

*In the opinion of Co-Bond Counsel, under existing law, interest on the 2009A Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions, subject to the conditions described in "TAX MATTERS." Interest on the 2009A Bonds will not be a specific preference item for purposes of the individual and corporate alternative minimum taxes; however, such interest may be subject to certain other federal taxes affecting corporate holders of the 2009A Bonds. Under the laws of the Commonwealth of Pennsylvania, the 2009A Bonds are exempt from personal property taxes in Pennsylvania, and interest on the 2009A Bonds is exempt from Pennsylvania personal income tax and the Pennsylvania corporate net income tax. For a more complete discussion, see "TAX MATTERS" and "TAX MATTERS - State Tax Matters."*

**\$308,035,000**

**PENNSYLVANIA TURNPIKE COMMISSION  
TURNPIKE SUBORDINATE REVENUE BONDS, SERIES A OF 2009**

**Dated: Date of Delivery****Due: See inside cover**

The Pennsylvania Turnpike Commission Turnpike Subordinate Revenue Bonds, Series A of 2009 (the "2009A Bonds") are being issued pursuant to that certain Subordinate Trust Indenture dated as of April 1, 2008 (the "Original Subordinate Indenture") between the Pennsylvania Turnpike Commission (the "Commission") and TD Bank, National Association, as successor Trustee (the "Trustee"), as heretofore amended and supplemented (collectively, the "Original Indenture"), and as further supplemented and amended by that certain Supplemental Trust Indenture No. 4 dated as of January 1, 2009 ("Supplemental Subordinate Indenture No. 4" and, collectively with the Original Indenture, the "Subordinate Indenture"), all pursuant, among other things, to an Act of the General Assembly of Pennsylvania approved July 18, 2007, P.L. 169, No. 44 ("Act 44") and various other acts of the General Assembly of Pennsylvania.

The 2009A Bonds will be dated the date of initial issuance and delivery thereof, will bear interest at the rates shown on the inside front cover at fixed rates set for the maturity dates thereof, calculated on the basis of a year of 360 days consisting of twelve 30-day months. Interest on the 2009A Bonds is payable on each June 1 and December 1, commencing June 1, 2009. The principal of the 2009A Bonds will be payable on their respective maturity dates as set forth on the inside front cover hereof subject to prior redemption, as described herein. So long as Cede & Co. is the registered owner of the 2009A Bonds, payments of principal of and interest on the 2009A Bonds will be made directly by the Trustee, as paying agent ("Paying Agent") under the Subordinate Indenture, as described herein. See "DESCRIPTION OF THE 2009A BONDS," and "APPENDIX D – SECURITIES DEPOSITORY."

The 2009A Bonds are subject to optional redemption prior to maturity at the option of the Commission, in whole or in part by lot as described herein. The 2009A Bonds are subject to mandatory sinking fund redemption prior to maturity as described herein. See "DESCRIPTION OF THE 2009A BONDS – Redemption of 2009A Bonds."

As more particularly described herein, the proceeds of the 2009A Bonds will be used to finance the costs of (i) making payments in accordance with Act 44 to fund (a) certain transportation grants to mass transit agencies and to local governments and (b) various road, highway and bridge projects unrelated to the System; (ii) funding the Debt Service Reserve Fund for the 2009A Bonds; (iii) obtaining one or more credit facilities for the 2009A Bonds; (iv) paying a portion of the capitalized interest on the 2009A Bonds; and (v) paying the costs of issuing the 2009A Bonds (collectively, the "Project"). See "PLAN OF FINANCING".

The scheduled payment of principal of and interest on the 2009A Bonds when due will be guaranteed under a financial guaranty insurance policy (the "Policy") to be issued by Assured Guaranty Corp. ("Assured Guaranty" or the "Bond Insurer") concurrently with the delivery of the 2009A Bonds. See "BOND INSURANCE" herein.



THE 2009A BONDS ARE LIMITED OBLIGATIONS OF THE COMMISSION AND SHALL NOT BE DEEMED TO BE A DEBT OF THE COMMONWEALTH OF PENNSYLVANIA (THE "COMMONWEALTH") OR A PLEDGE OF THE FAITH AND CREDIT OF THE COMMONWEALTH. THE 2009A BONDS WILL BE EQUALLY AND RATABLY SECURED, ALONG WITH ADDITIONAL SUBORDINATE INDENTURE BONDS ISSUED PURSUANT TO THE SUBORDINATE INDENTURE AND CERTAIN OTHER PARITY OBLIGATIONS, PURSUANT TO THE PLEDGE BY THE COMMISSION OF THE TRUST ESTATE, SUBJECT HOWEVER IN ALL RESPECTS TO THE TERMS, LIMITATIONS, PRIORITIES AND SUBORDINATIONS SET FORTH IN THE SUBORDINATE INDENTURE. THE SUBORDINATE INDENTURE PLEDGES TO THE TRUSTEE FOR THE BENEFIT OF THE 2009A BONDS, TOGETHER WITH ALL ADDITIONAL SUBORDINATE INDENTURE BONDS AND PARITY OBLIGATIONS, COMMISSION PAYMENTS FROM AMOUNTS PAID FROM THE GENERAL RESERVE FUND AFTER THE PAYMENT OF ALL OUTSTANDING SENIOR INDENTURE OBLIGATIONS ISSUED UNDER THE SENIOR INDENTURE; AND THUS THE 2009A BONDS ARE SUBORDINATE TO THE PAYMENT OF SUCH SENIOR INDENTURE OBLIGATIONS.

THE COMMONWEALTH IS NOT OBLIGATED TO LEVY OR PLEDGE ANY FORM OF TAXATION WHATSOEVER FOR THE PAYMENT OF THE 2009A BONDS OR TO MAKE ANY APPROPRIATION FOR THE PAYMENT OF THE 2009A BONDS. THE COMMISSION HAS NO TAXING POWER.

THIS COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. IT IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

*The 2009A Bonds are being offered when, as and if issued and accepted by the Underwriters, subject to prior sale, withdrawal or modification of the offer without notice, to certain legal matters being passed upon by Dilworth Paxson LLP and Walker Bowman PC, Philadelphia, Pennsylvania, Co-Bond Counsel, and to certain other conditions. Certain legal matters will be passed upon for the Underwriters by Cohen & Grigsby, P.C., Pittsburgh, Pennsylvania, Counsel for the Underwriters. Certain legal matters will be passed upon for the Commission by its Chief Counsel, Doreen A. McCall, Esquire. It is anticipated that the 2009A Bonds will be available for delivery in New York, New York on or about January 22, 2009.*

**CITI****GOLDMAN, SACHS & CO.****MERRILL LYNCH & CO.**

Banc of America Securities LLC

Barclays Capital

Boenning &amp; Scattergood, Inc.

Janney Montgomery Scott LLC

Mesirow Financial, Inc.

PNC Capital Markets, LLC

Sovereign Securities Corporation, LLC

**\$308,035,000**  
**TURNPIKE SUBORDINATE REVENUE BONDS, SERIES A OF 2009**

Consisting of

**\$130,135,000 Serial Bonds**

<b><u>Maturity (June 1)</u></b>	<b><u>Principal Amount</u></b>	<b><u>Interest Rate</u></b>	<b><u>Yield</u></b>	<b><u>Price</u></b>	<b><u>CUSIP* No.</u></b>
2010	\$ 4,950,000	3.000%	1.300%	102.280	709223VA6
2011	5,100,000	3.000%	1.980%	102.337	709223VB4
2012	5,255,000	3.000%	2.080%	102.967	709223VC2
2013	5,415,000	3.000%	2.180%	103.390	709223VD0
2014	5,610,000	4.000%	2.380%	108.102	709223VE8
2015	5,870,000	5.000%	2.580%	114.104	709223VF5
2016	6,170,000	5.000%	2.790%	114.606	709223VG3
2017	6,485,000	5.000%	3.000%	114.685	709223VH1
2018	6,820,000	5.000%	3.200%	114.453	709223VJ7
2019	5,085,000	3.125%	3.420%	97.442	709223VL2
2019	2,035,000	5.000%	3.420%	113.679	709223VK4
2020	7,435,000	5.000%	3.700%	111.097 †	709223VM0
2021	7,815,000	5.000%	3.970%	108.673 †	709223VN8
2022	8,220,000	5.000%	4.100%	107.528 †	709223VP3
2023	8,640,000	5.000%	4.270%	106.054 †	709223VQ1
2024	9,085,000	5.000%	4.440%	104.604 †	709223VR9
2025	9,550,000	5.000%	4.560%	103.594 †	709223VS7
2026	10,040,000	5.000%	4.670%	102.679 †	709223VT5
2027	10,555,000	5.000%	4.780%	101.774 †	709223VU2

**\$22,760,000 5.000% Term Bonds Due June 1, 2029; Yield: 5.030%; Price: 99.614**  
**CUSIP\* No. 709223VV0**

**\$155,140,000 5.000% Term Bonds Due June 1, 2039; Yield: 5.290%; Price: 95.634**  
**CUSIP\* No. 709223VW8**

† Price shown to first optional redemption date of June 1, 2019.

\* Copyright 2006, American Bankers Association. CUSIP data herein is provided by Standard & Poor's, CUSIP Service Bureau, a division of the McGraw-Hill Companies, Inc. This data is not intended to create a database and does not serve in any way as a substitute for the CUSIP Services. CUSIP numbers are provided for convenience or reference only. Neither the Commission nor the Underwriters takes any responsibility for the accuracy of such CUSIP numbers. The CUSIP number for a specific maturity is subject to being changed after the issuance of the 2009A Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part of such maturity.

# PENNSYLVANIA TURNPIKE COMMISSION

## COMMISSIONERS

MITCHELL RUBIN  
Chairman

TIMOTHY J. CARSON  
Vice Chairman

J. WILLIAM LINCOLN  
Secretary/Treasurer

ALLEN D. BIEHLER

PASQUALE T. DEON, SR.

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JOSEPH G. BRIMMEIER  
Chief Executive Officer

GEORGE M. HATALOWICH  
Chief Operating Officer

NIKOLAUS H. GRIESHABER  
Chief Financial Officer

FRANK J. KEMPF, JR.  
Chief Engineer

DOREEN A. MCCALL  
Chief Counsel

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TD BANK, NATIONAL ASSOCIATION  
Trustee and Paying Agent

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HOPKINS & COMPANY  
Financial Advisor

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No dealer, broker, salesman or other person has been authorized by the Commission or the Underwriters to give any information or to make any representations, other than those contained in this Official Statement, and if given or made, such other information or representations must not be relied upon as having been authorized by any or either of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2009A Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information set forth herein has been obtained from the Commission and other sources which are believed to be reliable but is not guaranteed as to accuracy or completeness by, and is not to be construed as representations by, the Underwriters. The information and expressions of opinion contained herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in any of the information set forth herein since the date hereof.

The 2009A Bonds are not and will not be registered under the Securities Act of 1933, as amended, or under any state securities laws, and the Subordinate Indenture has not been and will not be qualified under the Trust Indenture Act of 1939, as amended, because of available exemptions therefrom. Neither the Securities and Exchange Commission nor any federal, state, municipal, or other governmental agency will pass upon the accuracy, completeness, or adequacy of this Official Statement.

The Underwriters have provided the following for inclusion in this Official Statement. The Underwriters have reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriters do not guarantee the accuracy or completeness of such information.

**IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS THAT STABILIZE OR MAINTAIN THE MARKET PRICE OF THE 2009A BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.**

**THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY, OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE 2009A BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.**

**Assured Guaranty makes no representation regarding the 2009A Bonds or the advisability of investing in the 2009A Bonds. In addition, Assured Guaranty has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding Assured Guaranty supplied by Assured Guaranty and presented under the heading “BOND INSURANCE” and “APPENDIX I - Specimen Financial Guaranty Insurance Policy.”**

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## OFFICIAL STATEMENT

\$308,035,000  
PENNSYLVANIA TURNPIKE COMMISSION  
TURNPIKE SUBORDINATE REVENUE BONDS, SERIES A OF 2009

### INTRODUCTION

This Official Statement, which includes the cover page, inside front cover page and the Appendices hereto, is furnished by the Pennsylvania Turnpike Commission (the "**Commission**") in connection with the issuance of \$308,035,000 aggregate principal amount of Pennsylvania Turnpike Commission Turnpike Subordinate Revenue Bonds, Series A of 2009 (the "**2009A Bonds**").

All capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the definitions set forth in "APPENDIX C - SUMMARIES OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE." All references herein to the Enabling Acts, the 2009A Bonds, the Subordinate Indenture, the Supplemental Subordinate Indenture No. 4 and the Disclosure Undertaking are qualified in their entirety by reference to the complete texts thereof. Copies of drafts of such documents may be obtained during the initial offering period from the principal offices of the Underwriters and thereafter executed copies may be obtained from the TD Bank, National Association, as successor trustee to Commerce Bank, National Association (the "**Trustee**"). All statements in this Official Statement involving matters of opinion, estimates, forecasts, projections or the like, whether or not expressly so stated, are intended as such and not as representations of fact. No representation is made that any of such statements will be realized.

#### **Purpose**

The 2009A Bonds are being issued to provide funds to finance the costs of (i) making payments in accordance with Act 44 pursuant to the Lease and Funding Agreement dated as of October 14, 2007 between the Commission and PennDOT (the "**Lease**") to fund (a) certain transportation grants to mass transit agencies and to local governments and (b) various road, highway and bridge projects unrelated to the System; (ii) funding the Debt Service Reserve Fund for the 2009A Bonds; (iii) obtaining one or more credit facilities for the 2009A Bonds; (iv) paying capitalized interest on a portion of the 2009A Bonds; and (v) paying the costs of issuing the 2009A Bonds (collectively, the "**Project**"). See APPENDIX A - THE PENNSYLVANIA TURNPIKE – "Act 44" and "Recent Developments and Pending and Future Legislation" and "SOURCES AND USES OF FUNDS".

#### **Bond Insurance**

The scheduled payment of principal of and interest on the 2009A Bonds when due will be guaranteed under a financial guaranty insurance policy (the "**Policy**") to be issued by Assured Guaranty Corp. ("**Assured Guaranty**") or the "**Bond Insurer**") simultaneously with the delivery of the 2009A Bonds. See "BOND INSURANCE" herein.

#### **Pennsylvania Turnpike Commission**

The Commission is an instrumentality of the Commonwealth of Pennsylvania (the "**Commonwealth**") created by the Enabling Acts (as defined below), with power to construct, operate and maintain the System (as

defined below) and to perform other functions authorized by Act 44. Its composition, powers, duties, functions, duration and all other attributes are derived from the Enabling Acts, as amended and supplemented from time to time. Except as provided therein, the Enabling Acts may be modified, suspended, extended or terminated at any time by further legislation. See "INTRODUCTION - Subordinate Indenture and Enabling Acts" and "APPENDIX A - THE PENNSYLVANIA TURNPIKE."

### **Subordinate Indenture and Enabling Acts**

The 2009A Bonds are being issued pursuant to that certain Subordinate Trust Indenture dated as of April 1, 2008 (the "**Original Subordinate Indenture**") between the Commission and TD Bank, National Association, as successor trustee to Commerce Bank, National Association (the "**Trustee**"), as heretofore amended and supplemented (collectively, the "**Original Indenture**"), and as further supplemented and amended by that certain Supplemental Trust Indenture No. 4 dated as of January 1, 2009 ("**Supplemental Subordinate Indenture No. 4**," and, collectively with the Original Indenture, the "**Subordinate Indenture**"), all pursuant, among other things, to, and as authorized by an Act of the General Assembly of Pennsylvania approved July 18, 2007, P. L. 169, No. 44 ("**Act 44**"), and various Acts of the General Assembly approved on several dates, including the Act of May 21, 1937, P.L. 774, Act 211; the Act of May 24, 1945, P.L. 972; the Act of February 26, 1947, P.L. 17; the Act of May 23, 1951, P.L. 335; the Act of August 14, 1951, P.L. 1232; and the Act of September 30, 1985, P.L. 240, No. 61 ("**Act 61**") to the extent not repealed by Act 44, (collectively, and together with Act 44, the "**Enabling Acts**") and the Resolution adopted by the Commission on November 12, 2008, as amended (the "**Bond Resolution**"). Supplemental Subordinate Indenture No. 4 will contain certain covenants that run exclusively to the benefit of the Bond Insurer. These, among other matters, include provisions enabling the Bond Insurer to exclusively direct certain remedies under the Subordinate Indenture with respect to the 2009A Bonds. The Bond Insurer's consent will also be required for matters subject under the Subordinate Indenture to the consent rights of the holders of the 2009A Bonds. The Bond Insurer will also have certain rights related to changes in the Trustee.

### **2009A Bonds**

The 2009A Bonds will bear interest at fixed interest rates and will mature, subject to prior redemption on the dates and in the amounts set forth on the inside front cover of this Official Statement. Interest on the 2009A Bonds is payable on each June 1 and December 1, commencing on June 1, 2009. See "DESCRIPTION OF THE 2009A BONDS".

### **Redemption**

The 2009A Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity under certain circumstances as more fully set forth herein. See "DESCRIPTION OF THE 2009A BONDS - Redemption of 2009A Bonds."

### **Security**

The 2009A Bonds are limited obligations of the Commission. The 2009A Bonds will be equally and ratably secured, along with the Commission's \$244,855,000 aggregate principal amount of Turnpike Subordinate Revenue Bonds, Series A of 2008 (the "**2008A Bonds**") issued on April 29, 2008, the Commission's \$233,905,000 aggregate principal amount of Turnpike Subordinate Revenue Bonds, Series B of 2008 (the "**2008B Bonds**") issued on July 30, 2008, the Commission's \$411,110,000 Turnpike Subordinate Revenue Bonds and Bond Anticipation Notes, Series C of 2008 (collectively, the "**2008C Bonds**") issued on October 28, 2008, and with any Additional Subordinate Indenture Bonds of the same class of Subordinate Indenture Bonds issued pursuant to the Subordinate Indenture and certain other Parity Obligations, by a pledge by the Commission of the Trust Estate consisting primarily of Commission Payments from amounts released from the

General Reserve Fund after the payment of all Senior Indenture Obligations issued under the Amended and Restated Trust Indenture originally dated as of July 1, 1986 and amended and restated as of March 1, 2008 between the Commission and U.S. Bank National Association, successor trustee, as it may be amended, supplemented or replaced in connection with the Commission's main line toll revenue bonds (the "*Senior Indenture*"). THE PAYMENT OF THE SUBORDINATE INDENTURE BONDS IS SUBJECT TO THE PRIOR RIGHT OF PAYMENT OF ALL SENIOR INDENTURE OBLIGATIONS ISSUED UNDER THE SENIOR INDENTURE AND, THEREFORE, THE CASH FLOW OF THE COMMISSION AVAILABLE FOR THE PAYMENT OF THE 2009A BONDS IS SUBORDINATE IN RIGHT OF PAYMENT TO THE PAYMENT OF ALL SUCH SENIOR INDENTURE OBLIGATIONS.

Under the Subordinate Indenture, the Commission may issue Guaranteed Bonds for any authorized purpose under the Enabling Acts. The Commission has not issued nor is it issuing any Guaranteed Bonds contemporaneously with the 2009A Bonds. The payment of debt service on any Guaranteed Bond from Commission Payments is junior in right of payment to the payment of Debt Service on the non-guaranteed Subordinate Revenue Bonds and the restoration of any deficiency in the Debt Service Reserve Fund for the non-guaranteed Subordinate Revenue Bonds pursuant to the Subordinate Indenture. The 2009A Bonds constitute non-guaranteed Subordinate Revenue Bonds under the Subordinate Indenture. See "SECURITY FOR THE 2009A BONDS – Special Revenue Bonds (Guaranteed Bonds)" for a description of the Guaranteed Bonds. The terms "Guaranteed Bonds" and "Special Revenue Bonds" are used interchangeably in this Official Statement.

The 2009A Bonds are Debt Service Reserve Fund Bonds for the purpose of the Subordinate Indenture and, accordingly, are secured by moneys on deposit in the Debt Service Reserve Fund as more fully described in "SECURITY FOR THE 2009A BONDS - Debt Service Reserve Fund."

**THE 2009A BONDS ARE LIMITED OBLIGATIONS OF THE COMMISSION AND SHALL NOT BE DEEMED TO BE A DEBT OF THE COMMONWEALTH OR A PLEDGE OF THE FAITH AND CREDIT OF THE COMMONWEALTH. THE COMMONWEALTH IS NOT OBLIGATED TO LEVY OR PLEDGE ANY FORM OF TAXATION WHATSOEVER THEREFOR OR TO MAKE ANY APPROPRIATION FOR THE PAYMENT OF ANY OF THE 2009A BONDS.**

### **2009 Toll Increase**

The Commission implemented a toll increase in the amount of 25% effective January 4, 2009, and annual increases of 3% thereafter are anticipated. The actual toll increase will be determined by the Commission at the time, taking into account the amount necessary to meet the then existing debt and operational obligations of the Commission. See APPENDIX A - THE PENNSYLVANIA TURNPIKE – "Revenue Sources of the Commission."

### **Traffic Study**

Attached hereto as APPENDIX H is the Pennsylvania Turnpike 2009 Traffic and Revenue Update Study prepared by Wilbur Smith Associates dated January 6, 2009 (the "*Traffic Study*"). The Traffic Study, which should be reviewed in its entirety, updates the study conducted by Wilbur Smith Associates in May 2004, which was prepared in anticipation of the last toll increase, which took effect on August 1, 2004. As set forth in the Traffic Study, total adjusted gross toll revenue is estimated to increase from \$598.9 million in FY 2007-08 to \$2,129.5 million by FY 2030-31, representing 5.7% annualized growth. However, as noted in the Traffic Study, because current traffic and revenue trends reflect the negative effects of the current economic downturn, the forecasts made in the Traffic Study assume continued negative growth through the middle of FY 2009-10 and flat to no growth through the middle of FY 2010-11, with the resumption of more "normal" growth patterns in the longer term forecasts. See "CERTAIN RISK FACTORS" in the forepart of this Official Statement and APPENDIX H – TRAFFIC AND REVENUE STUDY. Despite the current low to negative growth forecasts,

the Commission believes that it will have sufficient revenue to meet the then existing debt and operational obligations of the Commission.

### **Recent Developments**

As more fully discussed in APPENDIX A, Act 44 obligated the Commission, among other things, to enter into a lease of the Pennsylvania portion of Interstate 80 with PennDOT and to make substantial lease payments to PennDOT to provide funds for various transportation needs in the Commonwealth. In addition, Act 44 granted the Commission the option to convert such portion of Interstate 80 to a toll road subject to certain federal approvals.

The Commission and PennDOT submitted an amended application to the U.S. Department of Transportation – Federal Highway Administration (“*FHWA*”) to toll Interstate 80 in July 2008 and supplemented such application in August 2008. By letter dated September 11, 2008, FHWA advised the Commission and PennDOT that it was unable to move the application forward at that time primarily because the proposed lease payments (from the Commission to PennDOT), as presented to the FHWA, did not meet federal statutory requirements. The Commission has not yet determined its future course of action.

In September 2007, Governor Edward G. Rendell issued a request for qualification for a long-term lease or concession of the System with a private entity as an alternative approach for raising funds for the Commonwealth's transportation needs. Proposals were received in May 2008. The proposal identified by the Governor as the winning bidder has expired. Any lease or concession of the System would require legislative action.

See APPENDIX A, particularly “Act 44” and “Recent Developments and Pending and Future Legislation” for more detail.

## **DESCRIPTION OF THE 2009A BONDS**

### **Generally**

The 2009A Bonds are being issued by the Commission under the Act and pursuant to the Subordinate Indenture and will be dated the date of issuance. The 2009A Bonds will bear interest from their date of delivery payable on June 1 and December 1 of each year (each, an “*Interest Payment Date*”), commencing June 1, 2009. The 2009A Bonds will mature in the amounts and on the dates, and bear interest at the rates, set forth on the inside cover page hereof. Interest shall be calculated on the basis of a year of 360 days consisting of twelve 30-day months. Principal or redemption price of the 2009A Bonds will be paid, when due, upon presentation and surrender of the 2009A Bonds at the designated office of the Trustee and Paying Agent. The Record Date for the 2009A Bonds shall be the fifteenth day of the month immediately preceding each June 1 or December 1, as applicable. The 2009A Bonds will be subject to the redemption provisions set forth below under “Redemption of 2009A Bonds”.

The 2009A Bonds will be issued in fully registered form in denominations of \$5,000 or any integral multiple thereof. As provided in the Subordinate Indenture, the principal or redemption price of the 2009A Bonds is payable at the designated payment office of the Trustee located in Philadelphia, Pennsylvania. Interest on the 2009A Bonds shall be paid to the person whose name appears on the bond registration books of the Trustee as the holder thereof as of the close of business on the Record Date for each Interest Payment Date. Payment of the interest on the 2009A Bonds shall be made by check mailed by first class mail to such holder at its address as it appears on such registration books or, upon the written request of any holder of at least \$1,000,000 in aggregate principal amount of 2009A Bonds, submitted to the Trustee at least One Business Day

prior to the Record Date, by wire transfer in immediately available funds to an account within the United States designated by such holder. If the Commission defaults in the payment of interest due on any Interest Payment Date, Defaulted Interest will be payable to the person in whose name such 2009A Bond is registered at the close of business on a Special Record Date for the payment of such Defaulted Interest established by notice mailed by the Trustee to the Bondholders not less than ten days prior to such Special Record Date. Such notice of the Special Record Date will be mailed to the persons in whose names the 2009A Bonds are registered at the close of business on the 10th day preceding the date of mailing.

Upon original issuance, the 2009A Bonds will be registered in the name of and held by Cede & Co., as registered holder and nominee for DTC. The 2009A Bonds initially will be issued as one fully registered certificate for each maturity. Purchases of the 2009A Bonds will initially be made in book-entry form. See APPENDIX D - SECURITIES DEPOSITORY herein. APPENDIX D also describes the global clearance procedures of the Euroclear and Clearstream Systems. As long as the 2009A Bonds are registered in the name of DTC or its nominee, Cede & Co., payments of the principal of, redemption premium, if any, and interest on the 2009A Bonds will be paid directly to Cede & Co. by wire transfer by TD Bank, National Association, Philadelphia, Pennsylvania, as Paying Agent (the "***Paying Agent***") on each Interest Payment Date. While the book-entry only system is in effect, transfers and exchanges of the 2009A Bonds will be effected through DTC's book-entry system.

DTC may determine to discontinue providing its service with respect to the 2009A Bonds at any time by giving notice to the Commission and discharging its responsibilities with respect thereto under applicable law or the Commission may determine to discontinue the system of book-entry-only transfers through DTC (or a successor securities depository). Under such circumstances, 2009A Bonds will be authenticated and delivered as provided in the Subordinate Indenture to the Beneficial Owners of the 2009A Bonds, who shall then become the registered owners thereof.

If the book-entry-only system is discontinued and the Beneficial Owners become registered owners of the 2009A Bonds, the Commission shall immediately advise the Trustee in writing of the procedures for transfer of the 2009A Bonds from book-entry-only form to a fully registered form.

Defaulted Interest with respect to any 2009A Bond shall cease to be payable to the Owner of such 2009A Bond on the relevant Record Date and shall be payable to the Owner in whose name such 2009A Bond is registered at the close of business on the Special Record Date for the payment of such Defaulted Interest, which Special Record Date shall be fixed in the following manner. The Commission shall notify the Trustee in writing of the amount of Defaulted Interest proposed to be paid on each 2009A Bond and the date of the proposed payment (which date shall be such as will enable the Trustee to comply with the next sentence hereof), and shall deposit with the Trustee at the time of such notice an amount of money equal to the aggregate amount proposed to be paid in respect of such Defaulted Interest or shall make arrangements satisfactory to the Trustee for such deposit prior to the date of the proposed payment; money deposited with the Trustee shall be held in trust for the benefit of the Owners of the 2009A Bonds entitled to such Defaulted Interest. Following receipt of such funds the Trustee shall fix a Special Record Date for the payment of such Defaulted Interest which shall be not more than 15 nor less than 10 days prior to the date of the proposed payment and not less than 10 days after the receipt by the Trustee of the notice of the proposed payment. The Trustee shall promptly notify the Commission of such Special Record Date and, in the name and at the expense of the Commission, shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first-class postage prepaid, to each Owner of a 2009A Bond entitled to such notice at the address of such owner as it appears on the Bond Register not less than 10 days prior to such Special Record Date.

