926,017	4,499,603	426,414	8.7%
Parts & Fuel	2,949,134	2,041,314	907,819	30.8%
Equipment/Office Rental & Maint.	5,333,505	5,992,839	(659,335)	-12.4%
Employee Development	386,167	414,527	(28,359)	-7.3%
Recovery of Expenses	(1,213,364)	(1,053,398)	(159,965)	-13.2%
Total M&O Expenditures	\$117,251,131	\$121,159,310	(\$3,908,178)	-3.3%
Net Revenue				
Revenue Less M&O Expenditures	\$222,660,678	\$346,988,352	\$124,327,674	55.8%
Debt Service Transfers				
Existing Debt	\$121,045,241	\$119,340,390	\$1,704,852	1.4%
New Debt	-	-	-	N/A
Total Debt Service Transfers	\$121,045,241	\$119,340,390	\$1,704,852	1.4%
Net Revenue Less Debt Service (Coverage)	\$101,615,437	\$227,647,963	\$126,032,526	124.0%

Quarterly Financial Review June 30, 2012

ILLINOIS TOLLWAY					
2011 Actual vs. 2012 Unaudited Actual					
Year-to-Date June 30th					
	2011	YTD Actual		Variance	
		2012	\$	%	
Capital Program					
Tri-State Tollway (I-94/I-294/I-80)	\$6,948,602	\$27,701,520	(\$20,752,917)	-298.7%	
Reagan Memorial Tollway (I-88)	442,779	14,543,922	(\$14,101,143)	-3184.7%	
Jane Addams Memorial Tollway (I-90)	20,067,466	13,897,019	\$6,170,446	30.7%	
Veterans Memorial Tollway (I-355)	3,564,394	156,930	\$3,407,464	95.6%	
Open Road Tolling (ORT)	633,084	751,495	(\$118,411)	-18.7%	
Systemwide Improvements	10,650,803	29,439,957	(\$18,789,154)	-176.4%	
Tri-State Tollway (I-294/I-57) Interchange	-	1,939,476	(\$1,939,476)	N/A	
Elgin O'Hare West Bypass	-	113,663	(\$113,663)	N/A	
Move Illinois & CRP Subtotal	\$42,307,128	\$88,543,982	(\$46,236,854)	-109.3%	
"Other" Capital Projects	17,755,868	12,982,566	4,773,302	26.9%	
Capital Program Subtotal	\$60,062,996	\$101,526,548	(\$41,463,551)	-69.0%	
Intergovernmental Agreement Reimbursements and Other Adjustments ¹	(3,718,823)	(3,007,091)	(711,731)	19.1%	
Total Capital Program Expenditures	\$56,344,174	\$98,519,456	(\$42,175,283)	-74.9%	
¹ Intergovernmental Agreement Reimbursements were for work performed in prior periods, and Other Adjustments were accounting adjustments made year-to-date.					