## **Registration, Transfer and Exchange**

The Trustee shall act as initial 2009A Bond registrar (the "**2009A Bond Registrar**") and in such capacity shall maintain a 2009A Bond register (the "**2009A Bond Register**") for the registration and transfer of 2009A Bonds. Upon surrender of any 2009A Bonds at the designated office of the Trustee, as the 2009A Bond Registrar, together with an assignment duly executed by the current 2009A Bondholder of such 2009A Bonds or such 2009A Bondholder's duly authorized attorney or legal representative in such form as shall be satisfactory to the Trustee, such 2009A Bonds may, at the option of the 2009A Bondholder, be exchanged for an equal aggregate principal amount of 2009A Bonds of the same maturity, of Authorized Denominations and bearing interest at the same rate and in the same form as the 2009A Bonds surrendered for exchange, registered in the name or names designated on the assignment; provided the Trustee is not required to exchange or register the transfer of 2009A Bonds after the giving of notice calling such 2009A Bond for redemption, in whole or in part. The Commission shall execute and the Trustee shall authenticate any 2009A Bonds whose execution and authentication is necessary to provide for exchange of 2009A Bonds and the Commission may rely on a representation from the Trustee that such execution is required.

The Trustee may make a charge to any 2009A Bondholder requesting such exchange or registration in the amount of any tax or other governmental charge required to be paid with respect thereto and the Commission may charge such amount as it deems appropriate for each new 2009A Bond delivered upon such exchange or transfer, which charge or charges shall be paid before any new 2009A Bond shall be delivered.

Prior to due presentment for registration of transfer of any 2009A Bond, the Trustee shall treat the Person shown on the 2009A Bond Register as owning a 2009A Bond as the 2009A Bondholder and the Person exclusively entitled to payment of principal thereof, redemption premium, if any, and interest thereon and, except as otherwise expressly provided herein, the exercise of all other rights and powers of the owner thereof, and neither the Commission, the Trustee nor any agent of the Commission or the Trustee shall be affected by notice to the contrary.

The Trustee shall not be required to (i) transfer or exchange any 2009A Bond during a period beginning at the opening of business 15 days before the day of the mailing of a notice of redemption of such 2009A Bond and ending at the close of business on the day of such mailing, or (ii) transfer or exchange any 2009A Bond so selected for redemption in whole or in part, or during a period beginning at the opening of business on any Record Date for such 2009A Bond and ending at the close of business on the relevant Interest Payment Date therefor.

The Subordinate Indenture, and all provisions thereof, are incorporated by reference in the text of the 2009A Bonds, and the 2009A Bonds provide that each registered owner, Beneficial Owner, Participant or Indirect Participant (as such terms are defined hereinafter) by acceptance of a 2009A Bond (including receipt of a book-entry credit evidencing an interest therein) assents to all of such provisions as an explicit and material portion of the consideration running to the Commission to induce it to issue such 2009A Bond.

## **Redemption of Subordinate Indenture Bonds**

*Generally.* The Subordinate Indenture Bonds of any Series or Subseries issued under the provisions of the Subordinate Indenture, including the 2009A Bonds, shall be subject to redemption, in whole or in part, and at such times and prices as may be provided in the applicable supplemental indenture to the Subordinate Indenture pursuant to which such Subordinate Indenture Bonds are issued.

If less than all of the Subordinate Indenture Bonds of a Series or Subseries are called for redemption, they shall be redeemed in such order of maturity as provided in the applicable supplemental indenture to the Subordinate Indenture, and by lot within any maturity (provided, however, that if an Event of Default has

occurred and is continuing, any Subordinate Indenture Bonds called for redemption shall be redeemed in proportion by maturity and within maturities by lot), subject to selection by the Trustee as provided below. The portion of any Subordinate Indenture Bond to be redeemed shall be an Authorized Denomination or any multiple thereof and in selecting Subordinate Indenture Bonds for redemption, each Subordinate Indenture Bond shall be considered as representing that number of Subordinate Indenture Bonds which is obtained by dividing the principal amount of such Subordinate Indenture Bond by the minimum Authorized Denomination. If a portion of a Subordinate Indenture Bond shall be called for redemption, a new Subordinate Indenture Bond in principal amount equal to the unredeemed portion thereof shall be issued to the bondholder thereof upon the surrender of such Subordinate Indenture Bond. If for any reason the principal amount of Subordinate Indenture Bonds called for redemption would result in a redemption of Subordinate Indenture Bonds less than the Authorized Denomination, the Trustee, to the extent possible within the principal amount of Subordinate Indenture Bonds to be redeemed, is authorized to adjust the selection of Subordinate Indenture Bonds for such purpose in order to minimize any such redemption. Notwithstanding the foregoing, the Securities Depository for Book-entry Bonds shall select the Subordinate Indenture Bonds for redemption within particular maturities according to its stated procedures.

*Notice of Redemption.* When Subordinate Indenture Bonds (or portions thereof) are to be redeemed, the Commission shall give or cause to be given notice of the redemption of the Subordinate Indenture Bonds to the Trustee no later than 15 days prior to the last date on which notice of such redemption can be given or such shorter time as may be acceptable to the Trustee. In the case of an optional redemption, the notice may state (1) that it is conditioned upon the deposit of moneys, in an amount equal to the amount necessary to effect the redemption, with the Trustee no later than the redemption date or (2) that the Commission retains the right to rescind such notice at any time prior to the scheduled redemption date if the Commission delivers a certificate of a Commission Official to the Trustee instructing the Trustee to rescind the redemption notice (in either case, a "**Conditional Redemption**"), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described below.

The Trustee, at the expense of the Commission, shall send notice of any redemption, identifying the Subordinate Indenture Bonds to be redeemed, the redemption date and the method and place of payment and the information set forth in the following paragraph, by first class mail to each holder of a Subordinate Indenture Bond called for redemption to the holder's address listed on the Subordinate Indenture Bond Register. Such notice shall be sent by the Trustee by first class mail between 30 and 60 days prior to the scheduled redemption date unless a different time period is provided in the applicable supplemental indenture to the Subordinate Indenture for such Subordinate Indenture Bonds. With respect to Book-entry Bonds, if the Trustee sends notice of redemption to the Securities Depository pursuant to the Letter of Representations, the Trustee shall not be required to give the notice set forth in the immediately preceding sentence. If notice of a redemption is given as provided in the Subordinate Indenture, failure of any Subordinate Indenture Bondholder to receive such notice, or any defect in the notice, shall not affect the redemption or the validity of the proceedings for the redemption of the Subordinate Indenture Bonds.

In addition to the foregoing, the redemption notice shall contain with respect to each Subordinate Indenture Bond being redeemed, (1) the CUSIP number, (2) the date of issue, (3) the interest rate, (4) the maturity date, and (5) any other descriptive information determined by the Trustee to be needed to identify the Subordinate Indenture Bonds. If a redemption is a Conditional Redemption, the notice shall so state. The Trustee also shall send each notice of redemption to (i) any Rating Service then rating the Subordinate Indenture Bonds to be redeemed; (ii) all of the registered clearing agencies known to the Trustee to be in the business of holding substantial amounts of bonds of a type similar to the Subordinate Indenture Bonds; (iii) all Nationally Recognized Municipal Securities Information Repositories certified from time to time by the SEC to be the recipient of information of the nature of reports required by the Continuing Disclosure Undertaking, or any other entity designated or authorized by the SEC to receive reports pursuant to the Rule, including the Municipal Securities Rulemaking Board Electronic Municipal Market Access website (each a "**Repository**") and together

the "*Repositories*"), a Pennsylvania State Information Depository and any similar entities which are required recipients by reason of continuing disclosure undertakings or regulatory requirements, such services to be identified by the Trustee, and (iv) one or more other national information services that disseminate notices of redemption of bonds such as the Subordinate Indenture Bonds, such services to be identified by the Trustee.

On or before the date fixed for redemption, subject to the terms of a Conditional Redemption, moneys shall be deposited with the Trustee to pay the principal of, redemption premium, if any, and interest accrued to the redemption date on the Subordinate Indenture Bonds called for redemption. Upon the deposit of such moneys, unless the Commission has given notice of rescission as described in the following paragraph, the Subordinate Indenture Bonds shall cease to bear interest on the redemption date and shall no longer be entitled to the benefits of the Subordinate Indenture (other than for payment and transfer and exchange) and shall no longer be considered Outstanding.

Any Conditional Redemption may be rescinded in whole or in part at any time prior to the redemption date if the Commission delivers a certificate of a Commission Official to the Trustee instructing the Trustee to rescind the redemption notice. The Trustee shall give prompt notice of such rescission to the affected Subordinate Indenture Bondholders. Any Subordinate Indenture Bonds subject to Conditional Redemption where redemption has been rescinded shall remain Outstanding, and the rescission shall not constitute an Event of Default. Further, in the case of a Conditional Redemption, the failure of the Commission to make funds available in part or in whole on or before the redemption date shall not constitute an Event of Default.

*Purchase of Subordinate Indenture Bonds at Any Time.* The Trustee, upon the written request of the Commission, shall purchase Subordinate Indenture Bonds as specified by the Commission in the open market at a price not exceeding the price specified by the Commission. Such purchase of Subordinate Indenture Bonds shall be made with funds available under the Subordinate Indenture or provided by the Commission in such written request. Upon purchase by the Trustee, such Subordinate Indenture Bonds shall be treated as delivered for cancellation under the terms of the Subordinate Indenture. Nothing in the Subordinate Indenture shall prevent the Commission from purchasing Subordinate Indenture Bonds on the open market without the involvement of the Trustee and delivering such Subordinate Indenture Bonds to the Trustee for cancellation under the Subordinate Indenture. Subordinate Indenture Bonds purchased by the Commission and delivered to the Trustee under the terms of the Subordinate Indenture which are subject to a mandatory sinking fund redemption schedule may be credited against future mandatory sinking fund redemption payments. The principal amount of Subordinate Indenture Bonds to be redeemed by optional redemption may be reduced by the principal amount of Subordinate Indenture Bonds purchased by the Commission and delivered to the Trustee for cancellation at least fifteen (15) days prior to the last date on which the notice of Redemption can be mailed.

*Costs of Redemptions.* The payment of the necessary costs and expenses of such redemptions, including, without limiting the generality of the foregoing, all reasonable legal fees, costs of advertisements, printing costs, brokerage charges and charges of the Trustee, if any, incident to such redemption, shall be payable by the Commission from moneys in the General Reserve Fund or from such other source as is identified in a certificate of a Commission Official.

## **Redemption of 2009A Bonds**

### **Optional Redemption of 2009A Bonds.**

The 2009A Bonds are subject to optional redemption prior to maturity by the Commission at any time on and after June 1, 2019, as a whole or in part by lot at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date.

**Mandatory Sinking Fund Redemption of 2009A Bonds.**

The 2009A Bonds maturing on June 1 of the years 2029 and 2039 shall be subject to mandatory sinking fund redemption prior to maturity by the Commission in part on June 1 of the respective years and in the amount set forth below, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest to the redemption date:

\$22,760,000 Term Bonds Due June 1, 2029

<u>Year</u>	<u>Principal Amount</u>
2028	\$11,095,000
2029*	11,665,000

\$155,140,000 Term Bonds Due June 1, 2039

<u>Year</u>	<u>Principal Amount</u>
2030	\$12,260,000
2031	12,890,000
2032	13,550,000
2033	14,245,000
2034	14,975,000
2035	15,745,000
2036	16,550,000
2037	17,400,000
2038	18,295,000
2039*	19,230,000

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\* Maturity.

**Partial Redemption of 2009A Bonds.**

Except as to any Mandatory Sinking Fund Redemption of 2009A Bonds as described above, any partial redemption may be in any order of maturity and in any principal amount within a maturity as designated by the Commission and in the case of any 2009A Bonds, subject to mandatory redemption, the Commission shall be entitled to designate whether such payments shall be credited against principal amounts due at maturity or against particular scheduled mandatory redemption obligations with respect to such 2009A Bonds. See also "DESCRIPTION OF THE 2009A BONDS - Redemption of Subordinate Indenture Bonds" herein.

## PLAN OF FINANCING

The 2009A Bonds are being issued to provide funds to finance the costs of (i) making payments in accordance with Act 44 to PennDOT pursuant to the Lease to fund (a) certain transportation grants to mass transit agencies and to local governments and (b) various road, highway and bridge projects unrelated to the System; (ii) funding the Debt Service Reserve Fund for the 2009A Bonds; (iii) obtaining one or more credit facilities for the 2009A Bonds; (iv) paying capitalized interest on a portion of the 2009A Bonds; and (v) paying the costs of issuing the 2009A Bonds (collectively, the "*Project*"). See APPENDIX A - THE PENNSYLVANIA TURNPIKE – “Act 44” and “Recent Developments and Pending and Future Legislation” and “SOURCES AND USES OF FUNDS”.

### ESTIMATED SOURCES AND USES OF FUNDS

#### ESTIMATED SOURCES OF FUNDS

Par Amount	\$ 308,035,000.00
Net Original Issue Premium	<u>1,842,634.55</u>
<b>TOTAL SOURCES</b>	<b>\$ 309,877,634.55</b>

#### ESTIMATED USES OF FUNDS

Project Fund Deposits:	
Transit Grant Project Fund	\$ 155,113,143.35
Road & Bridge Project Fund	124,958,776.21
Deposit to Debt Service Reserve Fund	19,714,375.00
Capitalized Interest	2,371,574.03
Costs of Issuance <sup>1</sup>	<u>7,719,765.96</u>
<b>TOTAL USES</b>	<b>\$ 309,877,634.55</b>

<sup>1</sup> Costs of Issuance include Co-Bond Counsel fee, Underwriters' Counsel fee, Underwriter's Discount, Bond Insurance, printing expenses, rating agency fees, Financial Advisor's fee, Trustee's fee and contingency.

### SECURITY FOR THE 2009A BONDS

The 2009A Bonds are limited obligations of the Commission. They are secured, along with the 2008A Bonds, the 2008B Bonds, the 2008C Bonds and with any additional Subordinate Indenture Bonds and other Parity Obligations, under the Subordinate Indenture, except as otherwise noted below, by the pledge by the Commission to the Trustee of (1) the Commission Payments (as described below), (2) all monies deposited into accounts or funds (other than the Rebate Fund) created by the Subordinate Indenture and held by or on behalf of the Trustee, (3) any insurance proceeds and other moneys required to be deposited therein, (4) all payments received by the Commission pursuant to Parity Swap Agreements, and (5) all investment earnings on all moneys held in accounts and funds established by the Subordinate Indenture, other than the Rebate Fund (collectively, the "*Trust Estate*"). "*Commission Payments*" include certain covenants of the Commission and certain payments made by the Commission, all as set forth in the Subordinate Indenture and more fully described in the "SECURITY FOR THE 2009A BONDS - Commission Payments." THE LIEN CREATED BY THE SUBORDINATE INDENTURE IN AND TO EACH COMMISSION PAYMENT PAID FROM THE GENERAL RESERVE FUND IS SUBORDINATE TO THE LIEN OF THE SENIOR INDENTURE IN AND

TO THE TOLLS, OTHER REVENUES AND FUNDS ESTABLISHED UNDER THE SENIOR INDENTURE AND PLEDGED BY THE COMMISSION AS PART OF THE SENIOR TRUST ESTATE.

The Subordinate Indenture further provides that the Commission may not issue Additional Subordinate Indenture Bonds nor incur other Parity Obligations except upon satisfaction of various requirements as expressly provided in the Subordinate Indenture. See "APPENDIX C - SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE - LIMITATIONS ON ISSUANCE OF ADDITIONAL SUBORDINATE INDENTURE BONDS."

The 2009A Bonds are Debt Service Reserve Fund Bonds for the purpose of the Subordinate Indenture and, accordingly, are secured by moneys on deposit in the Debt Service Reserve Fund. The amount in the Debt Service Reserve Fund will be sufficient to fulfill the Debt Service Reserve Fund Requirement of the Subordinate Indenture with respect to the 2009A Bonds, the 2008A Bonds, the 2008B Bonds and the Subseries 2008 C-1 Bonds (presently Outstanding in the principal amount of \$231,335,000), which currently constitute all outstanding Debt Service Reserve Fund Bonds under the Subordinate Indenture.

TOLL REVENUES, OIL FRANCHISE TAX REVENUES AND REGISTRATION FEE REVENUES (EXCEPT FOR DEPOSITS MADE BY THE COMMONWEALTH TO THE GUARANTEED BONDS RECEIPTS ACCOUNT, WHICH ACCOUNT DOES NOT SECURE THE 2009A BONDS), AS WELL AS OTHER SOURCES OF THE COMMISSION'S REVENUES ARE NOT PLEDGED UNDER THE SUBORDINATE INDENTURE AS PART OF THE TRUST ESTATE. THE TRUST ESTATE IS LIMITED TO FUNDS AVAILABLE AND TRANSFERRED TO THE TRUSTEE FROM THE GENERAL RESERVE FUND AND OTHER AMOUNTS ON DEPOSIT WITH THE TRUSTEE. THE TRUST ESTATE AS DEFINED IN THE SUBORDINATE INDENTURE EXCLUDES ALL MONIES HELD IN THE REBATE FUND ESTABLISHED UNDER THE SUBORDINATE INDENTURE.

**THE 2009A BONDS ARE LIMITED OBLIGATIONS OF THE COMMISSION AND SHALL NOT BE DEEMED TO BE A DEBT OF THE COMMONWEALTH OR A PLEDGE OF THE FAITH AND CREDIT OF THE COMMONWEALTH. THE COMMONWEALTH IS NOT OBLIGATED TO LEVY OR PLEDGE ANY FORM OF TAXATION WHATSOEVER THEREFOR OR TO MAKE ANY APPROPRIATION FOR THE PAYMENT OF ANY OF THE 2009A BONDS.**

#### **Senior Revenue Bonds and Other Senior Parity Obligations**

The Commission has previously issued Senior Revenue Bonds under the Senior Indenture. Currently, \$2,555,685,000 aggregate principal amount of Senior Revenue Bonds are Outstanding. Under the terms of the Senior Indenture the Commission may issue additional Senior Revenue Bonds. THE PRINCIPAL OF, PREMIUM, IF ANY, AND INTEREST ON ALL SUCH SENIOR REVENUE BONDS WILL BE PAID PRIOR TO THE PAYMENT OF THE SUBORDINATE INDENTURE BONDS, INCLUDING THE 2009A BONDS.

In addition to the Outstanding Senior Revenue Bonds, the Commission has entered into various interest rate exchange agreements with an outstanding notional amount of \$1,383,592.500 that constitute Senior Parity Swap Agreements under the Senior Indenture. Under the terms of the Senior Indenture, amounts payable under Senior Parity Swap Agreements, including certain termination payments, are secured on a parity with the Senior Revenue Bonds in the Trust Estate and senior to the liens of the Subordinate Indenture in the Trust Estate. Under the terms of the Senior Indenture the Commission may enter into additional Senior Parity Swap Agreements. ALL AMOUNTS PAYABLE UNDER ALL SUCH SENIOR PARITY SWAP AGREEMENTS, INCLUDING CERTAIN TERMINATION PAYMENTS, WILL BE PAID PRIOR TO THE PAYMENT OF THE SUBORDINATE INDENTURE BONDS, INCLUDING THE 2009A BONDS.

The Commission has also issued Oil Franchise Tax Revenue Bonds that are currently outstanding in the aggregate principal amount of \$571,040,000 and Registration Fee Revenue Bonds that are currently outstanding in the aggregate principal amount of \$447,705,000. The Commission has entered into various interest rate exchange agreements with respect to certain Oil Franchise Tax Revenue Bonds and Registration Fee Revenue Bonds. Neither the Oil Franchise Tax Revenue Bonds nor the Registration Fee Revenue Bonds are secured by or have any interest in the Trust Estate. Furthermore, neither the Oil Franchise Tax Revenues nor the Registration Fee Revenues (except for deposits of Registration Fee Revenues made by the Commonwealth to the Guaranteed Bonds Receipts Account, which account does not secure the 2009A Bonds) are pledged to secure the 2009A Bonds or the Senior Indenture Obligations.

### **Subordinate Indenture Bonds and Other Parity Obligations**

The 2009A Bonds are the fourth series of bonds issued by the Commission under the Subordinate Indenture. The 2008A Bonds in the aggregate principal amount of \$244,855,000, the 2008B Bonds in the aggregate principal amount of \$233,905,000 and the 2008C Bonds in the aggregate principal amount of \$411,110,000 are currently outstanding. Upon the fulfillment of conditions set forth in the Subordinate Indenture, the Commission may issue Additional Subordinate Indenture Bonds under the terms of the Subordinate Indenture; and such Additional Subordinate Indenture Bonds will have an equal claim to the Trust Estate with the 2008 Bonds and 2009A Bonds of the same Class. However, all such Additional Subordinate Indenture Bonds issued under the terms of the Subordinate Indenture shall be subordinate to the payment of all Senior Indenture Obligations issued pursuant to the Senior Indenture. See "APPENDIX C – SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE."

In addition to any Additional Subordinate Indenture Bonds, the Commission is authorized under the terms of the Subordinate Indenture to enter into various interest rate exchange agreements that will constitute Parity Swap Agreements under the Subordinate Indenture. Prior to the issuance of the 2009A Bonds, the Commission has not entered into any such Parity Swap Agreements under the Subordinate Indenture. Under the terms of the Subordinate Indenture, amounts payable under Parity Swap Agreements entered into by the Commission, including certain termination payments, may be secured on a parity with the Subordinate Indenture Bonds, including the 2009A Bonds, in the Trust Estate. See "APPENDIX C – SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE."

### **Special Revenue Bonds (Guaranteed Bonds)**

Under Act 44, the Commission is authorized to issue Special Revenue Bonds (as defined in §9511.2 of Act 44) up to an aggregate principal amount of \$5 billion, exclusive of original issue discount, for the purpose of paying bond-related expenses and costs of PennDOT. Special Revenue Bonds are referred to as "Guaranteed Bonds" under the Subordinate Indenture. The terms "Special Revenue Bonds" and "Guaranteed Bonds" are used interchangeably in this Official Statement. Special Revenue Bonds are subordinate to Revenue Bonds (including the 2009A Bonds) with respect to their claim on Commission Payments. In the event the Commission does not make a required deposit for debt service on Special Revenue Bonds with the Trustee, such deposit is to be made from funds available for such purpose on deposit in the Motor License Fund. The Commonwealth has no obligation to provide any funds, other than available funds on deposit in the Motor License Fund, for the payment of any Special Revenue Bonds. See "Act 44-Statutory Limitations on the Incurrence of Guaranteed Bonds" in APPENDIX A for a more detailed discussion of Special Revenue Bonds and the Commission's related reimbursement obligations related to withdrawals from the Motor License Fund.

## Rate Covenant

The Commission has agreed in the Subordinate Indenture that it will at all times establish and maintain schedules of Tolls for traffic over the System so that the Net Revenues of the System in each Fiscal Year will at all times be at least sufficient to provide funds in an amount not less than the sum required by the Senior Indenture and, in addition, so that the amount paid into the General Reserve Fund of the Senior Indenture in each Fiscal Year and for each Commission Payment, will at all times (after deducting any liquidity reserve or other required holdback or deposit then in effect, whether by contract or other management policy or procedure) be at least sufficient to provide funds in an amount not less than (i) 115% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Revenue Bonds and Revenue Bonds Parity Obligations, plus (ii) 100% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Guaranteed Bonds, Guaranteed Bonds Parity Obligations and Subordinated Indebtedness, plus (iii) any payment by the Commission required by the Subordinate Indenture for restoring any deficiency in the Debt Service Reserve Fund within an eighteen (18) month period (the "**Rate Covenant**").

The amounts of the Commission Payments made from the Senior Trustee to the Trustee are based on the coverage levels established by the Rate Covenant described above; therefore, in each year the Commission has covenanted to transfer Commission Payments in an amount equal to the sum of (i) 115% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Revenue Bonds and Revenue Bonds Parity Obligations, plus (ii) 100% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Guaranteed Bonds, Guaranteed Bonds Parity Obligations and other Subordinated Indebtedness, plus (iii) any payment by the Commission required by the Subordinate Indenture for restoring any deficiency in the Debt Service Reserve Fund within an eighteen (18) month period. Notwithstanding the provisions of the Rate Covenant however, any balance in the General Reserve Fund which a Commission Official determines to be in excess of the amount required to be reserved therein for future transfers to the Senior Indenture Debt Service Fund (as herein defined) is available to make Commission Payments to the Trustee for the payment of Debt Service on Outstanding Revenue Bonds and Revenue Bonds Parity Obligations as well as Outstanding Guaranteed Bonds, Guaranteed Bonds Parity Obligations and other Subordinated Indebtedness. See "SECURITY FOR THE 2009A BONDS - The General Reserve Fund under the Senior Indenture", "SECURITY FOR THE 2009A BONDS - Commission Payments" and "APPENDIX A - THE PENNSYLVANIA TURNPIKE – Act 44 – Act 44 Payments to PennDOT for Roads, Bridges and Transit".

The Commission's failure to meet the Rate Covenant shall not constitute an Event of Default under the Subordinate Indenture if (i) no Event of Default under the Subordinate Indenture occurred in debt service payments as a result of such failure and (ii) the Commission promptly after determining that the Rate Covenant was not met retains a Consultant to make written recommendations as to appropriate revisions to the schedules of Tolls necessary or appropriate to meet the Rate Covenant and advises the Trustee in writing of such retention. Anything in the Subordinate Indenture to the contrary notwithstanding, if the Commission shall comply with the recommendations of the Consultant in respect of Tolls to the extent permitted by law, it will not constitute an Event of Default under the provisions of the Subordinate Indenture if the Commission fails to meet the Rate Covenant during the succeeding Fiscal Year as long as no Event of Default under the Subordinate Indenture has occurred in debt service payments. If the Commission does not comply with the recommendations of the Consultant in respect of Tolls, the Trustee may, and upon the request of the holders of not less than 25% in Principal Amount of the Subordinate Indenture Bonds then outstanding and upon being indemnified to its satisfaction shall, institute and prosecute in a court of competent jurisdiction any appropriate action to compel the Commission to revise the schedules of Tolls. The Commission covenants that it will adopt and charge Tolls in compliance with any final order or decree entered in any such proceeding.

In the event that the Consultant shall fail to file with the Commission such recommendations in writing within sixty (60) days after such retention, the Trustee may designate and appoint a different Consultant to make recommendations as to an adjustment of the schedules of Tolls, which recommendations shall be reported in

writing to the Commission and to the Trustee within sixty (60) days after such retention. Such written report shall for all purposes be considered to be the equivalent of and substitute for the recommendations of the Consultant retained by the Commission.

In preparing its recommendations, the Consultant may rely upon written estimates of Revenues prepared by the other Consultants of the Commission. Copies of such written estimates signed by such Consultants shall be attached to such recommendations. The Commission covenants that promptly after receipt of such recommendations and the adoption of any revised schedules of Tolls, certified copies thereof will be filed with the Trustee. The ability of the Commission to collect Tolls in an amount sufficient to comply with the Rate Covenant could be adversely affected by many factors, some of which are beyond the Commission's control. See "CERTAIN RISK FACTORS" and "APPENDIX A - THE PENNSYLVANIA TURNPIKE - Toll Schedule and Rates".

The Commission has agreed that Tolls will be classified in a reasonable way to cover all traffic, so that the Tolls may be uniform in application to all traffic falling within any reasonable class regardless of the status or character of any person, firm or corporation participating in the traffic; provided, however, that the foregoing shall not be interpreted to restrict the Commission's right, in its discretion in connection with its management of the System, to establish and maintain flexible Toll schedules including, but not limited to, provisions for utilizing or otherwise taking into account, peak and nonpeak pricing, introductory pricing, weight, method of payment, frequency, carpooling, electronic Tolls or other new Toll collection technologies, traffic management systems, and similar classifications. The Commission has agreed that it shall not grant free passage or reduced Tolls within a class, except in the limited manner permitted by the Subordinate Indenture, which includes, among others, for operational or safety reasons including, but not limited to, reasons arising out of a work stoppage, work slowdown or work action, and for use by the Army, Air Force, Navy, Coast Guard, Marine Corps or National Guard or any branch thereof in time of war or other emergency.

In the event the Commission did not meet the Rate Covenant for the preceding Fiscal Year, any classification resulting in a reduced Toll or new classification shall be subject to a Consultant approving the same before it is implemented. In all events, the Commission shall not make a change in classification or any new classification which would cause the Commission to fail to meet the Rate Covenant.

The Commission's covenant as to uniformity of Tolls (pursuant to the Senior Indenture) shall not be construed as requiring that Tolls for any given class of traffic be identical in amount throughout the entire System for trips of approximately identical lengths. The Commission may fix and place in effect schedules of Tolls for any given class of traffic wherein the Tolls charged for travel on a given section of the System shall be different from the Tolls charged on another section of the System notwithstanding the fact that both of said sections may be of identical or approximately identical length.

### **The General Reserve Fund under the Senior Indenture**

THIS DISCUSSION DESCRIBES CERTAIN PROVISIONS OF THE SENIOR INDENTURE:

In addition to any other funds created by a supplemental indenture to the Senior Indenture, the following funds exist under the Senior Indenture: (a) Construction Fund, (b) Revenue Fund (herein, the "**Senior Indenture Revenue Fund**"), (c) Debt Service Fund (herein, the "**Senior Indenture Debt Service Fund**"), (d) Debt Service Reserve Fund (herein, the "**Senior Indenture Debt Service Reserve Fund**"), (e) Reserve Maintenance Fund (herein, the "**Senior Indenture Reserve Maintenance Fund**"), (f) General Reserve Fund, and (g) Rebate Fund (herein, the "**Senior Indenture Rebate Fund**").

The Commission covenants that all Senior Revenues will be deposited daily, as far as practicable, with the Senior Trustee or in the name of the Senior Trustee with a depository or depositories of the Senior Trustee,

to the credit of the Senior Indenture Revenue Fund.

Except as otherwise provided in the Senior Indenture, transfers from the Senior Indenture Revenue Fund shall be made to the following funds and in the following order of priority: (i) Senior Indenture Rebate Fund, (ii) Senior Indenture Operating Account, (iii) Senior Indenture Debt Service Fund, (iv) Senior Indenture Reserve Maintenance Fund, (v) Senior Indenture Debt Service Reserve Fund, and (vi) General Reserve Fund (after retaining in the Senior Indenture Revenue Fund, such funds identified by the Commission for future transfers to the Senior Indenture Debt Service Fund established under the Senior Indenture).

After first having made the deposits to the Senior Indenture Rebate Fund, the Senior Indenture Operating Account, the Senior Indenture Debt Service Fund, the Senior Indenture Reserve Maintenance Fund and the Senior Indenture Debt Service Reserve Fund, the Senior Trustee shall transfer from the Senior Indenture Revenue Fund on or before the last Business Day of each year (or more frequently if requested by a Commission Official) to the credit of the General Reserve Fund any funds which a Commission Official determines to be in excess of the amount required to be reserved therein for future transfers to the Senior Indenture Debt Service Fund.

Moneys in the General Reserve Fund may be expended by the Commission to restore deficiencies in any funds or accounts created under the Senior Indenture and, absent any such deficiency, for any of the following purposes, with no one item having priority over any of the others:

- (a) To purchase or redeem Senior Bonds;
- (b) To secure and pay the principal or redemption price of and interest on any Senior Indenture Subordinated Indebtedness;
- (c) To make payments into the Construction Fund established under the Senior Indenture;
- (d) To fund improvements, extensions and replacements of the System; or
- (e) To further any corporate purpose.

The Senior Trustee is authorized under the Senior Indenture to apply monies on deposit in the General Reserve Fund for any of such purposes upon receipt of a requisition signed by a Commission Official, stating in respect of each payment to be made:

- (a) the name of the Person, firm or corporation, to whom payment is to be made or, if the payment is to be made to a fund or account held by the Senior Trustee under the Senior Indenture or to a fund or account held by the Commission and not subject to the Senior Indenture, the name of such fund or account,
- (b) the amount to be paid, and
- (c) the purpose for which the payment is to be made.

Under the terms of the Subordinate Indenture, the Commission covenants to instruct the Senior Trustee to pay to the Trustee out of the General Reserve Fund established under the Senior Indenture such amounts as are required by the Subordinate Indenture or by a supplemental indenture to the Subordinate Indenture to pay, at the times specified, debt service on all outstanding Subordinate Indenture Bonds (including the 2009A Bonds) and all Parity Obligations issued under the Subordinate Indenture. See "SECURITY FOR THE 2009A BONDS - Commission Payments".

The following chart sets forth the balances held in the General Reserve Fund as of the fiscal year end dates set forth below.

**General Reserve Fund Balances  
as of May 31**

<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>
\$60,392,331	\$83,452,977	\$35,503,500	\$24,163,488	\$10,158,417

The balances of the General Reserve Fund as of May 31, 2004 and May 31, 2008 represented declines from the previous year end dates, reflecting permitted withdrawals from the General Reserve Fund to fund increased capital expenditures during the periods under the Commission's Capital Improvement Program. Balances in the General Reserve Fund may be applied in the future for capital expenditures of the Commission and for other general corporate purposes. In addition, Annual Surplus Payments, if any, made by the Commission to PennDOT under the Lease, will be payable solely from funds available for such purpose in the General Reserve Fund. See "Act 44- *Act 44 Payments to PennDOT for Roads, Bridges and Transit*" in APPENDIX A for a discussion of the Commission's obligations, upon the occurrence of the Conversion, to make certain "Annual Surplus Payments" of the General Reserve Fund surplus available at the end of each fiscal year, according to a certificate of the Auditor General of the Commonwealth.

**Commission Payments**

Pursuant to the terms of the Subordinate Indenture, the Commission covenants, after payment of all required debt service on all Senior Indenture Obligations issued under the Senior Indenture and subject to the provisions of the Senior Indenture, to pay to the Trustee, and to instruct the Senior Indenture Trustee to pay to the Trustee, out of the General Reserve Fund established under the Senior Indenture such amounts as are required by the Subordinate Indenture or by a supplemental indenture to the Subordinate Indenture to pay, at the times specified, required payments with respect to all Subordinate Revenue Bonds issued under the Subordinate Indenture, a supplemental indenture to the Subordinate Indenture and all Parity Obligations. Such payments out of the General Reserve Fund shall only take on the character of being "Commission Payments", as described below, upon their transmittal to the Trustee and nothing in the Subordinate Indenture shall be construed to create any lien on any amount while held in the General Reserve Fund.

Accordingly, the Commission shall instruct, or furnish a debt service schedule to, the Senior Trustee providing for the payment to the Trustee out of funds held in the General Reserve Fund monies to pay such amounts as are required by the Subordinate Indenture with respect to the outstanding bonds issued under the Subordinate Indenture, a supplemental indenture to the Subordinate Indenture, Parity Obligations thereunder and all other payments required thereunder at such times on such terms as are set forth hereunder or in a Supplemental Indenture (collectively, the "**Commission Payments**").

In addition to other payments and General Reserve Fund withdrawals required under the Subordinate Indenture or by a supplemental indenture to the Subordinate Indenture, the Commission shall withdraw, or arrange for the withdrawal, from the General Reserve Fund and deposit to the Commission Payments Fund the amounts hereinafter specified which shall be applied by the Trustee for the purposes for which the same shall be deposited:

- (a) On or before the first Business Day of each calendar month commencing on the first Business Day of the sixth month prior to the next succeeding Interest Payment Date, an amount which equals the amount necessary to pay, and for the purpose of paying, one-sixth (1/6) of 115% of the

interest due on any Fixed Rate Bonds, issued as Revenue Bonds (including the 2009A Bonds), on the next succeeding Interest Payment Date including any amount due to any Bond Insurer in respect thereto (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first Interest Payment Date for the applicable Fixed Rate Bonds, a monthly amount equal to 115% of the interest amount owed on such first Interest Payment Date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first Interest Payment Date), which amount shall be deposited promptly in the Commission Payments Fund;

(b) On or before the first Business Day of each calendar month commencing on the first Business Day of the twelfth month prior to the next succeeding principal payment date, an amount which equals one-twelfth (1/12) of the amount necessary to pay and for the purpose of paying, 115% the principal amount of any Fixed Rate Bonds issued as Revenue Bonds (including the 2009A Bonds) maturing on the next succeeding maturity date (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first date on which principal is due on such Fixed Rate Bonds, a monthly amount equal to 115% of the principal amount owed on such first principal maturity date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first principal maturity date), which amount shall be deposited promptly in the Commissions Payments Fund;

(c) On or before the fifteenth Business Day of each calendar month commencing on the fifteenth Business Day of the sixth month prior to the next succeeding Interest Payment Date, but not before making the required deposits in clauses (a) and (b) above, an amount which equals the amount necessary to pay, and for the purpose of paying, one-sixth (1/6) of 100% of the interest due on any Fixed Rate Bonds, issued as Guaranteed Bonds, on the next succeeding Interest Payment Date including any amount due to any Bond Insurer in respect thereto (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first Interest Payment Date for the applicable Fixed Rate Bonds, a monthly amount equal to 100% of the interest amount owed on such first Interest Payment Date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first Interest Payment Date), which amount shall be deposited promptly in Commissions Payments Fund; and

(d) On or before the fifteenth Business Day of each calendar month commencing on the fifteenth Business Day of the twelfth month prior to the next succeeding principal payment date, but not before making the required deposits in clauses (a) and (b) above, an amount which equals one-twelfth (1/12) of the amount necessary to pay and for the purpose of paying, 100% of the principal amount of any Fixed Rate Bonds issued as Guaranteed Bonds maturing on the next succeeding maturity date (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first date on which principal is due on such Fixed Rate Bonds, a monthly amount equal to 100% of the principal amount owed on such first principal maturity date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first principal maturity date), which amount shall be deposited promptly in the Commission Payments Fund.

The Commission has not issued any Guaranteed Bonds to date.

### **Commission Payments Fund**

All Commission Payments will be deposited with the Trustee or in the name of the Trustee with a depository or depositories designated by the Commission and approved by the Trustee, to the credit of the Commission Payments Fund. The monies in the Commission Payments Fund are to be held by the Trustee in trust and applied in accordance with the Subordinate Indenture.

Except as otherwise provided in the Subordinate Indenture, transfers from the Commission Payments Fund shall be made to the following funds and in the following order of priority:

- (a) Rebate Fund;
- (b) Administrative Expenses Fund;
- (c) Revenue Bonds Account of the Debt Service Fund;
- (d) Guaranteed Bonds Account of the Debt Service Fund;
- (e) Debt Service Reserve Fund, if applicable;
- (f) Guarantee Repayment Fund; and
- (g) Residual Fund.

### **Administrative Expenses Fund**

Pursuant to the Subordinate Indenture, there is created the Administrative Expenses Fund. The Trustee shall deposit into the Administrative Expenses Fund from the Commission Payments Fund such amounts as are needed for the payment of Administrative Expenses. In the event of a deficiency in the Rebate Fund, arbitrage rebate, yield reduction or similar payments may be made from amounts in the Administrative Expenses Fund with respect to Subordinate Indenture Bonds. Funds on deposit in the Administrative Expenses Fund may also be used for the payment of annual trustee fees, facility fees, remarketing fees and initial swap payments incurred in connection with the issuance, and performance, of Subordinate Indenture Bonds from time to time.

### **Debt Service Fund**

Pursuant to the Subordinate Indenture, there is created a Debt Service Fund and within the Debt Service Fund there are established two separate accounts to be known as the "Revenue Bonds Account" and the "Guaranteed Bonds Account". Each such Account shall have an "Interest Sub-Account" and "Principal Sub-Account" for each Series or Subseries of tax-exempt and taxable Subordinate Indenture Bonds issued pursuant to the applicable supplemental indenture to the Subordinate Indenture. There is also created under the Subordinate Indenture a Guaranteed Bonds Receipts Account. Any payments by the Commonwealth out of the Commonwealth's Motor License Fund pursuant to Act 44 with respect to the Guaranteed Bonds shall be deposited into the Guaranteed Bonds Receipts Account for payment by the Trustee of principal and interest on the Guaranteed Bonds. The Trustee shall make deposits, on the dates required for such deposits, from the Commission Payments Fund into the Revenue Bonds Account and the Guaranteed Bonds Account of the Debt Service Fund of such required amounts to the appropriate sub-accounts.

The Trustee and the Commission may create such additional accounts and sub-accounts in the Debt Service Fund pursuant to a supplemental indenture to the Subordinate Indenture as they deem necessary or appropriate, including, but not limited to, (a) an account into which drawings on a Credit Facility are to be deposited and from which principal (including redemption price) and Purchase Price of and interest on the Series of Subordinate Indenture Bonds secured by such Credit Facility are to be paid (and upon such payment, amounts on deposit in the Principal and Interest Accounts for such Subordinate Indenture Bonds shall be used to repay the provider of the Credit Facility for such payments), and (b) an account into which payments by the Commission to any Parity Swap Counterparty are to be deposited and from which payments to such Parity Swap Counterparty are to be paid.

The moneys in the Interest and Principal Sub-Accounts shall be held by the Trustee in trust for the benefit of the applicable Series of Subordinate Indenture Bonds, to the extent the foregoing are payable from such accounts, and, to said extent and pending application, shall be subject to a lien and charge in favor of the Owners of the applicable Series of Subordinate Indenture Bonds until paid out or transferred as hereinafter provided. There shall be withdrawn from the Interest Account (and any available capitalized interest) and the Principal Account from time to time and set aside or deposited with the Trustee sufficient money for paying the interest on and the principal of and premium on the Subordinate Indenture Bonds as the same shall become due, except to the extent such interest, principal or other amounts are payable from a fund or account other than the

Debt Service Fund as provided in the applicable supplemental indenture to the Subordinate Indenture.

For any Debt Service Reserve Fund Bonds, if at the time the Trustee is required to make a withdrawal from the Debt Service Fund the moneys therein shall not be sufficient for such purpose, the Trustee shall withdraw the amount of such deficiency from the moneys on deposit in the Debt Service Reserve Fund and transfer the same to the appropriate account of the Debt Service Fund.

For any Guaranteed Bonds which may be issued in the future, if at the time the Trustee is required to make a withdrawal from the Debt Service Fund the moneys therein shall not be sufficient for such purpose or if the Trustee does not have sufficient moneys to make the required deposits under the Subordinate Indenture into the Guaranteed Bonds Account of the Debt Service Fund, the Trustee shall notify the Commonwealth through PennDOT of such deficiency and request the payment of funds necessary to cure such deficiency only from funds available in the Motor License Fund. The Commonwealth has no obligation to appropriate any funds other than funds on deposit in the Motor License Fund to the payment of the Guaranteed Bonds.

### **Debt Service Reserve Fund**

A Debt Service Reserve Fund has been established under the Subordinate Indenture to provide additional security for Debt Service Reserve Fund Bonds. The Debt Service Reserve Fund secures Debt Service Reserve Fund Bonds on a parity basis. The 2009A Bonds are Debt Service Reserve Fund Bonds for the purpose of the Subordinate Indenture and, accordingly, are secured by moneys on deposit in the Debt Service Reserve Fund. On the date of the issuance of the 2009A Bonds an amount shown above under "PLAN OF FINANCING" from proceeds of the 2009A Bonds will be deposited to the Debt Service Reserve Fund. Such amount, together with the existing balance in the Debt Service Reserve Fund, is sufficient to fulfill the Debt Service Reserve Fund Requirement of the Subordinate Indenture with respect to the 2009A Bonds and all outstanding Debt Service Reserve Fund Bonds. Upon issuance of the 2009A Bonds, outstanding Debt Service Reserve Fund Bonds will consist of the Commission's 2008A Bonds, 2008B Bonds and the Subseries 2008 C-1 Bonds issued in the original principal amounts of \$244,855,000, \$233,905,000 and \$231,335,000, respectively, under the Subordinate Indenture, and the 2009A Bonds.

The Subordinate Indenture requires that the balance in the Debt Service Reserve Fund be maintained at the "Debt Service Reserve Requirement," which is an amount equal to the lesser of (i) Maximum Annual Debt Service on account of all Debt Service Reserve Fund Bonds, (ii) ten percent (10%) of the aggregate Outstanding principal amount of all Debt Service Reserve Fund Bonds, or (iii) 125% of average Annual Debt Service for all Debt Service Reserve Fund Bonds for each Fiscal Year for the remaining life of such Bonds, provided in any case that such amount does not exceed what is permitted by the Code. Debt Service Reserve Fund Bonds include Long-Term Indebtedness specified by the Commission in the Subordinate Indenture and the applicable supplemental indenture to the Subordinate Indenture as being secured by the Debt Service Reserve Fund. See "APPENDIX C -- SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE – THE SUBORDINATE INDENTURE - Debt Service Reserve Fund" for information with respect to the Debt Service Reserve Fund under the Subordinate Indenture.

In each Fiscal Year, after first having made the deposits required to the Debt Service Fund, the Commission shall pay out of the General Reserve Fund into the Commission Payments Fund and the Trustee shall transfer from the Commission Payments Fund on or before the last day of each month to the credit of the Debt Service Reserve Fund (a) the amount, if any, required to make the amount on deposit in the Debt Service Reserve Fund equal to the Debt Service Reserve Requirement which restoration, as implied by the Rate Covenant, is intended to occur within eighteen (18) months; and (b) the amount set forth in the applicable supplemental indenture to the Subordinate Indenture if an amount different from the Debt Service Reserve Requirement is required.

Subject to the preceding paragraph, to the extent accounts are created in the Debt Service Reserve Fund for Debt Service Reserve Fund Bonds, the funds and DSRF Security, as hereinafter defined, held therein shall be available to make payments required under the Subordinate Indenture for the benefit of all Debt Service Reserve Fund Bonds of the same Class.

Moneys held in the Debt Service Reserve Fund shall be used for the purpose of paying interest on, maturing principal and mandatory sinking fund redemption price of Debt Service Reserve Fund Bonds whenever and to the extent that the moneys held for the credit of the Debt Service Fund shall be insufficient for such purpose. If at any time the moneys and the principal amount of any DSRF Security held in the Debt Service Reserve Fund shall exceed the Debt Service Reserve Requirement, the Commission shall direct whether such excess moneys shall be transferred by the Trustee to the credit of the Commission Payments Fund or used to reduce the principal amount of any DSRF Security.

In the event the Trustee shall be required to withdraw funds from the Debt Service Reserve Fund to restore a deficiency in the Debt Service Fund arising with respect to Debt Service Reserve Fund Bonds, the funds shall be allocated, subject to the provisions of the Subordinate Indenture, pro rata among such bonds.

In lieu of the deposit of moneys into the Debt Service Reserve Fund, the Commission may cause to be provided a surety bond, an insurance policy, a letter of credit or similar financial instrument satisfactory to the Rating Agency (as evidenced by a letter from the Rating Agency confirming that such surety bond, insurance policy, letter of credit or similar financial instrument will not result in the rating on any outstanding Debt Service Reserve Fund Bonds being downgraded) (each, a "***DSRF Security***") payable to the Trustee in an amount equal to the difference between the Debt Service Reserve Requirement and the amounts then on deposit in the Debt Service Reserve Fund. The DSRF Security shall be payable (upon the giving of notice as required thereunder) on any Interest Payment Date on which moneys will be required to be withdrawn from the Debt Service Reserve Fund and applied to the payment of the principal of or interest on any Subordinate Indenture Bonds to the extent that such withdrawals cannot be made by amounts on deposit in the Debt Service Reserve Fund.

If a disbursement is made pursuant to a DSRF Security, the Commission shall be obligated either (a) to reinstate the maximum limits of such DSRF Security or (b) to deposit into the Debt Service Reserve Fund, funds in the amount of the disbursement made under such DSRF Security, or a combination of such alternatives, as shall provide that the amount credited to the Debt Service Reserve Fund equals the Debt Service Reserve Requirement within a time period of eighteen (18) months.

If the DSRF Security shall cease to have a rating described in the second preceding paragraph, the Commission shall use reasonable efforts to replace such DSRF Security with one having the required rating, but shall not be obligated to pay, or commit to pay, increased fees, expenses or interest in connection with such replacement or to deposit Revenues in the Debt Service Reserve Fund in lieu of replacing such DSRF Security with another.

### **Guarantee Repayment Fund**

Under the terms of the Subordinate Indenture, there is created a Guarantee Repayment Fund. Based on such time schedule as agreed by the Commission and PennDOT and furnished to the Trustee, the Trustee shall deposit into the Guarantee Repayment Fund from the Commission Payments Fund and the Residual Fund such amounts as are necessary to repay, and the Trustee shall initiate such repayment from the Guarantee Repayment Fund, to the Commonwealth's Motor License Fund of any debt service payments or portion of debt service payments with respect to any Guaranteed Bonds, which are made out of such Motor License Fund.

## **Residual Fund**

Under the terms of the Subordinate Indenture, there is created a Residual Fund. After making all payments required hereunder or under a supplemental indenture to the Subordinate Indenture, the Trustee shall at least annually deposit into the Residual Fund out of the Commission Payments Fund such amounts from the Commission Payments Fund as are in excess of current debt service and other required payments and deposits pursuant to the Subordinate Indenture.

Moneys in the Residual Fund may be expended by the Commission to restore deficiencies in any funds or accounts created under the Subordinate Indenture (including without limitation the Revenue Bonds Principal and Interest Sub-Accounts) and, absent any such deficiency, for any of the following purposes, with no one item having priority over any of the others:

- (a) To purchase or redeem Subordinate Indenture Bonds;
- (b) To secure and pay the principal or redemption price of and interest on any Parity Obligations; or
- (c) To further any corporate purpose.

The Trustee is authorized to apply monies on deposit in the Residual Fund for any of such purposes upon receipt of a requisition signed by a Commission Official, stating in respect of each payment to be made:

- (a) the name of the Person, firm or corporation, to whom payment is to be made or, if the payment is to be made to a fund or account held by the Trustee under the Subordinate Indenture or to a fund or account held by the Commission and not subject to the Subordinate Indenture, the name of such fund or account;
- (b) the amount to be paid; and
- (c) the purpose for which the payment is to be made.

Pursuant to the written request of the Commission, the Trustee shall transfer to the General Reserve Fund of the Senior Indenture any balance in the Residual Fund not required to restore any deficiency in a fund or account established thereunder.

## **BOND INSURANCE**

The following information is not complete and reference is made to Appendix I for a specimen of the financial guaranty insurance policy (the “*Policy*”) of Assured Guaranty Corp. (“*Assured Guaranty*” or the “*Bond Insurer*”).

### **The Policy**

Assured Guaranty has made a commitment to issue the Policy relating to the 2009A Bonds, effective as of the date of issuance of such 2009A Bonds. Under the terms of the Policy, Assured Guaranty will unconditionally and irrevocably guarantee to pay that portion of principal of and interest on the 2009A Bonds that becomes Due for Payment but shall be unpaid by reason of Nonpayment (the “*Insured Payments*”). Insured Payments shall not include any additional amounts owing by the Issuer solely as a result of the failure by the Trustee or the Paying Agent to pay such amount when due and payable, including without limitation any

such additional amounts as may be attributable to penalties or to interest accruing at a default rate, to amounts payable in respect of indemnification, or to any other additional amounts payable by the Trustee or the Paying Agent by reason of such failure. The Policy is non-cancelable for any reason, including without limitation the non-payment of premium.

“*Due for Payment*” means, when referring to the principal of the 2009A Bonds, the stated maturity date thereof, or the date on which such 2009A Bonds shall have been duly called for mandatory sinking fund redemption, and does not refer to any earlier date on which payment is due by reason of a call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity (unless Assured Guaranty in its sole discretion elects to make any principal payment, in whole or in part, on such earlier date) and, when referring to interest on such 2009A Bonds, means the stated dates for payment of interest.

“*Nonpayment*” means the failure of the Issuer to have provided sufficient funds to the Trustee or the Paying Agent for payment in full of all principal and interest Due for Payment on the 2009A Bonds. It is further understood that the term Nonpayment in respect of a 2009A Bonds also includes any amount previously distributed to the Holder (as such term is defined in the Policy) of such 2009A Bonds in respect of any Insured Payment by or on behalf of the Issuer, which amount has been recovered from such Holder pursuant to the United States Bankruptcy Code in accordance with a final, nonappealable order of a court having competent jurisdiction that such payment constitutes an avoidable preference with respect to such Holder. Nonpayment does not include nonpayment of principal or interest caused by the failure of the Trustee or the Paying Agent to pay such amount when due and payable.

Assured Guaranty will pay each portion of an Insured Payment that is Due for Payment and unpaid by reason of Nonpayment, on the later to occur of (i) the date such principal or interest becomes Due for Payment, or (ii) the business day next following the day on which Assured Guaranty shall have received a completed notice of Nonpayment therefor in accordance with the terms of the Policy.

Assured Guaranty shall be fully subrogated to the rights of the Holders of the 2009A Bonds to receive payments in respect of the Insured Payments to the extent of any payment by Assured Guaranty under the Policy.

The Policy is not covered by any insurance or guaranty fund established under New York, California, Connecticut or Florida insurance law.

### **The Bond Insurer**

Assured Guaranty Corp. (“**Assured Guaranty**”) is a Maryland-domiciled insurance company regulated by the Maryland Insurance Administration and licensed to conduct financial guaranty insurance business in all fifty states of the United States, the District of Columbia and Puerto Rico. Assured Guaranty commenced operations in 1988. Assured Guaranty is a wholly owned, indirect subsidiary of Assured Guaranty Ltd. (“**AGL**”), a Bermuda-based holding company whose shares are publicly traded and are listed on the New York Stock Exchange under the symbol “AGO.” AGL, through its operating subsidiaries, provides credit enhancement products to the U.S. and global public finance, structured finance and mortgage markets. Neither AGL nor any of its shareholders is obligated to pay any debts of Assured Guaranty or any claims under any insurance policy issued by Assured Guaranty.

Assured Guaranty is subject to insurance laws and regulations in Maryland and in New York (and in other jurisdictions in which it is licensed) that, among other things, (i) limit Assured Guaranty’s business to financial guaranty insurance and related lines, (ii) prescribe minimum solvency requirements, including capital and surplus requirements, (iii) limit classes and concentrations of investments, (iv) regulate the amount of both the aggregate and individual risks that may be insured, (v) limit the payment of dividends by Assured Guaranty,

(vi) require the maintenance of contingency reserves, and (vii) govern changes in control and transactions among affiliates. Certain state laws to which Assured Guaranty is subject also require the approval of policy rates and forms.

Assured Guaranty's financial strength is rated "AAA" (stable) by Standard & Poor's, a division of The McGraw-Hill Companies, Inc. ("**S&P**"), "AAA" (stable) by Fitch, Inc. ("**Fitch**") and "Aa2" (stable) by Moody's Investors Service, Inc. ("**Moody's**"). Each rating of Assured Guaranty should be evaluated independently. An explanation of the significance of the above ratings may be obtained from the applicable rating agency. The above ratings are not recommendations to buy, sell or hold any security, and such ratings are subject to revision or withdrawal at any time by the rating agencies. Any downward revision or withdrawal of any of the above ratings may have an adverse effect on the market price of any security guaranteed by Assured Guaranty. Assured Guaranty does not guaranty the market price of the securities it guarantees, nor does it guaranty that the ratings on such securities will not be revised or withdrawn.

## **Recent Developments**

### Agreement to Acquire FSA

On November 14, 2008, AGL announced that it had entered into a definitive agreement with Dexia SA to purchase Financial Security Assurance Holdings Ltd. ("**FSA**"), the parent of financial guaranty insurance company, Financial Security Assurance, Inc. For more information regarding the proposed acquisition by AGL of FSA, see Item 1.01 of the Current Report on Form 8-K filed by AGL with the Securities and Exchange Commission (the "**SEC**") on November 17, 2008).

### Ratings

On July 21, 2008, Moody's issued a press release stating that it had placed under review for possible downgrade the "Aaa" insurance financial strength rating of Assured Guaranty. In a press release dated November 14, 2008, Moody's responded to AGL's announcement of its agreement to acquire FSA, stating that "the potential impact of the proposed transaction on the ratings of Assured Guaranty and FSA will be considered in the context of its ongoing rating reviews of both companies; those reviews are now expected to conclude in the near term." Reference is made to the press releases for the complete text of Moody's comments; copies of such documents are available at [www.moodys.com](http://www.moodys.com).

On November 21, 2008, Moody's issued a press release announcing that it had downgraded the insurance financial strength rating of Assured Guaranty to "Aa2" from "Aaa" and that the status of Assured Guaranty's insurance financial strength rating had been changed to "outlook stable" from "on review for possible downgrade." In the release, Moody's stated that "Today's rating action concludes a review for possible downgrade that was initiated on July 21, 2008, and primarily reflects Moody's updated views on Assured's exposure to weakness inherent in the financial guaranty business model. The outlook for the ratings is stable, and the announced acquisition of FSA's financial guaranty business is not expected to have a meaningful impact on the credit profile of [Assured Guaranty]... The rating agency added that the acquisition of FSA by [AGL] will, if completed as planned, create a combined entity with substantial financial resources and a strong market position." Reference is made to such release for the complete text of Moody's comments; a copy of such document is available at [www.moodys.com](http://www.moodys.com).

Assured Guaranty's "AAA" (stable) financial strength ratings by S&P and by Fitch were affirmed on June 18, 2008 and December 12, 2007, respectively. On November 14, 2008, Fitch issued a press release responding to AGL's announcement of its agreement to acquire FSA, indicating that they do not expect the acquisition, as presented, to have a negative impact on Assured Guaranty's rating. Reference is made to the press release for the complete text of Fitch's comments; a copy of such press release is available at

www.fitchratings.com. On November 17, 2008, S&P issued a press release responding to AGL's announcement of its agreement to acquire FSA, stating that the agreement "appears to pose limited rating risk" for Assured Guaranty. Reference is made to the press release for the complete text of S&P's comments; a copy of such press release is available at www.ratingsdirect.com. There can be no assurance as to what impact, if any, Moody's downgrade or the proposed acquisition will have on the company's financial strength ratings from Fitch or S&P.

For more information regarding Assured Guaranty's insurance financial strength ratings, see AGL's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008 (which was filed by AGL with the SEC on November 7, 2008).

### **Capitalization of Assured Guaranty Corp.**

As of September 30, 2008, Assured Guaranty had total admitted assets of \$1,767,134,629 (unaudited), total liabilities of \$1,341,373,221 (unaudited), total surplus of \$425,761,408 (unaudited) and total statutory capital (surplus plus contingency reserves) of \$1,106,199,863 (unaudited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities. As of December 31, 2007, Assured Guaranty had total admitted assets of \$1,361,538,502 (audited), total liabilities of \$961,967,238 (audited), total surplus of \$399,571,264 (audited) and total statutory capital (surplus plus contingency reserves) of \$982,045,695 (audited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities. The Maryland Insurance Administration recognizes only statutory accounting practices for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Maryland Insurance Code, and for determining whether its financial condition warrants the payment of a dividend to its stockholders. No consideration is given by the Maryland Insurance Administration to financial statements prepared in accordance with accounting principles generally accepted in the United States in making such determinations.

### **Incorporation of Certain Documents by Reference**

The portions of the following documents relating to Assured Guaranty are hereby incorporated by reference into this Official Statement and shall be deemed to be a part hereof:

- The Annual Report on Form 10-K of AGL for the fiscal year ended December 31, 2007 (which was filed by AGL with the SEC on February 29, 2008);
- The Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 (which was filed by AGL with the SEC on May 9, 2008);
- The Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008 (which was filed by AGL with the SEC on August 8, 2008); and
- The Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2008 (which was filed by AGL with the SEC on November 7, 2008); and
- The Current Reports on Form 8-K filed by AGL with the SEC, as they relate to Assured Guaranty.

All consolidated financial statements of Assured Guaranty and all other information relating to Assured Guaranty included in documents filed by AGL with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Official Statement and prior to the termination of the offering of the 2009A Bonds shall be deemed to be incorporated by reference into this

Official Statement and to be a part hereof from the respective dates of filing such consolidated financial statements.

Any statement contained in a document incorporated herein by reference or contained herein under the heading "BOND INSURANCE-The Bond Insurer" shall be modified or superseded for purposes of this Official Statement to the extent that a statement contained herein or in any subsequently filed document which is incorporated by reference herein also modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Official Statement.

Copies of the consolidated financial statements of Assured Guaranty incorporated by reference herein and of the statutory financial statements filed by Assured Guaranty with the Maryland Insurance Administration are available upon request by contacting Assured Guaranty at 1325 Avenue of the Americas, New York, New York 10019 or by calling Assured Guaranty at (212) 974-0100. In addition, the information regarding Assured Guaranty that is incorporated by reference in this Official Statement that has been filed by AGL with the SEC is available to the public over the Internet at the SEC's web site at <http://www.sec.gov> and at AGL's web site at <http://www.assuredguaranty.com>, from the SEC's Public Reference Room at 450 Fifth Street, N.W., Room 1024, Washington, D.C. 20549, and at the office of the New York Stock Exchange at 20 Broad Street, New York, New York 10005.

Assured Guaranty makes no representation regarding the 2009A Bonds or the advisability of investing in the 2009A Bonds. In addition, Assured Guaranty has not independently verified, makes no representation regarding, and does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding Assured Guaranty supplied by Assured Guaranty and presented under the heading "BOND INSURANCE."

### **AUDITED FINANCIAL STATEMENTS**

The financial statements of the Commission for the years ended May 31, 2008 and May 31, 2007 are set forth in "APPENDIX B - AUDITED FINANCIAL STATEMENTS: 2008 and 2007" certified by Ernst & Young, in its capacity as Independent Auditor. The Commission has not asked Ernst & Young to perform any additional review procedures in connection with this Official Statement.

### **CERTAIN RISK FACTORS**

Many factors could affect the sufficiency of the Trust Estate to meet debt service payments on the 2009A Bonds, some of which are discussed below. Potential investors must carefully consider the following factors in order to understand the structure and characteristics of the 2009A Bonds and the potential merits and risks of an investment in the 2009A Bonds. Potential investors must review and be familiar with variety of risk factors in deciding whether to purchase any 2009A Bond.

The following risk factors are among those which should be considered by a potential investor:

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**Commission Revenues may decline**

The statistical information in this Official Statement regarding toll revenues collected by the Commission are historical. The actual amount of future toll revenues collected by the Commission depends upon a number of factors, including rates established by the Commission and the level and composition of traffic on the System. Many of these factors are beyond the control of the Commission. The Commission is obligated under the terms of the Lease, Act 44, the Senior Indenture and the Subordinate Indenture to fix and revise tolls at levels that will generate revenues (together with other available moneys) sufficient to pay all of its obligations under the Lease, to construct and maintain the System and to pay debt service obligations and other amounts payable to the Department or the Commonwealth. However, the amount of traffic on the System cannot be predicted with certainty and may decline due to general economic conditions, diversion of some traffic to alternative non-toll routes (including Interstate 80, if not tolled) because of the toll rate increases and other factors. **Due to such factors, among others, revenues have declined from the revenues of the same months in the preceding fiscal year as more fully described in "Five-Year Financial History/Certain Operating Matters" in APPENDIX A.** There is insufficient data to assess these risk factors fully, but the Commission reasonably expects, based on historical variations in such factors and the approved and planned toll increases, to have sufficient revenues to meet its payment obligations, including payment obligations with respect to the 2009A Bonds.

In addition, as set forth in the Traffic Study, there is considerable uncertainty inherent in future traffic and revenue forecasts for any toll facility, and differences between forecasted and actual results (which may be material) may occur due to events and circumstances beyond the control of the forecasters, including without limitation economic conditions and other factors. While future traffic volume and revenues cannot be predicted with certainty, the Commission believes that it will have sufficient revenue to meet the then existing debt and operational obligations of the Commission. See APPENDIX H – TRAFFIC AND REVENUE STUDY.

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**Investors in the 2009A Bonds bear greater risk of non-payment because the priority of payment of interest and principal payments on the 2009A Bonds is subordinate to the Senior Indenture Obligations under the Senior Indenture**

The 2009A Bonds are subordinate in right of payment from the General Reserve Fund to the payment of all Senior Indenture Obligations under the Senior Indenture. There is no lien under the Senior Indenture or the Subordinate Indenture on any amount held in the General Reserve Fund to secure the 2009A Bonds. In addition, it is probable that additional senior bonds and other senior obligations may be issued in the future by the Commission under the Senior Indenture, which would increase the amount of the Senior Indenture Obligations to which the payment on the 2009A Bonds are subordinated, thus increasing the risk of nonpayment to the 2009A Bondholders.

<p><b>The Trust Estate will have limited assets from which to make payments on the 2009A Bonds, which may result in losses</b></p>	<p>The Trust Estate will not include significant assets. The Trust Estate consists primarily of an obligation of the Commission to make periodic payments from funds available in the General Reserve Fund after satisfaction of Senior Indenture Obligations and the maintenance of any reserve fund established under the Senior Indenture. Consequently, Bondholders must rely upon the obligation of the Commission to make such payments from the General Reserve Fund and to set Tolls at sufficient levels to generate the necessary excess cash in the General Reserve Fund for such payments.</p>
<p><b>If the Commission experiences financial problems, delays in payment or losses on the 2009A Bonds may result</b></p>	<p>A problem in the financial status of the Commission could result in a failure to make its payments, or a delay in payments, to the Trustee with respect to the 2009A Bonds. In addition to a potential decline in revenues, the Commission's financial condition could be adversely affected by a number of factors including, but not limited to:</p> <ul style="list-style-type: none"> <li>• Increased and/or unanticipated costs of operation of the System;</li> <li>• Decreased toll revenues due to declines in usage or otherwise;</li> <li>• Increased and/or unanticipated costs of operation of Interstate 80;</li> <li>• Limited permitted uses under Federal law of the toll revenue derived from Interstate 80, if the Conversion occurs;</li> <li>• Work stoppage, slowdown or action by unionized employees;</li> <li>• Complete or partial destruction or temporary closure of the System due to events beyond the control of the Commission; and</li> <li>• Increased unfunded healthcare and other non-pension post-employment benefits.</li> </ul>
<p><b>The Commission's financial condition may be adversely affected as a consequence of adverse changes in the financial condition of third-party financial institutions</b></p>	<p>Adverse changes in the financial condition of certain third-party financial institutions may adversely affect the Commission's financial position. Different types of investment and contractual arrangements may create exposure for the Commission to such institutions including:</p> <ul style="list-style-type: none"> <li>• Risk to the Commission's investment portfolio due to defaults or changes in market valuation of the debt securities of such institutions;</li> <li>• Counterparty risk related to swaps used by the Commission to hedge its cost of funds; and</li> <li>• Risk of rating changes of the Commission's credit enhancers or liquidity providers which may adversely affect the interest costs on the Commission's variable rate debt or render such variable rate debt unmarketable.</li> </ul>

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**The 2009A Bonds may be repaid early due to the exercise of the redemption option. If this happens, yield may be affected and Bondholders will bear reinvestment risk**

The 2009A Bonds may be redeemed prior to their final maturity if the Commission exercises its option to redeem the 2009A Bonds. Bondholders bear the risk that monies received cannot be reinvested in comparable securities or at comparable yields.

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**Certain legislative actions may result in adverse changes to the Commission or Act 44**

From time to time legislation is introduced in the Pennsylvania General Assembly which may affect the Commission and therefore may affect certain of the assumptions made in this Official Statement. See "APPENDIX A – Recent Developments and Pending and Future Legislation". The Commission cannot predict if any of such bills or other legislation will be enacted into law, or how any such legislation may affect the Commission's ability to timely pay the 2009A Bonds. See "APPENDIX A - Act 44 - *Tolling of Interstate 80.*"

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**Certain actions can be taken without Bondholder approval**

The transaction documents provide that certain actions may be taken based upon receipt by the Trustee of confirmation from each of the Rating Agencies then rating the 2009A Bonds that the then current ratings assigned by such Rating Agencies will not be impaired by those actions. To the extent those actions are taken after issuance of the 2009A Bonds, investors in the 2009A Bonds will be depending on the evaluation by the Rating Agencies of those actions and the impact of those actions on credit quality.

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**Bankruptcy risk; Lien position**

The rights and remedies of Bondholders could be limited by the provisions of the Federal Bankruptcy Code, as now or hereafter enacted (the "*Bankruptcy Code*"), or by other laws or legal or equitable principles which may affect the enforcement of creditors' rights. Chapter 9 of the Bankruptcy Code permits, under prescribed circumstances, a political subdivision of a state, such as the Commission, to commence a voluntary bankruptcy proceeding and to file a plan of adjustment in the repayment of its debts, if such political subdivision is generally not paying its debts as they become due (unless such debts are the subject of a bona fide dispute), or is unable to pay its debts as they become due. Under the Bankruptcy Code, an involuntary petition cannot be filed against a political subdivision.

In order to proceed under Chapter 9 of the Bankruptcy Code, state law must authorize the political subdivision to file a petition under the Bankruptcy Code. THE ACT DOES NOT AUTHORIZE THE COMMISSION TO FILE A PETITION UNDER THE BANKRUPTCY CODE.

Payment of the 2009A Bonds is not secured by a perfected lien on any amount of funds on deposit in the General Reserve Fund or on any toll revenues collected by the Commission. In the event of insolvency of the Commission, the Bondholders claim to any assets of the Commission, whether in the General Reserve Fund or otherwise, would be junior and subject to the rights of the Senior Bond Trustee.

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**Uncertainty as to available remedies**

The remedies available to owners of the 2009A Bonds upon an Event of Default under the Subordinate Indenture or other documents described herein are in many respects dependent upon regulatory and judicial actions which often are subject to discretion and delay. Under existing constitutional and statutory law and judicial decisions, including specifically Title 11 of the United States Code, the remedies specified by the Subordinate Indenture and such other documents may not be readily available or may be limited. The various legal opinions to be delivered concurrently with the issuance of the 2009A Bonds will be qualified, as to the enforceability of the various legal instruments, by limitations imposed by bankruptcy, reorganization, insolvency or other similar laws affecting the rights of creditors generally.

## CONTINUING DISCLOSURE

The Commission will enter into a Continuing Disclosure Undertaking for the benefit of the registered owners from time to time of the 2009A Bonds (collectively, the "*Disclosure Undertaking*").

Pursuant to the Disclosure Undertaking, the Commission will provide to the Repositories and to the appropriate state information depository ("*SID*"), if any, or solely to the MSRB's Electronic Municipal Market Access system ("*EMMA*") if the date of such filing is on or after July 1, 2009 (or such other date as may be announced by the Securities and Exchange Commission or the MSRB as the effective date for filing via EMMA), within 180 days of the end of each fiscal year of the Commission commencing with the fiscal year ended May 31, 2009, annual financial information, consisting of financial and operating data of the type set forth in this Official Statement in Tables I, II and III of "APPENDIX A — THE PENNSYLVANIA TURNPIKE" and in "APPENDIX B - AUDITED FINANCIAL STATEMENTS: 2008 AND 2007," as well as a summary of any material legislative or regulatory developments affecting Act 44 or the tolling of Interstate 80. In the event that audited financial statements are not available within 180 days of the close of the applicable fiscal year, the Annual Financial Information will contain unaudited financial statements and the audited financial statements will be provided for filing when available.

The Disclosure Undertaking will also provide that the Commission will file in a timely manner, with the Municipal Securities Rulemaking Board (the "*MSRB*") and to any SID, notice of the occurrence of any of the following events with respect to the 2009A Bonds, if material: (i) principal and interest payment delinquencies; (ii) non-payment related defaults; (iii) unscheduled draws on debt service reserves reflecting financial difficulties; (iv) unscheduled draws on credit enhancements reflecting financial difficulties; (v) substitution of credit or liquidity providers, or their failure to perform; (vi) adverse tax opinions or events affecting the tax-exempt status of any of the 2009A Bonds; (vii) modifications to rights of holders of the applicable subseries of 2009A Bonds; (viii) bond calls; (ix) defeasances; (x) release, substitution, or sale of property securing repayment of the 2009A Bonds; and (xi) rating changes. The foregoing events are quoted from Rule 15c2-12.

In addition, the Commission shall give notice in a timely manner to the MSRB and a SID, if any, or solely to EMMA if the date of such filing is on or after July 1, 2009 (or such other date as may be announced by the Securities and Exchange Commission or the MSRB as the effective date for filing via EMMA), of any failure to provide such annual financial information on or before the date specified for such filing.

The Commission may amend the Disclosure Undertaking and waive any of the provisions thereof, but no such amendment or waiver shall be executed and effective unless (i) the amendment or waiver is made in connection with a change in legal requirements, change in law or change in the identity, nature or status of the Commission or the governmental operations conducted by the Commission; (ii) the Disclosure Undertaking, as modified by the amendment or waiver, would have been the written undertaking contemplated by Rule 15c2-12 at the time of original issuance of the 2009A Bonds, taking into account any amendments or interpretations of Rule 15c2-12; and (iii) the amendment or waiver does not materially impair the interests of the registered owners of the 2009A Bonds. Evidence of compliance with the foregoing conditions shall be satisfied by delivery to the Commission of an opinion of counsel having recognized skill and experience in the issuance of municipal securities and federal securities law to the effect that the amendment or waiver satisfies the conditions set forth in the preceding sentence. Notice of any amendment or waiver shall be filed by the Commission with each Repository and the State Information Depository, if any, or solely to EMMA if the date of such filing is on or after July 1, 2009 (or such other date as may be announced by the Securities and Exchange Commission or the MSRB as the effective date for filing via EMMA), and shall be sent to the registered owners of the 2009A Bonds.

The Disclosure Undertaking will recite that it is entered into for the benefit of the registered owners from time to time of the 2009A Bonds. For the purposes of the Disclosure Undertaking, for so long as the

2009A Bonds are registered in the name of DTC or its nominee, "registered owner" shall mean and include the holder of a book-entry credit evidencing an interest in the 2009A Bonds. Holders of book-entry credits may file their names and addresses with the Commission for the purposes of receiving notices or giving direction under the Disclosure Undertaking.

A default under the Disclosure Undertaking shall not be deemed to be a default under the 2009A Bonds or the Subordinate Indenture, and the sole remedy to enforce the provisions of the Disclosure Undertaking shall be the right of any registered owner, by mandamus, suit, action or proceeding at law or in equity, to compel the Commission to perform the provisions and covenants contained in the Disclosure Undertaking.

The Disclosure Undertaking will terminate (1) upon payment or provision for payment in full of the 2009A Bonds, (2) upon repeal or rescission of Section (b)(5) of Rule 15c2-12, or (3) upon a final determination that Section (b)(5) of Rule 15c2-12 is invalid or unenforceable. A copy of the Disclosure Undertaking is on file at the principal office of the Commission.

The Commission has complied with all of its continuing disclosure requirements pursuant to Rule 15c2-12 with respect to its other series of bonds.

### **RELATIONSHIPS OF CERTAIN PARTIES**

Dilworth Paxson LLP and Walker Bowman PC, Co-Bond Counsel, and Cohen & Grigsby, P.C., Counsel to the Underwriters, provide legal services to the Commission in various matters from time to time. In addition, Citibank, N.A., Merrill Lynch Capital Services, Inc., PNC Bank, National Association and Goldman Sachs Mitsui Marine Derivative Products, L.P. have entered into various swap agreements with the Commission.

### **UNDERWRITING**

The 2009A Bonds are being purchased by the Underwriters listed on the cover page (the "**Underwriters**") for whom Citigroup Global Markets Inc. is acting as the Representative. The Underwriters have agreed to purchase the 2009A Bonds at an underwriting discount of \$2,054,530.23.

The Underwriters will be obligated to purchase all of the 2009A Bonds if any of such 2009A Bonds are purchased. The 2009A Bonds may be offered and sold to certain dealers (including the Underwriters and other dealers depositing such 2009A Bonds into investment trusts) at prices lower than such public offering prices, and such public offering prices may be changed, from time to time, by the Underwriters. The Commission has agreed to be liable to the Underwriters to the extent of all losses, claims, damages and liabilities arising out of incorrect statements or information contained in this Official Statement or material omissions therein, except for information furnished by the Underwriters, and with respect to certain other matters.

### **RATINGS**

Moody's Investors Service and Standard & Poor's Rating Group are expected to assign long-term municipal bond ratings of "Aa2" and "AAA", respectively, to the 2009A Bonds based upon the issuance of the Policy.

Moody's Investors Service and Standard & Poor's Rating Group have affirmed their underlying long-term ratings for the Commission's Subordinate Indenture Bonds, including the 2009A Bonds, of "A2" and "A-",

respectively.

Moody's Investors Service and Standard & Poor's Rating Group have affirmed their underlying long-term ratings for the Commission's outstanding Senior Revenue Bonds of "Aa3" and "A+", respectively. FitchRatings issued an underlying long-term rating for the Commission's outstanding Senior Revenue Bonds of "A+" on May 20, 2008.

An explanation of the significance of each of such ratings may be obtained from the rating agency furnishing the same at the following addresses: Standard & Poor's Rating Group, 25 Broadway, New York, NY 10004, Moody's Investors Service, 99 Church Street, New York, NY 10007; and Fitch Ratings, One State Street Plaza, New York, NY 10004. A rating is not a recommendation to buy, sell or hold securities. There is no assurance that such ratings will continue for any given period of time or that they may not be lowered or withdrawn entirely by the rating agencies, or either of them, if, in their or its judgment, circumstances so warrant. Any such downward change in or withdrawal of such ratings, or any of them, may have an adverse effect on the market price of the 2009A Bonds.

### **LITIGATION**

There is no controversy or litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the 2009A Bonds, or in any way contesting or affecting the validity of the 2009A Bonds or any proceedings of the Commission taken with respect to the offer or sale thereof, or the pledge or application of any monies or security provided for the payment of the 2009A Bonds, the existence or powers of the Commission or the construction of the Commission's Capital Improvement Program.

The Commission is covered by Act No. 152 approved September 28, 1978 which provides for a limited waiver of sovereign immunity by the Commonwealth. Damages for any loss are limited to \$250,000 for each person or \$1,000,000 in the aggregate.

There are currently approximately 80 open claims for personal injury and/or property damage pending against the Commission, none of which individually or in the aggregate are deemed to expose the Commission to a material risk of loss.

### **LEGAL MATTERS**

Certain legal matters will be passed upon by Dilworth Paxson LLP and Walker Bowman PC, Philadelphia, Pennsylvania, Co-Bond Counsel. A copy of the form of opinion of Co-Bond Counsel which will be delivered with the 2009A Bonds is set forth in "APPENDIX E - FORM OF OPINION OF CO-BOND COUNSEL." Certain other legal matters will be passed upon for the Underwriters by their Counsel, Cohen & Grigsby, P.C., Pittsburgh, Pennsylvania, and for the Commission by its Chief Counsel, Doreen A. McCall, Esquire.

### **TAX MATTERS**

#### **2009A Bonds**

In the opinion of Co-Bond Counsel, under existing statutes, regulations, rulings and court decisions, interest on the 2009A Bonds will not be includable in the gross income of the holders thereof for federal income tax purposes and will not be a specific preference item for purposes of computing the federal alternative minimum tax imposed on individuals and corporations. However, interest on the 2009A Bonds paid or accrued

during any period any 2009A Bonds are held by a corporation (other than an S corporation, regulated investment company, real estate investment trust or real estate mortgage investment conduit) may be subject to alternative minimum tax imposed under the Internal Revenue Code of 1986, as amended (the "*Code*"), due to the adjustment for adjusted current earnings provided for in the Code. In addition, interest on the 2009A Bonds may be included in effectively connected earnings and profits for the purpose of computing the branch profits tax imposed on certain foreign corporations doing business in the United States, received or accrued in any taxable year by certain foreign corporations may be included in computing the "dividend equivalent amount" of such corporations subject to the branch profits tax imposed on such corporations under Section 884 of the Code. Further, interest on the 2009A Bonds may be subject to federal income taxation under Section 1375 of the Code for S corporations which have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such S corporations is passive investment income.

Ownership of the 2009A Bonds may result in collateral federal income tax consequences to certain taxpayers including, without limitation, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, individuals who otherwise qualify for the earned income credit and taxpayers, including banks, thrift institutions and other financial institutions subject to Section 265 of the Code, who may be deemed to have incurred or continued indebtedness to purchase or to carry the 2009A Bonds. The Code denies the earned income credit to an individual who is otherwise eligible if the aggregate amount of disqualified income of the taxpayer for the taxable year exceeds certain limits set forth in Sections 32(i) and (j) of the Code. Interest on the 2009A Bonds will constitute disqualified income for this purpose. The Code also provides that for years beginning after December 31, 2010, the earned income credit is phased out if the modified adjusted gross income of the taxpayer exceeds certain amounts. Interest on the 2009A Bonds will be included in determining the modified gross income of the taxpayer. Co-Bond Counsel express no opinion as to any such consequences, and prospective purchasers of the 2009A Bonds who may be subject to such collateral consequences should consult their tax advisors.

The Commission will make certain representations and undertake certain agreements and covenants in the Subordinate Indenture, and in a Tax Regulatory Agreement to be delivered concurrently with the original issuance of the 2009A Bonds, designed to ensure compliance with the applicable provisions of the Code. The inaccuracy of these representations or the failure on the part of the Commission to comply with such covenants and agreements could result in the interest on the 2009A Bonds being included in the gross income of the holder for federal income tax purposes, in certain cases retroactive to the date of original issue of the 2009A Bonds.

The opinion of Co-Bond Counsel assumes the accuracy of these representations and the future compliance by the Commission with its covenants and agreements. Moreover, Co-Bond Counsel have not undertaken to evaluate, determine or inform any person, including any holder of the 2009A Bonds, whether any actions taken or not taken, events occurring or not occurring, or other matters that might come to attention of Co-Bond Counsel, would adversely affect the value of, or tax status of the interest on, the 2009A Bonds.

The opinion of Co-Bond Counsel represents their legal judgment based upon their review of existing statutes, regulations, published rulings and court decisions and the facts that they deem relevant to render such opinions. However, such opinion is not a guarantee of any result and is not binding on the Internal Revenue Service or the courts. Neither the Underwriters nor Co-Bond Counsel are obligated to defend the tax-exempt status of the 2009A Bonds. None of the Commission, the Underwriters or Co-Bond Counsel is responsible to pay or reimburse the costs of any holder or beneficial owner with respect to any audit or litigation relating to the 2009A Bonds.

The Internal Revenue Service has an ongoing program of examining tax-exempt obligations to determine whether, in the view of the IRS, interest on such obligations is properly excluded from gross income for federal income tax purposes, and it is possible that the 2009A Bonds may be selected for examination under such program. Under current procedures, parties other than the Commission, and their appointed counsel,

including the holders of the 2009A Bonds, would have little, if any, right to participate in the audit examination process. Moreover, because achieving judicial review in connection with an audit examination of tax-exempt bonds is difficult, obtaining an independent review of IRS positions with which the Commission may legitimately disagree, may not be practicable. Any action of the IRS, including but not limited to, selection of the 2009A Bonds for audit, or the course or result of such audit, or an audit of bonds presenting similar tax issues, may affect the market price for, the liquidity of or the marketability of, the 2009A Bonds, and may cause the Commission or the holders of the 2009A Bonds to incur significant expense.

There can be no assurance that currently existing or future legislative proposals by the United States Congress limiting or further qualifying the excludability of interest on 2009A Bonds from gross income for federal tax purposes, or changes in federal tax policy generally, will not adversely affect the market for the 2009A Bonds.

**Premium Bonds.** 2009A Bonds purchased, whether at original issuance or otherwise, for an amount greater than their principal amount payable at maturity ("***Premium Bonds***"), will be treated as having amortizable premium. No deduction is allowable for the amortizable premium in the case of bonds, like the Premium Bonds, the interest on which is excluded from gross income for federal income tax purposes. However, a purchaser's basis in a Premium Bond and the amount of tax exempt interest received will be reduced by the amount of amortizable premium properly allocable to such purchaser. Owners of Premium Bonds should consult their own tax advisors with respect to the proper treatment of amortizable premium in their particular circumstances.

**Original Issue Discount.** The initial public offering of certain 2009A Bonds may be less than the stated redemption price thereof at maturity. The difference between the initial public offering price for any such 2009A Bond and the stated redemption price at maturity is "original issue discount." For federal income tax purposes, original issue discount on a 2009A Bond accrues to original holders of the 2009A Bond over the period of its maturity based on the constant yield method compounded annually as interest with the same tax exemption and alternative minimum tax status as regular interest. The accrual of original issue discount increases the holder's tax basis in the 2009A Bond for determining taxable gain or loss on the maturity, redemption, prior sale or other disposition of the 2009A Bond. Purchasers of the 2009A Bonds should consult their tax advisors for an explanation of the accrual rules for original issue discount and any other federal, state or local tax consequences of the purchase of 2009A Bonds with original issue discount.

THE FOREGOING SUMMARY AS TO 2009A BONDS IS NOT INTENDED AS AN EXHAUSTIVE RECITAL OF THE POTENTIAL TAX CONSEQUENCES OF HOLDING THE 2009A BONDS. PROSPECTIVE PURCHASERS OF THE 2009A BONDS SHOULD CONSULT THEIR TAX ADVISORS WITH RESPECT TO THE FEDERAL, STATE AND LOCAL TAX CONSEQUENCES OF THE OWNERSHIP OF THE 2009A BONDS. CO-BOND COUNSEL WILL NOT RENDER ANY OPINION WITH RESPECT TO ANY FEDERAL TAX CONSEQUENCES OF OWNERSHIP OF THE FEDERALLY TAXABLE BONDS AND WILL NOT RENDER ANY OPINION AS TO STATE OR LOCAL TAX CONSEQUENCES EXCEPT FOR THE MATTERS SET FORTH UNDER THE CAPTION "STATE TAX MATTERS" BELOW.

### **State Tax Matters**

Under the laws of the Commonwealth of Pennsylvania (the "***Commonwealth***") as presently enacted and construed, the 2009A Bonds are exempt from personal property taxes in the Commonwealth and the interest on the 2009A Bonds is exempt from Pennsylvania personal income tax and Pennsylvania corporate net income tax. However, under the laws of the Commonwealth as presently enacted and construed, any profits, gains or income derived from the sale, exchange or other disposition of obligations of the Commission, such as the 2009A Bonds, will be subject to Pennsylvania taxes within the Commonwealth.

The 2009A Bonds and the interest thereon may be subject to state or local taxes in jurisdictions other than the Commonwealth under applicable state or local tax laws.

PROSPECTIVE PURCHASERS OF THE 2009A BONDS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE FEDERAL, STATE AND LOCAL INCOME TAX CONSEQUENCES OF OWNERSHIP OF THE 2009A BONDS AND ANY CHANGES IN THE STATUS OF PENDING OR PROPOSED TAX LEGISLATION.

### **ERISA CONSIDERATIONS**

The 2009A Bonds may be purchased by an employee benefit plan (whether or not such plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**")) or by an individual retirement account described in Section 408(a) of the Internal Revenue Code of 1986, as amended (the "**Code**") (both referred to hereinafter as "**Plans**") subject to the following limitations. Before acquiring any 2009A Bonds, a fiduciary of a Plan must determine that the acquisition of such 2009A Bonds is consistent with its fiduciary duties under ERISA and the terms of the applicable Plan documents and does not result in a nonexempt prohibited transaction as defined in Section 406 of ERISA or Section 4975 of the Code ("**Prohibited Transaction**"). Employee benefit plans which are governmental plans (as defined in Section 3(32) of ERISA) and certain church plans (as defined in Section 3(33) of ERISA) are not subject to the fiduciary responsibility or prohibited transaction provisions of ERISA or the Code, but may be subject to state laws regulating fiduciary conduct and to Section 503 of the Code. Accordingly, before acquiring any 2009A Bonds, a fiduciary or other person authorizing the purchase by such a government or church plan must determine that the acquisition of 2009A Bonds is consistent with all applicable law, including any fiduciary duties under applicable state law.

By virtue of activities unrelated to the issuance and initial purchase of the 2009A Bonds, under certain circumstances, the Commission, the Underwriters and their affiliates may be considered to be, with respect to a Plan, "parties in interest," within the meaning of Section 3(14) of ERISA, or "disqualified persons," within the meaning of Section 4975(e)(2) of the Code (collectively, "**Parties in Interest**"). Thus, an acquisition of 2009A Bonds by such a Plan may constitute a Prohibited Transaction unless the acquisition is made pursuant to an applicable statutory, regulatory or administrative exemption. Under regulations of the Department of Labor (the "**DOL**"), set forth in 29 C.F.R. 2510.3-101 (the "**Plan Asset Regulations**"), if the 2009A Bonds are treated as having substantial equity features under the Plan Asset Regulations, the purchaser of a 2009A Bond could be treated as having acquired a direct interest in the Trust Estate securing the 2009A Bonds. In that event, the purchase, holding, or resale of such 2009A Bonds could result in a Prohibited Transaction. Pursuant to the Plan Asset Regulations, it appears that all 2009A Bonds will be treated as debt obligations without substantial equity features for purposes of the Plan Asset Regulations. Accordingly, a Plan that acquires a 2009A Bond should not be treated as having acquired a direct interest in the assets of the Trust Estate. However, there can be no complete assurance that all the 2009A Bonds will be treated as debt obligations without substantial equity features for purposes of the Plan Asset Regulations. Therefore, a Plan fiduciary should consult its counsel prior to making such purchase.

Regardless of whether the 2009A Bonds are treated as debt or equity for purposes of the Plan Asset Regulations, the acquisition or holding of 2009A Bonds by or on behalf of a Plan could still be considered to give rise to a Prohibited Transaction if the Commission or its affiliates is or becomes a Party in Interest with respect to such Plan, or in the event that a subsequent transfer of a 2009A Bond is between a Plan and a Party in Interest with respect to such Plan. However, the DOL has issued a number of administrative exemptions that may exempt a Plan's purchase and holding of the 2009A Bonds or an interest in the 2009A Bonds where it might otherwise be a Prohibited Transaction. If a purchase of the 2009A Bonds would constitute a Prohibited Transaction, a Plan may not purchase 2009A Bonds unless one of the following Prohibited Transaction class

exemptions, as each may be amended (each a "**PTCE**") applies and the conditions thereof are satisfied: PTCE 96-23 (relating to transactions effectuated at the sole discretion of an "in house asset manager" (an "**INHAM**")); PTCE 95-60 (relating to transactions effectuated on behalf of an insurance company general account); PTCE 91-38 (relating to transactions involving bank collective investment funds); PTCE 90-1 (relating to transactions involving insurance company pooled separate accounts); or PTCE 84-14 (relating to transactions effectuated at the sole discretion of a "qualified professional asset manager" (a "**QPAM**")). The availability of each of these PTCEs is subject to a number of important conditions which the Plan's fiduciary must consider in determining whether such exemptions apply. These administrative exemptions will not apply if the QPAM, INHAM, insurance company or bank directing the investment is the Commission, the Underwriters or any of their affiliates. Therefore, a Plan fiduciary considering an investment in the 2009A Bonds should consult with its counsel prior to making such purchase.

EACH INVESTOR IN THE 2009A BONDS OR IN AN INTEREST IN THE 2009A BONDS WILL BE DEEMED TO HAVE REPRESENTED THAT IT EITHER (I) IS NOT A PLAN OR IS NOT USING THE ASSETS OF A PLAN, (II) IS A PLAN OR IS INVESTING THE ASSETS OF A PLAN WITH RESPECT TO WHICH NEITHER THE COMMISSION, THE UNDERWRITERS NOR ANY OF THEIR AFFILIATES IS A PARTY IN INTEREST, (III) IS A PLAN OR IS INVESTING THE ASSETS OF, OR ACTING ON BEHALF OF, A PLAN, AND ITS INVESTMENT IN THE 2009A BONDS OR AN INTEREST IN THE 2009A BONDS IS ELIGIBLE FOR THE EXEMPTIVE RELIEF AVAILABLE UNDER PTCE 96-23, 9560, 91-38, 90-1, OR 84-14, AS EACH PTCE MAY BE AMENDED OR (IV) IS A GOVERNMENTAL PLAN OR CHURCH PLAN.

#### **FINANCIAL ADVISOR**

The Commission has retained Hopkins & Company, Philadelphia, Pennsylvania, as Financial Advisor with respect to the authorization and issuance of the 2009A Bonds. The Financial Advisor is not obligated to undertake or assume responsibility for, nor has it undertaken or assumed responsibility for, an independent verification of the accuracy, completeness or fairness of the information contained in this Official Statement. Hopkins & Company is an independent advisory firm and is not engaged in the business of underwriting, holding or distributing municipal or other public securities.

#### **TRUSTEE AND PAYING AGENT**

The Commission has appointed TD Bank, National Association, Philadelphia, Pennsylvania, as the successor Trustee and Paying Agent under the Subordinate Indenture. The obligations and duties of the Trustee are as described in the Subordinate Indenture. The Trustee has not evaluated the risks, benefits or propriety of any investment in the 2009A Bonds, and makes no representation, and has reached no conclusions, regarding the validity of the 2009A Bonds, the security therefor, the adequacy of the provisions for payment thereof or the tax-exempt status, as applicable, of the interest on the 2009A Bonds. The Trustee has relied upon the opinion of Co-Bond Counsel for the validity of the 2009A Bonds and status of the interest on the 2009A Bonds as well as other matters set out in that opinion. Furthermore, the Trustee has no oversight responsibility, and is not accountable, for the use or application by the Commission of any of the 2009A Bonds authenticated or delivered pursuant to the Subordinate Indenture or for the use or application of the proceeds of such 2009A Bonds by the Commission.

Under the terms of the Subordinate Indenture, the Trustee shall not be responsible for any loss or damage resulting from any action or inaction taken in good faith in reliance upon an opinion of counsel and the Trustee is liable only for those damages caused by its gross negligence or willful misconduct. Under the Subordinate Indenture, the Trustee is not required to take notice, and is not deemed to have notice, of any

default under the Subordinate Indenture, unless the Trustee has been specifically notified in writing of such default by the owners of at least 10% in aggregate principal amount of the Outstanding 2009A Bonds affected by such default. All notices or other instruments required by the Subordinate Indenture to be delivered to the Trustee must be delivered at the designated office of the Trustee. In the absence of any such notice, the Trustee may conclusively assume no Event of Default (as defined in the Subordinate Indenture) exists, except as expressly stated in the Subordinate Indenture. The summary of the Trustee's rights, duties, obligations and immunities is not intended to be a complete summary and reference must be made to the Subordinate Indenture for a complete statement of the Trustee's rights, duties, obligations and immunities.

### **MISCELLANEOUS**

The financial data and other information contained herein have been obtained from the Commission's records, audited financial statements and other sources which are believed to be reliable. No guarantee is however given that any of the assumptions, forecasts or estimates contained herein will be realized.

The references herein to the Enabling Acts, the 2009A Bonds, the Subordinate Indenture, Supplemental Subordinate Indenture No. 4, the Disclosure Undertaking, and the Senior Indenture are brief summaries of certain provisions thereof. Such summaries do not purport to be complete and, accordingly, are qualified by reference and are subject to the full texts thereof.

Neither this Official Statement nor any other disclosure in connection with the 2009A Bonds is to be construed as a contract with the holders of the 2009A Bonds. Any statements made in this Official Statement involving matters of opinion or estimates, whether or not expressly so identified, are intended merely as such and not as representations of fact.

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The execution and delivery of this Official Statement by its Chairman have been duly authorized by the Commission.

**PENNSYLVANIA TURNPIKE COMMISSION**

By:     /s/ Mitchell Rubin      
*Chairman*

**APPENDIX A**

**THE PENNSYLVANIA TURNPIKE**

[See Attached]

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**APPENDIX A**

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## APPENDIX A

### THE PENNSYLVANIA TURNPIKE

#### THE COMMISSION

##### General

The Commission is an instrumentality of the Commonwealth existing pursuant to an Act of the General Assembly of Pennsylvania approved July 18, 2007, P. L. 169, No. 44 ("**Act 44**") and various Acts of the General Assembly approved on several dates, including the Act of May 21, 1937, P. L. 774, Act 211, the Act of May 24, 1945, P. L. 972; the Act of February 26, 1947, P. L. 17; the Act of May 23, 1951, P. L. 335; the Act of August 14, 1951, P. L. 1232; and the Act of September 30, 1985, P. L. 240, No. 61 ("**Act 61**"), (collectively, the "**Enabling Acts**"). Pursuant to the Enabling Acts, the Commission has the power to construct, operate and maintain the System and to enter into a lease for Interstate 80 with the Department of Transportation of the Commonwealth of Pennsylvania ("**PennDOT**"). Its composition, powers, duties, functions, duration and all other attributes are derived from the Enabling Acts as amended and supplemented by subsequent legislation. The Enabling Acts may be modified, suspended, extended or terminated at any time by further legislation.

The Commission is required to be composed of five members, one of whom, Allen D. Biehler, is the Secretary of the Pennsylvania Department of Transportation serving as an ex-officio member. Any vacancy in the membership of the Commission (other than the Secretary of Transportation) shall be filled by appointment of the Governor by and with the advice and consent of two-thirds of the members of the Pennsylvania Senate.

The present members of the Commission and the dates on which their respective terms expire are as follows:

<u>Name</u>	<u>Position</u>	<u>Expiration of Term</u> <sup>1</sup>
Mitchell Rubin	Chairman	June 30, 2010
Timothy J. Carson	Vice Chairman	February 8, 2009
J. William Lincoln	Secretary/Treasurer	May 18, 2008
Pasquale T. Deon, Sr.	Commissioner	June 30, 2010
Allen D. Biehler	Commissioner	Ex-Officio

Act 44 extensively revised and modified earlier legislation, added new authorities and responsibilities and required adoption of a code of conduct for executive-level employees, as well as members of the Commission. As more fully discussed herein, Act 44 obligated the Commission, among other things, to enter into a lease with PennDOT and to make substantial lease payments to PennDOT to provide funds for various transportation needs in the Commonwealth. See particularly "Act 44," "*Lease between PennDOT and Commission*" and "*Act 44 Payments to PennDOT for Roads, Bridges and Transit*." In addition, Act 44 granted the Commission the right to lease that portion of Interstate 80 within the Commonwealth and the option to convert such portion of Interstate 80 to a toll road subject to certain federal approvals, as more fully described in "*Lease Between PennDOT and Commission*" and "*Tolling of Interstate 80*" herein. However, Governor Rendell subsequently proposed a different approach for raising funds for the transportation needs of the Commonwealth, namely, entering into a long-term lease or concession of the System. See "*Pending and Future Legislation and Recent Developments*" for more

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<sup>1</sup> Or until their successors are appointed and qualified

detail.

The Enabling Acts provide that the Commission shall not be required to pay any taxes or assessments on any property acquired or used by it. It also provides that turnpike revenue bonds issued by the Commission shall not be deemed to be a debt of the Commonwealth or a pledge of the faith and credit of the Commonwealth and that the Commonwealth is not obligated to levy or pledge any form of taxation or make any appropriation for the payment of such bonds. The Commission has no taxing power.

### **Executive Personnel**

Joseph G. Brimmeier has been the Chief Executive Officer since February 2003. Prior to that time, he served as Chief of Staff to former U.S. Representative Ron Klink.

George M. Hatalowich was named the Chief Operating Officer in February 2007. Prior to that time, he was Contracts Administration Manager from 2003 to 2007, Engineering Contracts Supervisor and Agreement Supervisor from 1993 to 2003, and Bridge Design Engineer from 1990 to 1993.

Nikolaus H. Grieshaber was named Chief Financial Officer in June 2008. Prior to that time, he held positions of Director of Treasury Management and Treasury Manager with the Commission. Before joining the Commission in 2000, he was a finance manager and portfolio manager for ADP Capital Management, assistant treasurer for BTR Dunlop Finance, cash manager for Silo, Inc. and investment analyst for American Life Insurance Company.

Frank J. Kempf, Jr. was named Chief Engineer in July 2007. Prior to that time, he held positions of Assistant Chief Engineer- Design and Chief Bridge Engineer with the Turnpike Commission. Before joining the Commission in 1986, he worked as a Bridge Design Engineer for a consulting engineering firm and with PENNDOT.

Doreen A. McCall, Esq., has been the Chief Counsel since July 2005. Prior to that time, she served as Chief Counsel to the Pennsylvania Historical and Museum Commission from February 2003 to July 2005 and as Deputy General Counsel in the Governor's Office of General Counsel from April 2000 to January 2003. From September 1996 to April 2000, she was an Assistant General Counsel and from November 1993 to August 1996, she was a staff attorney in the Office of Inspector General.

## **THE PENNSYLVANIA TURNPIKE**

### **General**

The present Pennsylvania Turnpike System (the "***System***") is composed of:

1. the 359-mile Turnpike Mainline traversing the southern portion of Pennsylvania from east to west;
2. the 110-mile north-south section identified as the Northeast Extension;
3. the approximately 16-mile north-south connection, known as the Beaver Valley Expressway, which intersects the Turnpike Mainline in the southwestern portion of the Commonwealth;
4. the approximately 13-mile Amos K. Hutchinson Bypass which adjoins the Turnpike

Mainline near the New Stanton Interchange;

5. the 23-mile section of the Mon/Fayette Project and the 8-mile section from the Pennsylvania/West Virginia border to Fairchance, which is located just south of Uniontown; and

6. the 6-mile Southern Beltway project from PA 60 to US 22 (which was opened to traffic to bring the System mileage to 535 miles).

The Turnpike Mainline connects with the Ohio Turnpike at its western terminus and with the New Jersey Turnpike at its eastern terminus. The Turnpike Mainline commences on the eastern boundary of Pennsylvania at the Delaware River Bridge which connects the System to the New Jersey Turnpike. The Turnpike Mainline traverses the state in a westerly direction generally paralleling the southern border of the state immediately north of Philadelphia and south of Harrisburg to the vicinity of Somerset. West of Somerset, the highway follows a northwesterly direction to the northeast of Pittsburgh and to the Ohio state line, south of Youngstown, Ohio.

The System was constructed prior to development of the National Interstate Highway System but portions have been designated as Interstate Routes. However, no Federal Highway Trust Fund monies have been utilized in the construction of the Turnpike Mainline, Northeast Extension, Beaver Valley Expressway or Amos K. Hutchinson Bypass section of the Turnpike. The Turnpike Mainline has been designated as Interstate Route 276 between the area where Interstate Route 95 crosses the Pennsylvania Turnpike System and the Valley Forge Interchange. The portion of the Turnpike Mainline west of the Valley Forge Interchange to the western terminus at the Ohio state line has been designated as Interstate Route 76. In addition, the Turnpike Mainline between the New Stanton and Breezewood Interchanges has been designated as Interstate Route 70. The Northeast Extension has been designated as Interstate Route 476.

The System was constructed and opened to traffic in sections. The original Turnpike Mainline segment between Irwin and Carlisle was opened in 1940. Ten years later, in 1950 the 100-mile section between Carlisle and King of Prussia, was completed and opened. After 1950, construction of new segments of the System occurred at more frequent intervals with the Turnpike Mainline segment in service as of May, 1956. The initial segment of the Northeast Extension between the Turnpike Mainline and the temporary interchange just south of the Lehigh Tunnel was opened in 1955. The final segment, from such interchange to Scranton, was completed and opened for traffic in November, 1957.

The Delaware River Bridge, which connects the Turnpike Mainline with the New Jersey Turnpike System, is owned jointly by The Pennsylvania Turnpike Commission and the New Jersey Turnpike Authority.

The roadway for which the Commission will have operational responsibility will be greatly expanded if the Commission exercises the right granted to it under Act 44 to lease that portion of Interstate 80 (an east-west highway in the Interstate Highway System) within the Commonwealth and receives the necessary federal approvals to convert such portion of Interstate 80 to a toll road, as more fully described in "*Lease Between PennDOT and Commission*" and "*Tolling of Interstate 80*" herein. However, see "*Pending and Future Legislation and Recent Developments*" for other possible developments.

### **Revenue Sources of the Commission**

**Tolls.** All rates, rents, fees, charges, fines and other income derived by the Commission from the vehicular usage of the System and all rights to receive the same (the "**Tolls**", as defined in the attached

APPENDIX F) constitute one of the Commission's three principal streams of revenues. The Tolls are presently pledged to secure the Commission's outstanding turnpike senior revenue bonds (collectively, the "**Senior Revenue Bonds**") and the Senior Indenture Parity Obligations (the Senior Revenue Bonds and the Senior Indenture Parity Obligations, together with any Senior Indenture Subordinated Indebtedness issued under the Senior Indenture, herein collectively the "**Senior Indenture Obligations**") which will be subject to or may be issued under the terms of the Senior Indenture. There are currently \$2,567,435,000 aggregate principal amount of Senior Revenue Bonds Outstanding under the Senior Indenture. Other Senior Parity Obligations include, among other things, interest rate swaps (see "SECURITY FOR THE 2009A BONDS – Senior Revenue Bonds and Other Parity Obligations" in the forepart of this Official Statement) and reimbursement and standby bond purchase agreements. There currently are no Senior Subordinated Obligations. The lien of the Subordinate Indenture in and to the Trust Estate is subordinate to the lien of the Senior Indenture to the Tolls, and therefore all Subordinate Indenture Bonds, including the 2009A Bonds, and all other Parity Obligations issued by the Commission under the Subordinate Indenture are subordinated to the payment of the Senior Indenture Obligations issued under the Senior Indenture. The Commission may in the future, under the terms of the Senior Indenture, identify in writing certain roads, other than the Mainline Section and the Northeast Extension, as not being part of the System for the purposes of the Senior Indenture. Under current federal law, revenues from Interstate 80, if ultimately subject to Commission control, cannot be used to pay costs related to the System, including debt service related to the System (for purposes of the Senior Indenture). The Tolls are *not* pledged to secure the Oil Franchise Tax Revenue Bonds (as defined below), are *not* pledged to secure the Registration Fee Revenue Bonds (as defined below) and are *not* pledged to secure bonds and other obligations issued under the Subordinate Indenture. The Commission's cash flow from Tolls is only indirectly subject to the lien of the Subordinate Indenture.

**Oil Franchise Tax Revenues.** The Commission's second principal stream of revenues consists of that portion of the Commonwealth's oil franchise tax revenues (the "**Oil Franchise Tax Revenues**") allocated by statute to the Commission or the holders of the Commission's Oil Franchise Tax Revenue Bonds (the "**Oil Franchise Tax Revenue Bonds**"), a total of \$571,040,000 of which are issued and outstanding. The Oil Franchise Tax Revenue Bonds, the proceeds of which were spent on portions of the Mon/Fayette Expressway and the Southern Beltway, are secured solely by Oil Franchise Tax Revenues. The Oil Franchise Tax Revenues are not pledged to secure any Subordinated Indenture Bonds, including the 2009A Bonds, the Senior Indenture Obligations or the Registration Fee Revenue Bonds.

**Registration Fee Revenues.** The Commission's third principal stream of revenues consists of that portion of the Commonwealth's vehicle registration fee revenues (the "**Registration Fee Revenues**") allocated by statute to the Commission or the holders of any of the Commission's Registration Fee Revenue Bonds (the "**Registration Fee Revenue Bonds**"), a total of \$447,705,000 of which are issued and outstanding. The Registration Fee Revenue Bonds, the proceeds of which were spent on portions of the Mon/Fayette Expressway and the Southern Beltway, are secured by Registration Fee Revenues. Registration Fee Revenue Bonds are to be paid solely from the Registration Fee Revenues. The Registration Fee Revenues are *not* pledged to secure any Subordinated Indenture Bonds, including the 2009A Bonds, the Senior Indenture Obligations or the Oil Franchise Tax Revenue Bonds.

Neither the Oil Franchise Tax Revenue Bonds nor the Registration Fee Revenue Bonds are secured by or have any interest in the Trust Estate.

**Future Sources.** In addition to Additional Subordinate Indenture Bonds, the Commission may, from time to time, issue other notes and bonds payable from such sources as may be available so long as the Tolls, the Oil Franchise Tax Revenues securing the Oil Franchise Tax Revenue Bonds or the Registration Fee Revenues securing the Registration Fee Revenue Bonds are *not* pledged to such other notes and bonds or, if pledged, are pledged on a subordinate basis. The Commission has implemented a

toll increase in the amount of 25% effective January 4, 2009, and expects to implement annual increases of 3% thereafter. In addition, the Commission anticipates that it will borrow substantial additional funds in the future for purposes of funding capital expenditures for the System and payments under Act 44 and the Lease. Such borrowings are expected to be undertaken principally under the Senior Indenture and the Subordinate Indenture. These projected toll increases may be revised by the Commission if necessary to meet the then existing debt and operational obligations of the Commission.

The ability of the Commission to repay such borrowings could be adversely affected by many factors, some of which are beyond the control of the Commission. For example, economic circumstances which result in significant declines in motor vehicle acquisition or operating cost increases could adversely affect the number of motor vehicles in use. The cost of fuel could increase which could adversely affect both the number of motor vehicles using the System and the mileage that such vehicles travel. Government regulations, such as Clean Air Act requirements, might also significantly restrict motor vehicle use and therefore diminish Tolls. See "*Toll Schedule and Rates*" and "*Five-Year Financial History/Current Operations Matters*" for further information, including information on recent declines in traffic volume and gross fare revenues. See "CERTAIN RISK FACTORS" in the forepart of this Official Statement.

#### **Act 44**

On July 18, 2007, Pennsylvania Governor Rendell signed Act 44 into law, creating a "public-public partnership" between the Commission and the Pennsylvania Department of Transportation ("**PennDOT**") to provide funding for roads, bridges and transit throughout the Commonwealth. Under Act 44, a 50-year Lease and Funding Agreement dated as of October 14, 2007 (the "**Lease**") was entered into by the Commission and PennDOT. Many of the terms of Act 44 are required to be set forth in the Lease. See "Lease Between PennDOT and Commission".

The General Assembly enacted Act 44 after considering transportation funding proposals by Governor Rendell, which proposals included the leasing of the System to a private party. As described below, subsequent to the enactment of Act 44, Governor Rendell revived consideration of leasing the entire System to private entities in order to generate funds for the Commonwealth's transportation needs. The Governor's office received proposals from interested parties and identified one proposal as the winning bidder, subject to General Assembly approval. That proposal expired without legislative action by the General Assembly. In addition, any such transaction would require new legislation substantially revising or eliminating Act 44. Certain legislation was introduced and other legislation may be introduced which would affect Act 44 if adopted. See "*Recent Developments and Pending and Future Legislation*."

If a sale, lease or concession of the System to a private party were to occur, the Commission expects that all outstanding indebtedness issued under the Senior Indenture and Subordinate Indenture will be redeemed or defeased, and any Parity Swap Agreements associated therewith terminated, as a condition of closing.

***Lease Between PennDOT and Commission.*** On October 14, 2007 the Commission and PennDOT entered into the Lease as required under the terms of Act 44. The Lease provides for a lease from PennDOT to the Commission of the portion of Interstate 80 located in the Commonwealth. In addition, the Lease contains certain provisions set forth in Act 44, including provisions dealing with the terms and conditions of the conversion of Interstate 80 into a toll road (the "**Conversion**"), subject to the requisite approval of the United States Federal Highway Administration (the "**FHWA**"), and the operation, maintenance, repair and improvement of Interstate 80. The term of the Lease is 50 years.

The Lease grants the unilateral option to the Commission to effectuate the Conversion at any time before the third anniversary of the Lease (the “**Conversion Period**”), provided that the Commission may elect to extend such Conversion Period for three additional one-year periods. The Commission is authorized, with the cooperation of PennDOT, to apply to the FHWA under one of the federal tolling pilot programs for the right to operate and toll Interstate 80. See “*Tolling Interstate 80*” below. In accordance with the requirements of Act 44, the Lease provides that Interstate 80 will be an “open tolling” system with no more than ten toll collection points, and service plazas will not be permitted in the right-of-way along Interstate 80. After Conversion, all legal, financial and operational responsibility for Interstate 80 shall reside with the Commission and all toll revenues subsequently collected, shall be paid to the Commission, except as otherwise agreed by the Commission and PennDOT. The Commission’s submission to FHWA stated that it planned to spend an average of \$250,000,000 per year on capital improvements to Interstate 80 over a 10-year period if the FHWA approved tolling of Interstate 80.

The Lease also commits the Commission to make certain payments to PennDOT, including annual scheduled payments of \$750 million in fiscal year 2007-08, \$850 million in fiscal year 2008-09 and \$900 million in fiscal year 2009-10, whether or not Conversion has occurred. Thereafter, the scheduled annual payments increase by 2.5 percent for each fiscal year for the remainder of the 50-year term, with certain credits for Interstate 80 Cost Savings once Conversion has occurred, as described below. All such cash payments are due in equal quarterly installments. The Lease further provides that the Commission is obligated to pay all debt service due with respect to the Guaranteed Bonds, if issued by the Commission; and to pay to PennDOT certain surplus revenues, as described below. As of the date of this Official Statement, the Commission has paid PennDOT all quarterly payments required under the Lease in an aggregate amount of \$1,175,000,000, all of which were financed or reimbursed from the proceeds of Bond Anticipation Notes issued under the Indenture or non-guaranteed Subordinated Indenture Bonds. The balance of the \$212.5 million payment due on January 31, 2009 and the \$212.5 million payment due on April 30, 2009 will be financed with a portion of the proceeds of the 2009A Bonds.

Upon Conversion, the cash component of the scheduled annual payment obligation will be offset by an amount equal to \$116,985,856 in fiscal year 2011, reflecting cost-savings to the Commonwealth’s Motor License Fund if Interstate 80 becomes a tolled facility (“**Interstate 80 Cost Savings**”). Under Act 44, the Interstate 80 Cost Savings credit (which will be pro-rated for the fiscal year during which Conversion occurs), increases by 4 percent for each fiscal year thereafter.

The Lease prohibits any proceeds of Guaranteed Bonds or revenue from the operation of Interstate 80 (including tolls charged for the use thereof) from being applied to the portions of the payment obligations to PennDOT required to be deposited into the Public Transportation Trust Fund for mass transit.

If the Conversion does not occur by October 14, 2010 (as such date may be extended at the option of the Commission for up to three (3) one-year extension periods), Act 44 provides that the scheduled annual payment obligation will be reduced to \$450 million per fiscal year, and the obligation to pay the annual surplus amount will terminate.

The Commission is required by the terms of the Lease to fix and adjust tolls at levels that will generate revenues (together with other available moneys) sufficient to pay, among other things, amounts to PennDOT pursuant to the Lease when due and other obligations of the Commission, including the 2009A Bonds.

**Act 44 Payments to PennDOT for Roads, Bridges and Transit.** Act 44 provides that all required payments under the Lease or as required by Act 44 shall be subordinate obligations of the Commission

payable solely from the General Reserve Fund after meeting all other Commission requirements pursuant to any financial documents, financial covenants, liquidity policies or agreements in effect at the Commission. Of the Commission's payments to PennDOT, the Lease provides that \$450 million shall be deposited in the Motor License Fund to be available for roads and bridges in fiscal year 2007-08, \$500 million in fiscal year 2008-09 and \$500 million in fiscal year 2009-10. Thereafter, assuming Conversion occurs, the amount, adjusted for any Interstate 80 Cost Savings, shall increase by 2.5% for each successive fiscal year for the remainder of the 50-year term of the Lease. If Conversion does not occur prior to the end of the Conversion Period, such payments shall drop to \$200 million for each fiscal year thereafter. The balance of the annual payments under the Lease shall be deposited into the Public Transportation Trust Fund for distribution to Pennsylvania's local and regional public transportation agencies for operating and capital purposes. These amounts to be so deposited pursuant to the Lease are \$300 million in fiscal year 2007-08, \$350 million in fiscal year 2008-09 and \$400 million in fiscal year 2009-10, which amount shall increase by 2.5% for each fiscal year thereafter, assuming Conversion occurs. If Conversion does not occur, such payments will reduce to \$250 million annually. Notwithstanding the foregoing, no portion of the payments of the Commission to be deposited into the Public Transportation Trust Fund may be made with the revenues generated by the Commission from the operation of Interstate 80 or from the proceeds of the Guaranteed Bonds. The first payment of \$62.5 million due on August 7, 2007, the second payment of \$229.2 million due on October 31, 2007, the third payment of \$229.2 million due on January 31, 2008, the fourth payment of \$229.2 million due on April 30, 2008, the fifth payment of \$212.5 million due on July 31, 2008, and the sixth payment of \$212.5 million due on October 31, 2008 were timely made as required under Act 44. The balance of the \$212.5 million payment due on January 31, 2009 and a portion of the \$212.5 million payment due on April 30, 2009 will be made with a portion of the proceeds of the 2009A Bonds.

Upon the occurrence of the Conversion, the Commission is additionally committed under Act 44 to make annual surplus payments (the "***Annual Surplus Payment***") of the General Reserve Fund Surplus available at the end of each fiscal year, according to a certificate of the Auditor General. The General Reserve Fund Surplus is defined in Act 44 as the amount which (i) is certified by the Auditor General as existing in the Commission's General Reserve Fund on the last day of the fiscal year of the Commission, and (ii) is not required to be retained in the General Reserve Fund pursuant to any financial documents, financial covenants, insurance policies, liquidity policies or agreements in effect at the Commission, including the Senior Indenture and the Subordinate Indenture. Currently, the Lease and Act 44 are inconsistent on the beginning date of the Annual Surplus Payment. The Commission anticipates amending the Lease to be consistent with Act 44.

If Conversion does not occur by the end of the Conversion Period, the Commission's obligation to make payments after the end of the Conversion Period is \$450 million annually over the term of the Lease, with \$200 million to be deposited in the Motor License Fund to be available for roads and bridges and \$250 million to be deposited in the Public Transportation Trust Fund annually to be available for transit.

***Issuance of Bonds; Commission Payments.*** Under the Enabling Acts, including Act 44, the Commission is authorized and empowered, among other things, to issue turnpike revenue bonds, notes or other obligations (either senior on a parity basis or subordinate) to pay (i) pursuant to the Lease, the costs of construction, reconstructing, widening, expanding or extending Interstate 80 or any other costs of Interstate 80 and the System, (ii) certain amounts to PennDOT pursuant to the Lease for purposes of funding PennDOT highway, road and bridge construction and maintenance programs in the Commonwealth, (iii) costs of improvements to the System, and (iv) certain amounts into a Public Transportation Trust Fund pursuant to the Lease to be used exclusively for mass transit programs (provided that, pursuant to the terms of the Lease, the proceeds of any Special Revenue Bonds (also referred to herein and in the Subordinate Indenture as Guaranteed Bonds) may not be applied for

payments to mass transit programs).

The bonds authorized to be issued by the Commission under Act 44, after execution of the Lease, include up to \$5 billion of Special Revenue Bonds, as described below. Proceeds of such Special Revenue Bonds may be applied toward the satisfaction of the Commission's scheduled annual payment obligations under the Lease and Act 44, except, pursuant to the terms of the Lease, that portion of the annual payment obligations to be deposited in the Public Transportation Trust Fund. The Commission presently intends any such long-term bonds to be issued under the Subordinate Indenture and paid solely from Commission Payments (and therefore to be subordinate to the Senior Indenture Obligations issued under the Senior Indenture). See "*Statutory Limitations on the Incurrence of Guaranteed Bonds*" below.

Pursuant to the terms of the Subordinate Indenture, the Commission covenants, after payment of all required debt service on all Senior Indenture Obligations and subject to the provisions of the Senior Indenture, to pay to the Trustee, and it instructs the Senior Trustee to pay to the Trustee, out of the General Reserve Fund established under the Senior Indenture, such amounts as are required by the Subordinate Indenture, by a supplemental indenture to the Subordinate Indenture or by a Parity Swap Agreement to pay, at the times specified, debt service on all outstanding Subordinate Indenture Bonds (including the 2009A Bonds) and the Parity Obligations under the Subordinate Indenture.

Accordingly, the Commission shall instruct and furnish a debt service schedule to the Senior Trustee providing for the payment to the Trustee out of available funds held in the General Reserve Fund the amount from time to time necessary to satisfy all required deposits under the Subordinate Indenture to the Commission Payments Fund and to pay debt service on the outstanding Subordinate Indenture Bonds (including the 2009A Bonds), the Parity Obligations and all other payments required from time to time under the Subordinate Indenture and in a supplemental indenture to the Subordinate Indenture. See also "SECURITY FOR THE 2009A BONDS" - "Rate Covenant", "The General Reserve Fund" in the forepart of this Official Statement.

In addition, under the terms of the Subordinate Indenture, the Guaranteed Bonds will have a subordinate right to payment from Commission Payments to the rights of payment in favor of the holders of the Revenue Bonds issued under the Subordinate Indenture.

The Commission may, from time to time, issue additional bonds, including Revenue Bonds and Special Revenue Bonds, to help satisfy its payment obligations under Act 44. Such obligations, if issued, are anticipated to be issued on a subordinate basis to the Senior Revenue Bonds issued under the Senior Indenture, but will be Parity Obligations of the 2009A Bonds under the Subordinate Indenture and ratably payable with the 2009A Bonds. APPENDIX G sets forth the existing debt service schedule for the Senior Indenture Bonds and the Subordinate Indenture Bonds.

***Statutory Limitations on the Incurrence of Guaranteed Bonds.*** Under Act 44, the Commission is authorized to issue, by resolution, Special Revenue Bonds (as defined in §9511.2 of Act 44) up to an aggregate principal amount of \$5 billion, exclusive of original issue discount, for the purpose of paying bond-related expenses and costs of PennDOT, including the costs of highway, road, tunnel and bridge construction, renovation and expansion, including acquisition of land, rights, machinery and equipment and certain finance charges relating thereto, planning, engineering, administrative and other expenses, and debt service. In addition, no more than \$600 million in aggregate principal amount of such Special Revenue Bonds, exclusive of original issue discount, may be issued in any calendar year. No such bond may be issued unless the Lease is in effect, and no such bond may be outstanding beyond the stated term of the Lease at the time of issuance. Special Revenue Refunding Bonds (as defined in §9511.2 Act 44) shall not be deemed to count against the total or annual maximum issuance volume under Act 44. See "SECURITY FOR THE 2009A BONDS" in the forepart of this Official Statement. No Special Revenue

Bonds have been issued nor are being issued contemporaneously with the 2009A Bonds, and the 2009A Bonds are not Special Revenue Bonds under the terms of Act 44.

Should the Commission issue Guaranteed Bonds in the future and then fail to timely pay the debt service on such Guaranteed Bonds, the Trustee shall proceed under the terms of Act 44 to notify PennDOT of such default, and PennDOT shall give notice to the Treasurer of the Commonwealth of such deficiency and to request the payment of funds necessary to cure such deficiency only from funds available for such purpose in the Motor License Fund. The Commonwealth has no obligation to appropriate any funds, other than available funds on deposit in the Motor License Fund, for the payment of any such Guaranteed Bonds. The Commission is obligated pursuant to the Lease to reimburse the Treasurer of the Commonwealth for any amounts withdrawn from the Motor License Fund in order to cure a default in the payment by the Commission with respect to the annual debt service on any such Guaranteed Bonds. This reimbursement obligation is subject and junior to the payment obligations of the Commission under the Guaranteed Bonds. **MONIES IN THE MOTOR LICENSE FUND WILL NOT BE AVAILABLE TO CURE A PAYMENT DEFAULT BY THE COMMISSION ON ANY REVENUE BONDS, INCLUDING THE 2009A BONDS.**

***Tolling of Interstate 80.*** Interstate 80 currently is part of the National Interstate Highway System, traversing northern Pennsylvania for approximately 311 miles from the Delaware Water Gap Bridge over the Delaware River to the Ohio-Pennsylvania state line. Interstate 80, including the portion located in Pennsylvania, is the second longest Interstate Highway route in the United States, connecting downtown San Francisco, California with Teaneck, New Jersey. Pursuant to Act 44, the Commission, in consultation with PennDOT, is authorized to apply, and has applied, to the U.S. Department of Transportation for permission to convert the portion of Interstate 80 which is in Pennsylvania to a toll road.

Act 44 and the Lease require the Secretary to cooperate with the Commission on the Conversion application by ensuring that all information required for the application is made available to the Commission as soon as practicable.

Act 44 grants the Commission the option, at any time before the third anniversary of the Lease, to convert Interstate 80 to a toll road, and thereafter to assume legal, financial and operational responsibility for Interstate 80. The Conversion Period may be extended unilaterally by the Commission for three one-year periods.

Under Act 44, the Commission may give PennDOT notice of the Commission's intent to exercise its option to convert Interstate 80 to a toll road ("***Conversion Notice***") at any time prior to the expiration of the Conversion Period. On the date the Conversion is effective as set forth in the Conversion Notice (the "***Conversion Date***"), the Commission shall receive an annual credit toward its payment obligations under Act 44 for the Interstate 80 operational cost savings (prorated for the fiscal year during which the Conversion occurs), starting at \$116,985,856 for fiscal year 2011, and increasing by 4 percent for each fiscal year after the fiscal year in which the Conversion Date occurs.

Act 44 authorizes an open tolling system with no more than ten toll collection points. The Commission may contract with PennDOT for any portion of the maintenance of Interstate 80 at cost levels agreed to by PennDOT and the Commission. Service plazas are not permitted in the right-of-way along Interstate 80.

The Commission submitted its Preliminary Expression of Interest to the FHWA in August 2007, requesting tolling authority for that portion of Interstate 80 traversing the Commonwealth of Pennsylvania. By a letter dated September 26, 2007, the FHWA replied to the Commission stating that

the Interstate System Reconstruction and Rehabilitation Pilot Program (the "***Pilot Program***") is the appropriate tolling pilot program under which the Commission should apply. The Commission submitted to FHWA a joint application with PennDOT on October 13, 2007. On October 15, 2007, Governor Rendell sent a letter supporting the application to United States Department of Transportation Secretary Mary Peters. The FHWA responded to the application with a request for additional information on December 12, 2007. Among FHWA's requests were a clearer identification of the rehabilitation, reconstruction and improvement projects currently being planned for Interstate 80 by the Commission after the Conversion Date, further information of PennDOT's historic funding strategy for Interstate 80, and the completion of consultative meetings held with the metropolitan and rural planning organization through which Interstate 80 passes. The Commission and PennDOT replied to the FHWA on December 20, 2007, and they jointly acknowledged the request for additional information and confirmed their intent to continue seeking federal approval for the Conversion. Representatives of the Commission and PennDOT met with FHWA staff on two occasions during the first half of 2008 to discuss the additional information to be included in the updated application. As a result of these discussions, an amended Phase 1 application, along with a letter of support from Governor Rendell, was submitted to FHWA on July 22, 2008, and certain supplemental information was furnished to FHWA on August 29, 2008.

On September 11, 2008, FHWA sent the Commission and PennDOT a letter stating that it could not approve the Interstate 80 application at that time, because of insufficient information concerning how rental payments for Interstate 80 were determined and whether they are related to the true costs of the leasehold interest. More specifically, FHWA stated that, while it considers a lease payment to a lessor such as PennDOT to be a permitted use of toll revenues, because the FHWA has no information that indicates the lease payments are related to the market-based costs of the Interstate 80 leasehold interest, the FHWA could not determine that such lease payments are a cost necessary for the proper operation of Interstate 80. The Commission has not yet determined its future course of action.

If the Commission decides not to pursue further the tolling of Interstate 80 and does not extend the Conversion Period, the Conversion Period will lapse on October 14, 2010. In such event, the Commission believes that System revenues should enable it to satisfy its reduced payment obligations as set forth in Act 44 without reliance on any Interstate 80 toll revenues. There can be no assurance that the application will ultimately be approved by FHWA or that a slot in the Pilot Program will be available for the Commonwealth. See "*Recent Developments and Pending and Future Legislation.*"

If the application for Conversion is ultimately approved, PennDOT and the Commission will enter into an agreement with the federal government. The terms of such conversion agreement have not been drafted and there can be no assurance that the proceeds of toll revenue from Interstate 80 may be used to pay some or any portion of the future lease payments due to PennDOT under the Lease. In any event, even if the application for Conversion is ultimately approved, the Commission retains the right to complete or abandon the Conversion.

***Rules Relating to Governance and Accountability Under Act 44.*** Act 44 sets forth certain rules relating to governance and accountability of the Commission, including, but not limited to, the filing of an annual financial plan of the Commission with the Pennsylvania Secretary of the Budget no later than June 1 of each year, providing updates to the Chairman and Minority Chairman of the Pennsylvania House and Senate Transportation Committees regarding the conversion of Interstate 80, conducting traffic studies to quantify diversion of traffic from Interstate 80 to other roadways as a result of the Conversion, conducting an audit by the Auditor General every four years to be paid for by the Commission and the adoption by the Commission of a comprehensive code of conduct for Commissioners and executive-level employees.

## **Recent Developments and Pending and Future Legislation**

**Recent Developments.** Expressing his desire to reconsider a public-private partnership with respect to the Turnpike as a means of funding new transportation improvements, on September 5, 2007 Governor Rendell announced the issuance of a "Request for Pennsylvania Turnpike Concessionaire Qualifications" (the "**RFQ**") soliciting certain detailed technical and financial information from private entities interested in a potential long-term lease and concession agreement to operate the Pennsylvania Turnpike. Each interested party reportedly was asked to provide detailed information on its team, its toll road operations experience and capabilities, its customer service record, its experience with safety issues and its financial capabilities. On April 16, 2008, Governor Rendell's office released proposed terms, conditions and related information for a 75-year lease of the Mainline and Northeast Extension sections of the Turnpike. Proposals were received in May, 2008 but were not released to the General Assembly. The General Assembly is required to approve the execution of any lease and concession agreement. To date, no action has been taken by the General Assembly on this matter. The proposal of the private party identified by the Governor as the winning bidder has expired.

**Pending Legislation in Pennsylvania.** House Bill 2593 was introduced into the House and referred to the House Committee on Transportation on June 5, 2008. If enacted, this bill would retroactively have ratified the above-described proposal (which has now expired) and selection process and would have authorized PennDOT to enter into a lease of the Turnpike to a private concessionaire. Among other things, House Bill 2593 gave the Secretary of Transportation of the Commonwealth the right to replace the Turnpike Commissioners at his discretion. House Bill 2593 expired on December 31, 2008 without being voted upon.

On June 26, 2008, Senate Bill 1158 was approved by the Senate by a vote of 49 to 0, authorizing public-private partnership arrangements for certain Commonwealth transportation facilities, but specifically excluding leases, sale or similar agreements for the Turnpike unless specifically authorized by legislation enacted by the General Assembly. As with House Bill 2593, this bill expired on December 31, 2008 without being acted upon by the House.

The staff of the Commission cannot predict whether either of such bills or other future bills affecting the Commission will be introduced and enacted in the General Assembly's new session, which begins in January, 2009.

**Federal Legislation.** At the federal level, United States Representatives whose districts are traversed by Interstate 80 have urged the U.S. Secretary of Transportation not to approve any application from the Commission and PennDOT to convert Interstate 80 to a toll road. In the past, legislation has been, and in the future legislation may be, introduced in the U.S. Congress that could adversely affect the conversion or the tolling of Interstate 80. At present, the Commission is not aware of any pending legislation in Congress.

## **Interchanges and Service Areas**

The Pennsylvania Turnpike System has a total of 57 interchanges which connect it with major arteries and population centers in its 531 mile traffic corridor. Thirty of the interchanges are located on the Turnpike Mainline, including Turnpike Mainline barriers at the New Jersey and Ohio state lines, and 10 interchanges are situated on the Northeast Extension. The additional 17 interchanges are located on the 3 extensions previously noted. There are currently 19 service plazas along the Pennsylvania Turnpike System providing gasoline and diesel fuel, other automotive supplies and services and restaurant services. The Pennsylvania Turnpike Commission has negotiated long-term leases with HMSHost Restaurants, LLC and Sunoco, Inc. to design, reconstruct, finance, operate and maintain the Commission's Service

Plazas. The two companies are expected to invest approximately \$190 million in the project over a five-year period, at no cost to the Commission. If Interstate 80 is converted to a toll road, Act 44 prohibits service plazas on the right of way and mandates adoption of an open tolling system of no more than 10 toll collection points.

### **Toll Schedule and Rates**

The current System generally employs a closed or ticket system method for toll collection. Tolls are determined on the basis of the length of the trip and vehicle class. There are 9 vehicle classes determined either by axles or, in the case of commercial vehicles, by axles and weight. Historically, all drivers were issued a ticket upon entering the System and were required to surrender the ticket and pay the appropriate toll upon exiting. Electronic toll collection methods, however, have been implemented on the mainline portion of the System and are expected to be implemented in the entire System within the next two years. See "THE PENNSYLVANIA TURNPIKE – E-ZPass."

Between 1957 and 2008, the Commission implemented only 5 revisions in its toll schedule, effective on September 1, 1969, August 1, 1978, January 2, 1987, June 1, 1991 and August 1, 2004. On August 1, 2004, Turnpike tolls increased by 1.8 cents per mile for passenger vehicles from 4.1 to 5.9 cents per mile. Commercial vehicles had an average increase of 5.3 cents per mile. Such toll increase was consistent with the rate of inflation over the 13 years since the Commission's prior toll increase in 1991. All revenue generated by such toll increase have been used to fund capital improvements to the Turnpike's roads, tunnels and other system upgrades. On July 22, 2008, the Commission approved a toll increase in the amount of 25% which became effective on January 4, 2009. Annual increases of 3% thereafter are anticipated. Such toll increases will be used to provide funds for payments under the Lease and other Commission purposes. In addition, the Commission anticipates that it will borrow substantial additional funds in the future.

The following Table I illustrates the current tolls and per mile rates applicable to each vehicle class for a trip on the Mainline Section from Interchange 1 through Interchange 358.

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**TABLE I**  
**Current Tolls and Per Mile Rates for a Mainline**  
**Roadway East - West Complete Trip**  
**(Delaware River Bridge - Warrendale (Ticket System))**

Vehicle Toll Class	Gross Vehicle Weight (Thousand Pound)	Current Toll	Per Mile Rate
1	1-7	\$24.70	\$0.075
2	7-15	36.25	0.110
3	15-19	45.00	0.137
4	19-30	52.50	0.160
5	30-45	73.75	0.224
6	45-62	93.75	0.285
7	62-80	133.75	0.407
8	80-100	175.00	0.532
9	Over 100	992.00	3.015

Note: The above rates represent an “East-West” trip for the ticket system toll rate between Warrendale (#30) and the Delaware River Bridge (#359) interchanges. The Gateway Barrier toll rate is based on five axle classes and is computed separately from the ticket system. The 2009 toll rate is \$3.75 for the first two axles and \$3.75 for each additional axle. The rates do not increase above six axles. For the fiscal YTD 2009 the tolls at Gateway represent 3.39% of the total gross fare revenue as compared to fiscal year 2008 which was 3.27% of total fares.

Act 44 requires the Commission to fix toll rates such that revenues from tolls and other sources to the Commission are sufficient to pay the cost of the System's operation, construction, expansion and maintenance, all Commission obligations and interest thereon, sinking fund requirements of the Commission, other requirements in any trust indentures, notes or resolutions, payments to the Pennsylvania Department of Transportation under the Lease and any repayment to the Federal Government with respect to the conversion of Interstate 80 to a toll road.

If the Commission ultimately receives approval from the FHWA to convert Interstate 80 to a toll road, additional toll revenues could be generated from Interstate 80. However, under the provisions of the Pilot Program, the Commission believes that Interstate 80's financial operations would need to be separate from those of the System. If an application for conversion is ultimately approved, PennDOT and the Commission will enter into an agreement with the federal government concerning the operation of Interstate 80, including the use of the proceeds of toll revenue from Interstate 80. There can be no assurance that such agreement will authorize or permit the use of the proceeds of toll revenue from Interstate 80 to pay some or any portion of the future payments due to PennDOT under the Lease. See "Tolling of Interstate 80" above.

#### **Five-Year Financial History/Current Operating Matters**

The following tables II and III summarize the financial history of the System for the five fiscal years from 2004 to 2008. The financial statements are a combination of cash basis financial statements with certain accruals included. Tables II and III should be read in conjunction with the financial statements prepared in accordance with generally accepted accounting principles and related notes included in "APPENDIX B -- AUDITED 2008 AND 2007 FINANCIAL STATEMENTS".

**TABLE II**  
**Number of Vehicles and Fare Revenues - Summarized by Fare Classification**  
(000's Omitted)

<u>Year Ended</u> <u>May 31:</u>	<u>Number of Vehicles</u>			<u>Fare Revenues</u>				<u>Net Fare</u> <u>Revenues</u>
	<u>Passenger</u>	<u>Commercial</u>	<u>Total</u>	<u>Passenger</u>	<u>Commercial</u>	<u>Total</u>	<u>Discount</u>	
2004	163,612	24,407	188,019	\$228,515	\$191,801	\$420,316	\$11,572	\$408,744
2005	163,316	25,109	188,425	\$309,032	\$252,097	\$561,129	\$15,971	\$545,158
2006	160,421	25,403	185,824	\$321,268	\$286,140	\$607,408	\$18,771	\$588,637
2007	160,107	25,316	185,423	\$322,781	\$294,836	\$617,617	\$24,975	\$592,642
2008	164,097	25,455	189,552	\$327,761	\$291,389	\$619,150	\$20,224	\$598,926

Although the numbers for the fiscal year ended May 31, 2008 suggest a nominal increase in gross fare revenues over the previous fiscal year, as well as an increase in traffic volume over the previous fiscal year, on an unaudited basis, the preliminary traffic volume data for June through December of 2008, reflects a decline of 1.2% in traffic volume and a 4.5% decline in gross fare revenues compared to the same period in the previous fiscal year. The staff of the Commission believes that such declines may be largely attributed to a combination of sharply higher fuel prices during most of this period and general recessionary economic conditions. The staff of the Commission further believes that traffic volume and revenues will continue to be impacted by economic factors. It is noted that these declines reflect reductions of 7.5% in commercial revenue and 4.3% in commercial volume in the seven months ending December 2008 as compared to the seven months ending December 2007. See APPENDIX H – TRAFFIC AND REVENUE STUDY, for a further discussion of this decline in commercial volume.

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**TABLE III**  
**Summary of System Revenues and Operating Expenditures Before Interest and Other Charges <sup>1</sup>**  
**(000's Omitted)**  
**Years Ended May 31**

	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>
<b>Revenues</b>					
Net Toll Revenues	\$408,744	\$545,158	\$588,637	\$592,642	\$598,926
Concession Revenues	10,793	10,923	8,486	3,877	3,212
Interest Income (non bond proceeds)	5,667	7,139	8,400	13,142	13,566
Miscellaneous	<u>8,241</u>	<u>15,393</u>	<u>12,484</u>	<u>11,925</u>	<u>17,699</u>
<b>Total Revenues</b>	<b>\$433,445</b>	<b>\$578,613</b>	<b>\$618,007</b>	<b>\$621,586</b>	<b>\$633,403</b>
<b>Operating Expenditures</b>					
Turnpike Patrol	\$24,648	\$25,278	\$28,965	\$30,735	\$31,977
General & Administrative	14,677	15,247	15,438	16,670	19,870
Normal Maintenance	52,368	51,226	53,095	57,110	63,653
Employee Benefits & Other Misc. Items	35,301	38,940	41,833	46,112	65,865
Fare Collection	55,266	54,681	55,149	55,007	60,348
Traffic Services, Safety & Communications	<u>27,387</u>	<u>33,396</u>	<u>37,339</u>	<u>37,872</u>	<u>37,295</u>
<b>Total Operating Expenditures</b>	<b>\$209,647</b>	<b>\$218,768</b>	<b>\$231,819</b>	<b>\$243,506</b>	<b>\$279,008</b>
Revenues less Operating Expenditures	\$223,798	\$359,845	\$386,188	\$378,080	\$354,395
Annual Debt Service Requirement	\$83,350	\$88,112	\$97,654	\$111,543	\$126,058
Coverage Ratio	2.69	4.08	3.95	3.39	2.81
Transfer to the Reserve Maintenance Fund	\$132,000	\$245,000	\$249,220	\$256,000	\$280,000

(1) This summary of revenues and operating expenditures is not intended to present results of operations in conformity with generally accepted accounting principles.

In light of the possibility of traffic volume and revenues continuing to be adversely impacted by general economic conditions (as discussed on the preceding page), the staff of the Commission is reviewing various cost reduction initiatives such as potential reductions in staffing levels through, among other things, attrition, elimination of vacant positions, elimination of positions which are no longer required and early retirement programs.

Due to such review, the operating budget for the fiscal year ending May 31, 2009 has not been finalized. However, management expects the projected revenues in the final 2009 fiscal year budget to be consistent with the Traffic and Revenue Study attached as Appendix H and the projected operating expenses in such final budget to grow at or below historic growth rates. Monthly transfers to the Operating Account under the Senior Indenture are based on the operating budget for the 2008 fiscal year pending finalization of the 2009 operating budget. Amounts transferred to the Operating Account impact the balance in the General Reserve Fund, the source of Commission Payments for paying Subordinated Indebtedness under the Subordinated Indenture.

## **Budget Process**

The Commission's Financial Planning and Analysis Department develops preliminary budget information for all Commission departments. This information is provided to each of the respective departments for their review and to enable them to make any proposed revisions for their budget requests. The information is then returned to the Financial Planning and Analysis Department and a Commission-wide preliminary budget is prepared. This budget is reviewed by senior management and, in cooperation with the respective departments, revisions are made when necessary to conform to the annual financial plan. The final recommended budget is then presented to the Commission for formal approval.

In addition, Act 44 requires the Auditor General of the Commonwealth to conduct an audit of the accounts of the Commission and to review its performance, procedures, operating budget, capital budget and debt every four years. Act 44 also requires the Commission to prepare and submit to the Secretary of the Budget a financial plan no later than June 1 of each year for the ensuing Fiscal Year, describing its proposed operating and capital expenditures, borrowings, liquidity and other financial management covenants and policies, estimated toll rates and all other revenues and expenses. The financial plan is to demonstrate that the Commission's operation in accordance with the plan can be reasonably anticipated to have unencumbered funds sufficient to make all payments due to the PennDOT under Act 44 and the Lease in the upcoming year after all other Commission Obligations have been met. Any deviations and the causes therefor in prior year plans must be explained.

## **Financial Policies and Guidelines**

The Commission originally adopted its first Investment Policy and Guideline for the investment of cash assets on June 6, 1997. The Commission approved an amendment to the Investment Policy effective November 7, 2002 that permitted the use of additional types of eligible securities consistent with the Amended and Restated Trust Indenture entered into in 2001. The policy statements set forth the purpose, objectives, and guidelines for eligible securities, performance benchmarks, periodic reviews and amendments with respect to investments. (See Note 4, "Cash and Investments - Concentration of Credit Risk" in the Notes to Financial Statements (Years Ended May 31, 2008 and 2007) in APPENDIX B for a discussion of the Commission's concentration of credit risk to particular issuers.

The Commission adopted three Financial Policies on April 20, 2004: a Debt Management Policy, an Interest Rate Swap Management Policy and a Liquidity Standard Policy. These financial management policies were developed in recognition of the increasing financial sophistication of the Commission with respect to its debt structure and to provide guidance governing the issuance, management, on-going evaluation and reporting of all debt obligations.

The Commission's Interest Rate Swap Management Policy ("**Swap Policy**") establishes guidelines for the use and management of all interest rate management agreements, including, but not limited to, interest rate swaps, swap options, caps, collars and floors (collectively "**Swaps**" or "**Agreements**") incurred in connection with the incurrence of debt. The Commission may change the Swap Policy in its sole discretion.

The Swap Policy authorizes the Commission to use Swaps to hedge interest rate movement, basis risk and other risks, to lock-in a fixed rate or, alternatively, to create synthetic variable rate debt. Swaps may also be used to produce interest rate savings, limit or hedge variable rate payments, alter the pattern of debt service payments, manage exposure to changing market conditions in advance of anticipated bond issues (through the use of anticipatory hedging instruments) or for asset/liability matching purposes. Key elements of the Swap Policy include the following:

**Swap Counterparties - Credit Criteria.** The Commission will make its best efforts to work with qualified Swap counterparties that have a general credit rating of: (i) at least "A3" or "A-" by two of the nationally recognized rating agencies and not rated lower than "A3" or "A" by any nationally recognized rating agency, or (ii) have a "non-terminating" "AAA" subsidiary as rated by at least one nationally recognized credit rating agency.

**Term and Notional Amount.** For Swaps tied to an issued series of bonds, the term of the Swap agreement shall not extend beyond the final maturity date of the related bonds. The total net notional amount of all Swaps related to a bond issue should not exceed the amount of outstanding bonds. In calculating the net notional amount, netting credit shall be given to any Swaps that offset each other for a specific bond transaction.

**Security and Source of Repayment.** The Commission may use the same security and source of repayment (pledged revenues) for Swaps as is used for the bonds that are hedged by the Swap, if any, but shall consider the economic costs and benefits of subordinating the Commission's payments and/or termination payment under the Swap. The Commission shall consult with Bond Counsel regarding the legal requirements associated with making the payments under the Swap on a parity or non-parity basis with outstanding Commission debt.

**Prohibited Agreements.** The Commission will not use Agreements that:

- (1) Are speculative or create extraordinary leverage as risk;
- (2) Lack adequate liquidity to terminate without incurring a significant bid/ask spread; or
- (3) Provide insufficient price transparency to allow reasonable valuation.

**Annual Swap Report.** The Commission's Chief Financial Officer, in consultation with the Commission's Financial Advisor, Swap Advisor and Bond Counsel, will evaluate the risks associated with outstanding Swaps at least annually and provide to the senior executives and the Commissioners a written report of the findings based upon criteria set forth in the Swap Policy.

**Disclosure and Financial Reporting.** The Commission will ensure that there is full and complete disclosure of all Swaps to rating agencies and in disclosure documents. Disclosure in marketing documents, including Bond offering documents, shall provide a clear summary of the special risks involved with Swaps and any potential exposure to interest rate volatility or unusually large and rapid changes in market value. With respect to its financial statements, the Commission will adhere to the guidelines for the financial reporting of Swaps, as set forth by the Government Accounting Standards Board or other applicable regulatory agencies.

The Commission has a number of interest rate exchange agreements with respect to certain series of the Senior Revenue Bonds as well as with respect to certain series of its Registration Fee Revenue Bonds and Oil Franchise Tax Revenue Bonds. See "APPENDIX B – AUDITED FINANCIAL STATEMENTS: 2008 AND 2007". As of December 26, 2008, the aggregate market value of such Swaps to the counterparties thereto was calculated to be approximately \$284,146,695.

There are a number of risks associated with Swaps that could affect the value of the Swaps, the ability of the Commission to accomplish its objectives in entering into the Swaps and the ability of the Commission to meet its obligations under the Swaps. These risks include, among others, the following: counterparty risk – the failure of the counterparty to make required payments; credit risk – the occurrence of an event modifying the credit rating of the Commission or its counterparty; termination risk – the need to terminate the transaction in a market that dictates a termination payment by the Commission; tax

risk – the risk created by potential tax events that could affect Swap payments; and basis risk – the mismatch between actual variable rate debt service and variable rate indices used to determine Swap payments. The Commission actively monitors the degree of risk and exposure associated with the Swaps to which it is a party but can offer no assurances that compliance with its Swap Policy will prevent the Commission from suffering adverse financial consequences as a result of these transactions.

### **E-ZPass Lanes**

The Commission has installed E-ZPass, a form of electronic toll collection, throughout the System. Not only has E-ZPass enhanced safety and convenience for users of the System, the technology has improved traffic flow and reduced congestion at the System's busiest interchanges, especially in southeastern Pennsylvania. Express E-ZPass lanes have been constructed at three interchanges and permit E-ZPass customers to travel through the toll plaza at highway speeds. In addition, E-ZPass customers traveling in twelve other states that have implemented E-ZPass technology are able to use E-ZPass. Currently, E-ZPass is available on the entire Turnpike system, including the western extensions. The Commission has not experienced material problems in connection with the installation or operation of the E-ZPass system.

To help ensure, protect and preserve the collection of toll revenue due to the Commission, a violation enforcement system (VES) has been installed at all interchanges where E-ZPass has been installed to identify violators (customers who travel through E-ZPass lanes and do not have E-ZPass) and motorists with problem tags that result in no reads. VES enables the Commission to collect appropriate tolls and other additional fees relating to the evasion of fares through E-ZPass lanes and other causes of non-payment. Act 44 includes new enforcement provisions for E-ZPass, including, among other things, certain evidentiary presumptions with respect to whether the operator of a vehicle using E-ZPass fails to pay the prescribed toll, procedures for notifying the vehicle operator of the violation charged, evidentiary standards for determining if a violation occurred and civil liability amounts of the vehicle owner for violations.

The Commission's annual revenues from E-ZPass drivers increased to \$364,713,950 during the fiscal year ending May 31, 2008 from \$346,381,937 for the fiscal year ending May 31, 2007. The Commission's annual revenue from ticketed drivers (i.e. those not using E-ZPass) decreased to \$254,436,050 from \$271,234,559 during the same period. The Commission expects that E-ZPass will continue to increase.

The Commission is a member of the E-ZPass Interagency Group (IAG), a coalition of toll authorities throughout the United States. The Interagency Group includes the following agencies: Peace Bridge Authority; Burlington County Bridge Commission; Skyway Concession Company LLC (Chicago Skyway); Delaware Department of Transportation; Delaware River and Bay Authority; Delaware River Joint Toll Bridge Commission; Delaware River Port Authority; Illinois State Toll Highway Authority; ITR Concession Company (Indiana Turnpike); Maine Turnpike Authority; Maryland Transportation Authority; Massachusetts Turnpike Authority; Massachusetts Port Authority; Metropolitan Transportation Authority Bridges & Tunnels; New Hampshire Department of Transportation, Bureau of Turnpikes; New Jersey Highway Authority; New Jersey Turnpike Authority; New York State Bridge Authority; New York State Thruway Authority; Port Authority of New York and New Jersey; South Jersey Transportation Authority; Rhode Island Turnpike and Bridge Authority; Virginia Department of Transportation; and West Virginia Parkways Authority. The Ohio Turnpike Commission recently joined and will implement its E-ZPass system in 2009.

New highway construction projects, such as the Mon/Fayette Expressway and Southern Beltway, are being designed and built to be compatible with the introduction of the E-ZPass system. The

installation of the E-ZPass system has required the incorporation of innovative technologies into a single toll system that uses hardware and software adaptable to future technologies. The Commission has a contract, extending through 2009, with TransCore Company for the design, installation and maintenance of the E-ZPass system software and hardware and the operation of the E-ZPass Customer Service and Violations Processing Centers. The E-ZPass system implementation is a major component of the Commission's Ten-Year Capital Plan. Plans call for enhancements to E-ZPass lane signage and design of additional Express E-ZPass lanes.

### **Slip Ramps**

The Commission has constructed an alternative interchange (a "*Slip Ramp*") near the Fort Washington Interchange. Such unmanned ramps, designed for the exclusive use of E-ZPass customers, are expected to reduce congestion at the Turnpike's busier interchanges and similarly are expected to provide better access to industrial parks and job centers. The Commission is considering the construction of slip ramps in other growing areas as well. Slip ramp locations currently in design include Route 29 in Chester County, near the Great Valley Corporate Center; Route 903 in Carbon County; Philadelphia Park in Bucks County; and the Lansdale Interchange in Montgomery County.

### **Personnel and Labor Relations**

As of December 1, 2008, the Commission employed 2264 persons, consisting of 456 management employees, 1,622 union members, and 186 temporary employees. Seventy-eight and one-tenth percent (78.1%) of all employees are engaged in maintenance operations and fare collection. The civil service requirements applicable to the state government do not apply to employees of the Commission.

The Commission is a party to three collective bargaining agreements and one memorandum of understanding with Teamsters' Local Unions covering central office, field, and first level supervisory personnel. The three collective bargaining agreements became effective on October 1, 2007 and expire on September 30, 2011. The memorandum of understanding has no termination date. Since union representation began, the Commission has experienced one work stoppage which occurred on November 24, 2004 and lasted for 7 days.

### **Retirement Plan**

Substantially all employees of the Commission are covered by the State Employee's Retirement System of the Commonwealth. The costs of the contributory plan are paid by the Commission quarterly based upon a stipulated contribution rate. Participating agency contributions, including those for the Commission, are mandated by statute and are based upon an actuarially determined percentage of gross pay that is necessary to provide the State Employee's Retirement System with assets sufficient to meet the benefits to be paid to the State Employee's Retirement System members. Retirement plan contributions, which are treated as an operating expense of the System, total \$3,813,689 for Fiscal Year 2007 with a contribution rate of 3.29% for Class "AA" and 2.64% for Class "A" employees from June 2006 to July 2007. The rate for June 2006 was 2.37% for Class "AA" and 1.9% for Class "A" employees. The Commission's contribution rate for Fiscal Year ending May 31, 2008 was 3.28% for Class "AA" employees and 2.63% for Class "A" employees. The current rate was effective July 1, 2008.

### **Other Post Employment Benefit Liabilities**

Historically, the Commission has funded its post-employment benefit liabilities on a pay-as-you-go basis. In accordance with the pronouncements of the Governmental Accounting Standards Board

applicable to the Commission, the Commission began reporting its unfunded actuarial accrued liabilities for health care and other non-pension post-employment benefits ("**OPEB**") and its annual OPEB cost each year commencing with its audited financial statements for the fiscal year ending May 31, 2008. The Commission's unfunded actuarial accrued OPEB liability as of March 1, 2008, was \$214.1 million using an 8% discount rate and assuming that the annual required contribution would be invested in an irrevocable separate trust account. The Commission's annual required contribution for fiscal year 2009 is estimated to be \$29.0 million. The Commission is required to have biennial actuarial valuations of its OPEB obligations.

## **CAPITAL IMPROVEMENTS**

### **Act 61 Projects**

In 1985, the General Assembly of the Commonwealth enacted Act 61 that, among other things, authorized and empowered the Commission to undertake the construction of new projects and to operate them as part of the System. Although Act 44 repeals Act 61, it further provides that all activities initiated under Act 61 shall continue and remain in full force and effect and may be completed under Act 44.

### **Ten Year Capital Plan**

The Commission has a Ten Year Capital Plan, consisting of Highway, Information Technology and Infrastructure support programs, which it updates each year. **The current Ten Year Capital Plan for Fiscal Year 2008-2009 is included below.** The Highway program consists of roadway, bridge, tunnel and toll plaza/interchange projects. The Information Technology program consists of toll collection, communication, Intelligent Transportation Systems (ITS) and other electronic information management projects. The Fleet Equipment program includes large, heavy or high-value equipment. The Infrastructure Support Program consists of buildings and associated facilities.

The highest priority highway project is the ongoing full depth roadway total reconstruction of the east/west Mainline and Northeast Extension. This work includes the reconstruction of the roadway, the widening of the median, and the replacement of both mainline and overhead bridges. To date, approximately 60 miles of total reconstruction has been completed and approximately 18 miles are currently in construction. Reconstruction from Valley Forge Interchange (Milepost 326.0) to Norristown Interchange (Milepost 333.0) was completed in 2008. Reconstruction from Gateway Interchange (Milepost 1.5) to New Castle Interchange (Milepost 10), from Irwin Interchange (Milepost 67.0) to New Stanton Interchange (Milepost 75.0) and from Milepost 210.0 to 215.0 is currently underway. The Commission currently plans to spend approximately \$2.0 billion on total reconstruction projects and about \$865 million on various bridge projects over the next ten years.

The replacement of the Lehigh River and Pohopoco River Bridges on the Northeast Extension was awarded in 2008 and construction will start in 2009. The replacement of the Gettysburg, Lebanon/Lancaster and Harrisburg East Toll Plazas were all completed in 2008.

The Information Technology program includes funding of \$241 million over the next ten years to address the Commission's Information Technology needs including toll collection projects, communication, application development and technical operational needs. One of the primary initiatives of the Information Technology Program is a project to replace the Commission's core financial and administrative systems with an Enterprise Resource Planning (ERP) system software package. The Commission is in the process of implementing SAP to provide a set of integrated business process supported by multi-module application software with a centralized data repository.

The Infrastructure Support Program includes funding of \$366 million over the next ten years to repair and replace the aging facilities of the Commission. This commitment will ensure that facilities are in good repair to support the maintenance and operations of the Turnpike.

### **Mon/Fayette Expressway and Southern Beltway**

Four projects constructed as part of the Mon/Fayette Expressway are in operation. One is a six-mile toll road between Interstate Route 70 and U.S. Route 40 in Washington County. This project was built by Penn DOT and turned over to the Commission upon its opening in 1990. The second is an eight-mile section of toll road from the Pennsylvania /West Virginia border to Fairchance, which is located just south of Uniontown. The third is a 17 mile section of the Mon/Fayette Expressway from Interstate Route 70 in Washington County to Pennsylvania Route 51 in Allegheny County. These are now part of the System.

Two other projects will complete the entire Mon/Fayette Expressway. The remaining 7 miles of the Uniontown to Brownsville Project is now under construction and is scheduled to open in 2012. A 24 mile section, extending from Pennsylvania Route 51 to Interstate Route 376 in Pittsburgh, received environmental clearance in December 2004. The initial phase of final design has been completed. Final design is currently underway. Right-of-way acquisition and construction cannot be started until additional funding is identified.

When completed, the Mon/Fayette Expressway will extend from Interstate Route 68 in West Virginia to Interstate Route 376 near Pittsburgh, a distance of approximately 65 miles.

The proposed Southern Beltway is to be constructed from the Mon/Fayette Expressway, near Finleyville, extending as part of a beltway south of Pittsburgh to Pennsylvania Route 60 at the Pittsburgh International Airport. It is composed of three distinct projects. The project from PA 60 to U.S. 22 (also known as the Findlay Connector) opened to traffic in late 2006. The project from U.S. 22 to I-79 received environmental clearance for its 13.3 miles in September, 2008 and is in final design; right-of-way acquisition began in late 2008. The remaining Southern Beltway project, from I-79 to the Mon/Fayette Expressway, is in the environmental study phase.

The proceeds of the Commission's Oil Franchise Tax Bonds, Series A and B of 1998 and Series A, B and C of 2003 and the Registration Fee Revenues Bonds, Series of 2001 have been applied to fund construction of the Mon/Fayette and Southern Beltway projects. It is anticipated that the remaining costs to complete the Mon/Fayette Expressway and the Southern Beltway will be financed with Oil Franchise Tax Revenues and Registration Fee Revenues along with other funding sources. Although the open sections of the Mon/Fayette Expressway and the Southern Beltway are toll roads, Mainline System Revenues will not be pledged for the financing of their construction.

The Commission has no legal obligation to complete the unfinished portions of the Mon/Fayette and Southern Beltway projects at this time. However, the Commission recently has begun to consider other approaches to completing such projects, due in large part to an estimated cost of \$5.2 billion to complete them. On September 17, 2008, the Commission issued a Request for Concepts/Solutions to complete such projects, noting that it was "seeking innovative public-private partnership Concepts/Solutions for financing, designing, constructing, operating, and maintaining the un-built 52 miles of the Mon/Fayette Expressway and Southern Beltway." The purpose of the Request was "to receive submissions that include Concepts/Solutions from teams that can demonstrate the necessary financial capacity and technical expertise to complete all or part of such major projects." The existing completed portions of the Mon-Fayette Expressway and Southern Beltway accounted for 1.3% of the Commission's gross System revenue in fiscal 2008 and revenue on the completed portions has been

sufficient to cover annual operating expenses.

The Request noted that “There are limited state and federal resources to complete three un-built projects of this program. The two un-built Southern Beltway projects are each approximately thirteen miles in length and the un-built Mon/Fayette Expressway project from PA Route 51 to I-376 is approximately 26 miles in length.” The Commission noted that it welcomed “all innovative ideas for completing all or part of the Mon-Fayette Expressway and Southern Beltway projects.”

The Commission held an informational meeting on September 17, 2008 at which it was reported the Commission requested that interested parties submit their ideas for completing one or more of the unfinished projects by January 15, 2009. After receiving such ideas, a more formal request for proposal is expected. The Commission has reserved the right to consider or reject any and all responses and to amend or abandon the process being considered.

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**PENNSYLVANIA TURNPIKE COMMISSION  
FISCAL YEAR 2008-2009 TEN YEAR CAPITAL PLAN - ANNUAL PROGRAM DETAIL  
(IN MILLIONS OF \$)**

**PENNSYLVANIA TURNPIKE COMMISSION  
FISCAL YEAR 2008-2009 VERSION CALCULATED WITHOUT INFLATION FACTORS FINAL PLAN  
OF THE 10 YEAR CAPITAL PLAN (IN MILLIONS OF \$)**

CAPITAL PLAN CATEGORY	# OF PROJECTS	% OF PROJECTS	Current		Priority A Year 2-4			Priority B Year 5-7			Priority C Year 8-10				TOTAL	% OF TOTAL
			FY 2008-2009	FY 2009-2010	FY 2010-2011	FY 2011-2012	FY 2012-2013	FY 2013-2014	FY 2014-2015	FY 2015-2016	FY 2016-2017	FY 2017-2018				
<b>HIGHWAY PROGRAM</b>																
Roadway/Safety	17	8%	24.4	57.6	46.5	42.3	43.3	42.6	43.1	40.2	40.1	40.1	40.1	40.1	\$420	9%
Bridge, Tunnels & Misc. Structures	59	29%	124.4	123.1	77.8	60.5	101.8	85.8	89.8	84.7	104.5	116.7	116.7	116.7	\$969	21%
Total Reconstruction	26	13%	211.1	132.5	168.8	239.9	206.3	198.0	195.5	201.0	200.5	200.5	200.5	200.5	\$1,954	42%
Slip Ramp/Interchange	13	6%	12.1	10.2	53.8	41.3	39.1	44.8	44.1	43.0	18.0	3.0	3.0	3.0	\$309	7%
Highway Miscellaneous	15	7%	31.1	24.6	16.2	29.5	22.1	24.8	18.6	33.1	37.9	40.7	40.7	40.7	\$278	6%
<b>TOTAL</b>	<b>130</b>	<b>63%</b>	<b>403.0</b>	<b>348.0</b>	<b>363.0</b>	<b>413.4</b>	<b>412.6</b>	<b>396.0</b>	<b>391.0</b>	<b>402.0</b>	<b>401.0</b>	<b>401.0</b>	<b>401.0</b>	<b>401.0</b>	<b>\$3,931</b>	<b>85%</b>
<b>FACILITIES PROGRAM</b>																
Service Plaza	1	0%	0.5	1.0	0.5	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	\$2	0%
Facilities	47	23%	32.9	42.6	33.5	34.7	34.7	33.1	38.0	38.6	39.0	37.0	37.0	37.0	\$364	8%
<b>TOTAL</b>	<b>48</b>	<b>23%</b>	<b>33.4</b>	<b>43.6</b>	<b>34.0</b>	<b>34.7</b>	<b>34.7</b>	<b>33.1</b>	<b>38.0</b>	<b>38.6</b>	<b>39.0</b>	<b>37.0</b>	<b>37.0</b>	<b>37.0</b>	<b>\$366</b>	<b>8%</b>
<b>FLEET EQUIPMENT PROGRAM</b>																
<b>TOTAL</b>	<b>1</b>	<b>0%</b>	<b>11.1</b>	<b>7.5</b>	<b>8.5</b>	<b>9.3</b>	<b>10.8</b>	<b>11.9</b>	<b>8.0</b>	<b>7.4</b>	<b>8.0</b>	<b>8.0</b>	<b>8.0</b>	<b>8.0</b>	<b>\$90</b>	<b>2%</b>
<b>TECHNOLOGY PROGRAM</b>																
Toll Collection	8	4%	9.8	4.8	3.4	1.8	1.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	\$21	0%
Communications	11	5%	6.3	7.5	6.6	4.1	2.0	1.8	1.8	1.6	1.5	1.3	1.3	1.3	\$34	1%
Application Development	5	2%	18.5	5.4	16.6	12.5	12.7	22.0	19.1	8.2	8.3	8.5	8.5	8.5	\$132	3%
Technical Operations	2	1%	1.5	4.5	3.3	1.1	1.3	10.3	2.3	2.3	2.3	2.3	2.3	2.3	\$31	1%
<b>SUB-TOTAL</b>	<b>26</b>	<b>13%</b>	<b>36.2</b>	<b>22.1</b>	<b>29.8</b>	<b>19.4</b>	<b>16.9</b>	<b>34.0</b>	<b>23.1</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>\$218</b>	<b>5%</b>
<b>Federal Reimbursement</b>																
<b>TOTAL</b>			<b>1.2</b>	<b>0.6</b>	<b>2.8</b>	<b>1.8</b>										
			<b>35.0</b>	<b>21.5</b>	<b>27.0</b>	<b>17.6</b>	<b>16.9</b>	<b>34.0</b>	<b>23.1</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>12.0</b>	<b>\$211</b>	<b>5%</b>
<b>TOTAL TURNPIKE NEEDS by YEAR</b>	<b>205</b>	<b>100%</b>	<b>\$482.5</b>	<b>\$420.6</b>	<b>\$432.5</b>	<b>\$475.0</b>	<b>\$475.0</b>	<b>\$475.0</b>	<b>\$460.1</b>	<b>\$460.0</b>	<b>\$460.0</b>	<b>\$458.0</b>	<b>\$458.0</b>	<b>\$458.0</b>	<b>\$4,605.1</b>	<b>100%</b>

## **Capacity Needs Study**

As part of the Highway Program's Long Range Plan, the Commission updated its mainline capacity needs analysis. The capacity analysis identified needs through 2025. The analysis identified roadway and other deficiencies projected to occur during this period. The results of this study have been incorporated into the needs portion of the Commission's Ten Year Capital Plan.

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**APPENDIX B**

**AUDITED FINANCIAL STATEMENTS: 2008 AND 2007**

[See Attached]

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BASIC FINANCIAL STATEMENTS

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania  
Years Ended May 31, 2008 and 2007  
With Report of Independent Auditors

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Basic Financial Statements

Years Ended May 31, 2008 and 2007

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## Report of Independent Auditors

The Commissioners  
Pennsylvania Turnpike Commission

We have audited the accompanying balance sheets of the Pennsylvania Turnpike Commission, a component unit of the Commonwealth of Pennsylvania, as of May 31, 2008 and 2007, and the related statements of revenues, expenses, and changes in net assets, and cash flows for the years then ended. These financial statements are the responsibility of the Pennsylvania Turnpike Commission's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Commission's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Commission's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Pennsylvania Turnpike Commission as of May 31, 2008 and 2007, and the changes in its financial position and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States.

As discussed in Notes 7 and 10, the Pennsylvania Turnpike Commission adopted certain required provisions of Governmental Accounting Standards Board (GASB) Statement No. 50, *Pension Disclosures*, and GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*.

Management's Discussion and Analysis and schedule of funding progress for postemployment healthcare benefits are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

*Ernst & Young LLP*

October 2, 2008

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Management's Discussion and Analysis

May 31, 2008

The management of the Pennsylvania Turnpike Commission (hereinafter referred to as the Commission) offers this narrative overview and analysis of the Commission's financial activities for the year ended May 31, 2008, which should be read in conjunction with the Commission's basic financial statements.

**Overview of the Basic Financial Statements**

This discussion and analysis is intended to serve as an introduction to the Commission's basic financial statements. While the Commission is considered a component unit of the Commonwealth of Pennsylvania, it is also an enterprise fund. Therefore, the Commission's financial statements are presented in a manner similar to a private-sector business and have been prepared according to accounting principles generally accepted in the United States (GAAP). All of the current year's revenues are recorded when earned and expenses are recorded as they are incurred, regardless of when the cash is received or disbursed.

The balance sheet presents information on all of the Commission's assets and liabilities, with the difference being reported as net assets. Over time, increases or decreases in net assets serve as a relative indicator of the change in financial position of the Commission.

The statement of revenues, expenses, and changes in net assets shows the result of the Commission's total operations during the fiscal year and reflects both operating and nonoperating activities. Changes in net assets (increases or decreases) reflect the current fiscal period's operating impact upon the overall financial position of the Commission.

The statement of cash flows provides a detailed analysis of all sources and uses of cash. The direct method of cash flows is presented, ending with a reconciliation of operating income to net cash provided by operating activities. The statement of cash flows is divided into the following activities sections—operating, investing, capital financing, and noncapital financing.

Notes to the basic financial statements contain supplemental information and offer explanations to the basic financial statements. The notes are intended to assist the reader in understanding the Commission's basic financial statements.

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Management's Discussion and Analysis (continued)

**Financial Analysis**

**Comparative Condensed Balance Sheets**

	2008	May 31 2007	2006
	<i>(In Thousands)</i>		
<b>Assets</b>			
Current assets	\$ 909,211	\$ 654,864	\$ 734,753
Long-term investments	362,065	544,855	447,092
Capital assets, net of accumulated depreciation	3,766,829	3,430,937	3,022,294
Other assets	38,819	26,290	23,809
Total assets	<u>\$ 5,076,924</u>	<u>\$ 4,656,946</u>	<u>\$ 4,227,948</u>
<b>Liabilities and net assets</b>			
Current liabilities	\$ 214,790	\$ 230,368	\$ 203,842
Debt net of unamortized premium and unamortized refunding losses	3,755,287	2,631,488	2,326,703
Other noncurrent liabilities	37,880	34,942	30,486
Total liabilities	<u>4,007,957</u>	<u>2,896,798</u>	<u>2,561,031</u>
Net assets:			
Invested in capital assets, net of related debt	441,889	772,709	666,356
Restricted	366,592	731,995	830,412
Unrestricted	260,486	255,444	170,149
Total net assets	<u>1,068,967</u>	<u>1,760,148</u>	<u>1,666,917</u>
Total liabilities and net assets	<u>\$ 5,076,924</u>	<u>\$ 4,656,946</u>	<u>\$ 4,227,948</u>

As noted earlier, net assets serve as an indicator of the Commission's overall financial position. Restricted net assets are reserved for projects defined in Trust Indentures and applicable bond issue official statements. The Commission's total net assets were \$1.069 billion, \$1.760 billion, and \$1.667 billion as of May 31, 2008, 2007, and 2006, respectively. The large decrease in net assets in the current fiscal year was the result of \$750 million paid to the Pennsylvania Department of Transportation (PennDOT) as required by Act 44 and the lease and funding agreement between the Commission and PennDOT. These payments were recorded as nonoperating expenses. Please refer to Note 8 (Commitments and Contingencies) of the financial statements and to the Events That Will Impact Financial Position section of this MD&A for additional information regarding Act 44 and the lease and funding agreement between the Commission and PennDOT.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

Total assets increased by \$420.0 million and \$429.0 million in fiscal 2008 and fiscal 2007, respectively. The 2008 increase is mainly the result of an increase of \$335.9 million in capital assets. The increase in capital assets is the result of an increase of \$152.0 million in assets under construction and a \$251.0 million increase in infrastructure which was mainly the result of the completion of the new Susquehanna River Bridge. The 2007 increase was mainly the result of an increase of \$408.6 million in capital assets. The increase in capital assets was the result of an increase of \$318.6 million in assets under construction and a \$232.6 million increase in infrastructure.

Total cash and investments were \$77.1 million or 6.8% higher at May 31, 2008 than at May 31, 2007 resulting mainly from the issuance of new debt.

Total liabilities increased by \$1,111.2 million in fiscal 2008 and by \$335.8 million in fiscal 2007. The fiscal 2008 increase is due mainly to the issuance of new bonds and bond anticipation notes. The new issuances include: Series A&B 2007 Turnpike Bond Anticipation Notes; Series 2008 A Turnpike Subordinate Revenue bonds; Series A 2008 Turnpike Multi-Modal Revenue Refunding bonds; and Series B 2008 Turnpike Multi-Modal Revenue bonds. The 2007 A&B Bond Anticipation Notes and the 2008 A Subordinate bonds were issued primarily to make payments to the Pennsylvania Department of Transportation in accordance with Act 44; the 2008 A Refunding Series were issued to refund Series 2006 B&C bonds; and the 2008 B bonds were issued to finance various projects in the Commission's Ten-Year Capital Plan.

The fiscal 2007 increase was mainly attributable to the Series 2006 Revenue Bonds issued primarily to finance various projects in the Commission's Ten-Year Capital Plan.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Comparative Statements of Revenues and Expenses**

	Year Ended May 31		
	2008	2007	2006
	<i>(In Thousands)</i>		
Operating:			
Operating revenues	\$ 620,205	\$ 608,444	\$ 609,608
Cost of services	(372,959)	(369,855)	(362,618)
Depreciation	(193,696)	(198,414)	(214,885)
Operating income	<u>53,550</u>	40,175	32,105
Nonoperating revenues (expenses):			
Oil company franchise tax revenues	60,592	67,071	55,749
Motor license registration fee revenue	28,000	28,000	28,000
Investment earnings	50,488	67,689	60,506
Other nonoperating revenues (expenses)	(135)	1,405	1,789
Act 44 payments to PennDOT	(750,000)	-	-
Interest and bond expense	(146,250)	(135,415)	(127,565)
Nonoperating income (loss)	<u>(757,305)</u>	28,750	18,479
Change in net assets before capital contributions	(703,755)	68,925	50,584
Capital contributions	12,574	24,306	23,030
Change in net assets	<u><u>\$ (691,181)</u></u>	\$ 93,231	\$ 73,614

For fiscal years ended May 31, 2008, 2007, and 2006, operating and nonoperating revenues totaled \$759.3 million, \$772.6 million, and \$755.7 million, respectively, while expenses totaled \$1,463.0 million, \$703.7 million, and \$705.1 million, respectively.

Total revenues for fiscal 2008 were \$13.3 million or 1.7% lower than 2007. The decrease in total revenues was the result of decreases in nonoperating revenues. Investment earnings were down \$17.2 million resulting from a decline in market interest rates and lower balances throughout the year and Oil Company Franchise Tax revenues which were down \$6.5 million. Net fares increased \$6.3 million or 1.1% from fiscal 2007; the increase was the result of a 1.9% increase in traffic volumes.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

Total expenses for fiscal 2008 were \$759.3 million higher than 2007. The increase was the result of \$750.0 million paid to PennDOT as required by Act 44 and the lease and funding agreement between the Commission and PennDOT. Cost of services increased \$3.1 million or 0.8% and depreciation expense decreased \$4.7 million or 2.4%. Although \$361.8 million of capital assets were added to the depreciable base during the fiscal year ended May 31, 2008, other assets were fully depreciated, which caused the decrease in the depreciation expense.

Total revenues for fiscal 2007 were \$16.9 million higher than 2006. The main increase was in the Oil Company Franchise Tax revenues which increased \$11.3 million. Operating revenue decreased \$1.2 million while nonoperating revenue increased \$18.1 million due mainly to the increase in Oil Company Franchise Tax revenue and a \$7.2 million increase in investment earnings. Total expenses for 2007 were \$1.4 million lower than 2006. Cost of services increased \$7.2 million or 2.0% and depreciation decreased \$16.5 million or 7.7%. Although \$271.2 million of capital assets were added to the depreciable base during the fiscal year ended May 31, 2007, other assets were fully depreciated, which caused the 7.7% decrease in depreciation expense.

**Capital Assets and Debt Administration**

*Capital Assets*

The Commission's investment in capital assets as of May 31, 2008 amounted to \$7.3 billion of gross asset value with accumulated depreciation of \$3.5 billion, leaving a net book value of \$3.8 billion. This investment represents 74.2% of the Commission's total assets compared with 73.7% in 2007. Capital assets consist of land, buildings, improvements, equipment, infrastructure, and assets under construction. Infrastructure assets are typically items that are immovable such as highways, bridges, and tunnels. The net book value of capital assets at May 31, 2007 was \$3.4 billion.

Assets under construction at the end of fiscal 2008 were \$1,346.4 million, which was \$152.0 million more than fiscal 2007. This increase is mainly the result of the Uniontown to Brownsville (Mon/Fayette), Allegheny River Bridge and total reconstruction projects. Assets under construction at the end of fiscal 2007 were \$1,194.4 million, which was \$318.6 million higher than the fiscal 2006 amount of \$875.8 million.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Capital Assets and Debt Administration (continued)**

*Capital Assets (continued)*

In fiscal 2008, \$361.8 million of constructed capital assets were completed which was \$107.5 million more than the \$254.3 million of constructed capital assets completed in fiscal 2007. In addition to constructed capital assets, the Commission made capital asset acquisitions totaling more than \$17.0 million and \$34.8 million in fiscal 2008 and 2007, respectively.

The Commission spent \$489.2 million on capital improvements to the existing mainline system and \$120.9 million on the Mon/Fayette Expressway and Southern Beltway roadway expansion (Act 61) projects during fiscal year 2008.

Total Reconstruction of the east/west mainline and northeast extension continues to be a main priority of the Commission. This work includes full depth reconstruction of the roadway, widening of the median and replacement of both mainline and overhead bridges and is estimated to cost between \$18 million and \$20 million per mile. To date, approximately 51 miles of this project has been completed and an additional 20.5 miles of roadway reconstruction has been initiated. The Commission also completed 31 miles of roadway repaving in fiscal 2008 to maintain a quality-riding surface, which was confirmed with a systemwide median IRI (International Roughness Index) of 86.

The new Susquehanna River Bridge was completed and fully opened to traffic; the westbound structure was opened in May 2007 while the eastbound structure followed a month later and was opened in June 2007. Demolition of the old Susquehanna River Bridge was completed in January 2008. Construction of the new Allegheny River Bridge continues on schedule with a targeted completion date of June 2010.

The Commission continues to upgrade the new enhanced toll collection system that includes E-ZPass capability. Installation of E-ZPass on the Amos K. Hutchinson Expressway (Turnpike 66) was completed. All plazas on the system are now equipped with E-ZPass.

Equipment purchases continue to ensure that an aging fleet of dump trucks and other equipment is replaced in a systematic manner so that maintenance staff will be properly equipped to maintain the roadway. The Commission's Ten-Year Capital Plan includes \$90.5 million for equipment.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Capital Assets and Debt Administration (continued)**

*Capital Assets (continued)*

Facility projects continue to focus on maintaining environmental compliance and the maintenance and repair of existing buildings and building systems. Additionally, the Commission completed the Gettysburg, Harrisburg East, and Lebanon/Lancaster interchange projects in fiscal 2008.

Approximately one-half of the 70-mile Mon/Fayette Expressway project is open and operating. Phase 1 of the Uniontown to Brownsville project, an 8.4-mile section from Pittsburgh Road to US 40 is nearing completion and is scheduled to be open to traffic in late 2008.

Phase 2 of the Uniontown to Brownsville project, a 7-mile section, will complete the Mon/Fayette Expressway from the West Virginia State Line in Fayette County to PA Route 51 in Washington County. Phase 2 major construction projects have been bid and this segment is currently under construction. Anticipated completion for Phase 2 is late 2011 or early 2012. Preliminary design for the section from PA Route 51 to Interstate 376 in Pittsburgh has been completed.

The proposed Southern Beltway is planned to be constructed from the Mon/Fayette Expressway, near Finleyville, extending as part of the beltway south of Pittsburgh, to PA Route 60 at the Pittsburgh International Airport. It is presently planned for construction in three sections. I-79 to Mon/Fayette Expressway is currently in the environmental study phase (FEIS) while the section from US 22 to I-79 is in preliminary design. The Findlay Connector (PA 60 to US 22), a 6-mile section of the Southern Beltway from the Pittsburgh International Airport to US 22, was opened for traffic in October 2006.

A federal Environmental Impact Record of Decision was issued for the I-95 Turnpike interchange project in 2004. Project design started in 2004 and final design for the project has been initiated. The earliest construction will begin in fall of 2009. The project will be completed in three stages and is expected to cost more than \$1 billion.

The above paragraphs describe the changes in capital assets occurring during the fiscal year. Please refer to the capital assets section in the notes to the financial statements (Note 5) for more detailed capital asset schedules.

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Capital Assets and Debt Administration (continued)**

*Debt Administration*

In May 2008, the Commission issued Series 2008 B Multi-Modal Revenue Bonds in the amount of \$402,000,000. The 2008 B Series Bonds were issued primarily to provide funds to finance the costs of various capital expenditures for the Pennsylvania Turnpike system as set forth in the Commission's current Ten-Year Capital Plan.

In May 2008, the Commission issued Series 2008 A Multi-Modal Refunding Bonds in the amount of \$233,455,000. The primary purpose of this variable to variable refunding was to replace the Ambac insured 2006 B&C bonds with the 2008 A bonds which are uninsured, supported by a JP Morgan Standby Bond Purchase Agreement.

In April 2008, the Commission issued Series 2008 A (Subseries A-1) Subordinate Bonds in the amount of \$176,565,000 and (Subseries A-2) which are federally taxable for \$68,290,000. The 2008 A Subordinate Bonds were issued primarily to make payments to the Pennsylvania Department of Transportation (PennDOT) in accordance with Act 44 to fund certain grants to mass transit agencies and various road, highway, bridge and capital projects of PennDOT. Also in April 2008, the Oil Company Franchise Tax Revenue Bonds Series 2003 C were converted from auction rate to 5.00% fixed.

In October 2007, the Commission issued 2007 Series A&B Turnpike Bond Anticipation Notes in the amounts of \$280,830,000 and \$251,025,000, respectively. The 2007 Series Anticipation Notes were issued primarily to make payments to PennDOT in accordance with Act 44 to fund certain grants to mass transit agencies and various road, highway, bridge and capital projects of PennDOT. Both Series have a final maturity of October 15, 2009. Additionally, the Series B Anticipation Notes are federally taxable.

In November 2006, the Commission issued Series A and B Oil Company Franchise Tax Revenue Refunding Bonds in the amount of \$240,675,000. The bonds were issued primarily to partially defease the Oil Company Franchise Tax 1998 and 2003 fixed rate bonds. Series A are fixed rate bonds issued for \$98,705,000. Series B are also fixed rate and were issued for \$141,970,000.

In September 2006, the Commission entered into constant-maturity interest rate swap agreements with two counterparties with respect to the 2003 Series C Oil Company Franchise tax bonds. The notional amount for each swap was \$80,000,000. The Commission receives 60.15% of the 10-year LIBOR rate and pays 67.00% of the one-month LIBOR rate.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Capital Assets and Debt Administration (continued)**

*Debt Administration (continued)*

In August 2006, the Commission entered into constant-maturity interest rate swap agreements with four counterparties with respect to the 2001 Series U bonds and 2002 Series A bonds. The notional value was \$107,784,000 each for three of the swaps; the notional value was \$134,733,000 for the fourth. The Commission receives 60.08% of the 10-year LIBOR rate and pays 67.00% of the one-month LIBOR rate.

In June 2006, the Commission issued Series A, B, C of 2006 Revenue Bonds in the amount of \$353,865,000. The 2006 Series Bonds were issued primarily to finance the cost of funding various capital expenditures as set forth in the Commission's Ten-Year Capital Plan. Series A are fixed rate bonds issued for \$118,015,000. The Commission entered into a fixed-to-variable rate swap agreement with respect to the Series A of 2006 Revenue Bonds. Series B and C are variable rate bonds and were issued for \$117,925,000 each.

The above paragraphs describe debt and swap activity occurring during the fiscal year. Please refer to the bonds payable and commitments and contingencies sections in the notes to the financial statements (Notes 6 and 8) for more detailed schedules and descriptions of long-term debt and swap activity.

**Events That Will Impact Financial Position**

In December 2006, Governor Edward G. Rendell announced his intention to seek expressions of interest for a possible sale or lease of the Pennsylvania Turnpike system in order to obtain funds for highway, bridge and transit programs throughout the Commonwealth of Pennsylvania. The Commonwealth hired several firms to perform work related to a possible sale or lease of the Pennsylvania Turnpike; however, the state legislature did not support the plan and alternative proposals were considered. In July 2007, House Bill 1590, titled Act 44 of 2007, was passed by the state legislature and signed by Governor Rendell. The provisions of Act 44 required the Turnpike Commission to enter into a 50-year lease of the Pennsylvania portion of Interstate 80 with the Pennsylvania Department of Transportation (PennDOT) and to make substantial lease payments to PennDOT to provide funds for various transportation needs of the Commonwealth. In addition, Act 44 granted the Commission the option to convert such portion of Interstate 80 to a toll road subject to certain federal approvals. As required under Act 44, the Commission and

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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Events That Will Impact Financial Position (continued)**

PennDOT entered into a 50-year Lease and Funding Agreement on October 14, 2007. The Commission's payments to PennDOT for the fiscal year ending May 31, 2008 were \$750 million and for 2009 and 2010 will be \$850 million and \$900 million, respectively. Please refer to Note 8 (Commitments and Contingencies) for additional information regarding required annual payments for the remainder of the term of the lease.

The Commission submitted its Preliminary Expression of Interest to the Federal Highway Administration (FHWA) in August 2007, requesting tolling authority for that portion of Interstate 80 traversing the Commonwealth of Pennsylvania. By a letter dated September 26, 2007, FHWA replied to the Commission stating that the Interstate System Reconstruction and Rehabilitation Pilot Program (the Pilot Program) is the appropriate tolling pilot program under which the Commission should apply. The Commission submitted to FHWA a joint application with PennDOT on October 31, 2007. FHWA responded to the application with a request for additional information on December 31, 2007. Among FHWA's requests were a clearer identification of the rehabilitation, reconstruction, and improvement projects currently being planned for Interstate 80 by the Commission after the Conversion Date, and further information of PennDOT's historic funding strategy for Interstate 80. The Commission and PennDOT replied to FHWA on December 20, 2007, and they jointly acknowledged this request for additional information and confirmed their intent to continue seeking federal approval for the Conversion. Representatives of the Commission and PennDOT met with FHWA staff on two occasions during the first half of 2008 to discuss the additional information to be included in the updated application.

The Commission and PennDOT submitted an amended application to FHWA to toll Interstate 80 in July 2008 and supplemented such application in August 2008. By letter dated September 11, 2008, FHWA advised the Commission and PennDOT that it was unable to move the application forward at this time primarily because the proposed lease payments (from the Commission to PennDOT), as presented to FHWA, did not meet federal statutory requirements. The Commission has not yet determined its future course of action.

Pennsylvania Turnpike Commission  
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Management's Discussion and Analysis (continued)

**Financial Analysis (continued)**

**Events That Will Impact Financial Position (continued)**

Despite the pending application to FHWA, Governor Rendell requested, and received proposals for, a long-term lease or concession of the System with a private entity as an alternative approach for raising funds for the Commonwealth's transportation needs. The proposal identified by the Governor as the winning bidder, which has been extended to September 30, 2008, has been reported as not being extended further and therefore has expired. In addition, this approach would require new legislation to ratify the selection process as well as to implement it, which legislation has been introduced.

The above paragraphs provide a brief overview of Act 44 and its requirements. Please refer to the commitments and contingencies section in the notes to the financial statements (Note 8) for additional information regarding the Commission's commitments under the Lease and Funding Agreement.

Pennsylvania Turnpike Commission  
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Balance Sheets

(In Thousands)

	May 31	
	2008	2007
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 74,730	\$ 16,122
Short-term investments	1,516	31,810
Accounts receivable	37,552	36,454
Accrued interest receivable	1,658	2,876
Inventories	15,372	16,679
Restricted current assets:		
Cash and cash equivalents	620,844	216,496
Short-term investments	154,514	327,235
Accrued interest receivable	3,025	7,192
Total current assets	909,211	654,864
Noncurrent assets:		
Long-term investments:		
Long-term investments unrestricted	182,582	204,637
Long-term investments restricted	179,483	340,218
Total long-term investments	362,065	544,855
Capital assets not being depreciated:		
Land	181,846	174,661
Assets under construction	1,346,351	1,194,364
Capital assets being depreciated:		
Buildings	697,816	666,087
Improvements other than buildings	59,482	58,831
Equipment	397,477	319,524
Infrastructure	4,613,052	4,362,098
	7,296,024	6,775,565
Less accumulated depreciation	3,529,195	3,344,628
	3,766,829	3,430,937
Other assets:		
Other assets	1,433	385
Deferred issuance costs	37,386	25,905
Total other assets	38,819	26,290
Total noncurrent assets	4,167,713	4,002,082
Total assets	\$ 5,076,924	\$ 4,656,946

	May 31	
	2008	2007
<b>Liabilities and net assets</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 121,272	\$ 154,878
Current portion of debt	67,555	52,645
Unearned income	25,963	22,845
Total current liabilities	<u>214,790</u>	<u>230,368</u>
Noncurrent liabilities:		
Debt, less current portion, net of unamortized premium of \$56,906 and \$49,005 in 2008 and 2007, respectively, and net of unamortized refunding loss of \$70,904 and \$73,622 in 2008 and 2007, respectively	3,755,287	2,631,488
Other noncurrent liabilities	37,880	34,942
Total noncurrent liabilities	<u>3,793,167</u>	<u>2,666,430</u>
Total liabilities	<u>4,007,957</u>	<u>2,896,798</u>
Net assets:		
Invested in capital assets, net of related debt	441,889	772,709
Restricted for certain construction and maintenance purposes	366,592	731,995
Unrestricted	260,486	255,444
Total net assets	<u>1,068,967</u>	<u>1,760,148</u>

Total liabilities and net assets

<u>\$ 5,076,924</u>	<u>\$ 4,656,946</u>
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*See accompanying notes.*

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Statements of Revenues, Expenses, and Changes in Net Assets

(In Thousands)

	<b>Year Ended May 31</b>	
	<b>2008</b>	<b>2007</b>
Operating revenues:		
Fares – net of discounts of \$20,224 and \$24,975 for the years ended May 31, 2008 and 2007, respectively	\$ 598,926	\$ 592,641
Other	21,279	15,803
	620,205	608,444
Operating expenses:		
Cost of services	372,959	369,855
Depreciation	193,696	198,414
	566,655	568,269
Operating income	53,550	40,175
Nonoperating revenues (expenses):		
Oil company franchise tax revenues	60,592	67,071
Motor license registration fee revenue	28,000	28,000
Investment earnings	50,488	67,689
Other nonoperating revenues (expenses)	(135)	1,405
Act 44 payments to PennDOT	(750,000)	–
Interest and bond expenses	(146,250)	(135,415)
	(757,305)	28,750
Change in net assets before capital contributions	(703,755)	68,925
Capital contributions	12,574	24,306
Change in net assets	(691,181)	93,231
Net assets at beginning of year	1,760,148	1,666,917
Net assets at end of year	\$ 1,068,967	\$ 1,760,148

*See accompanying notes.*

Pennsylvania Turnpike Commission  
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Statements of Cash Flows

	<b>Year Ended May 31</b>	
	<b>2008</b>	<b>2007</b>
	<i>(In Thousands)</i>	
<b>Operating activities</b>		
Cash received from customer tolls and deposits	\$ 667,795	\$ 670,787
Cash payments for goods and services	(309,323)	(261,018)
Cash payments to employees	(156,602)	(159,493)
Cash received from other operating activities	14,503	12,321
Net cash provided by operating activities	216,373	262,597
<b>Investing activities</b>		
Proceeds from sales and maturities of investments	1,259,581	615,114
Interest received on investments	46,675	54,650
Purchases of investments	(864,777)	(726,923)
Net cash provided by (used in) investing activities	441,479	(57,159)
<b>Capital and related financing activities</b>		
Capital grants received	16,694	17,203
Construction and acquisition of capital assets	(531,828)	(601,790)
Proceeds from sale of capital assets	29	1,422
Payments for bond expenses	(3,322)	(4,492)
Payments for redemption of debt	(52,645)	(306,774)
Interest paid on debt	(140,368)	(121,952)
Proceeds from new debt	1,179,835	607,853
Net cash provided by (used in) capital and related financing activities	468,395	(408,530)
<b>Noncapital financing activities</b>		
Cash payments to PennDOT	(750,000)	-
Cash proceeds from motor license grant	28,000	28,000
Cash proceeds from oil company franchise tax	58,709	66,875
Net cash (used in) provided by noncapital financing activities	(663,291)	94,875
Increase (decrease) in cash and cash equivalents	462,956	(108,217)
Cash and cash equivalents at beginning of year	232,618	340,835
Cash and cash equivalents at end of year	\$ 695,574	\$ 232,618

*Continued on the following page – see accompanying schedule of reconciliation.*

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Statements of Cash Flows (continued)

	<b>Year Ended May 31</b>	
	<b>2008</b>	<b>2007</b>
	<i>(In Thousands)</i>	
<b>Reconciliation of operating income to net cash provided by operating activities</b>		
Operating income	\$ 53,550	\$ 40,175
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	193,696	198,414
Change in operating assets and liabilities:		
Accounts receivable	(3,121)	(1,314)
Inventories	1,033	1,645
Other assets	(1,047)	(2)
Accounts payable and accrued liabilities	(29,849)	22,123
Other noncurrent liabilities	2,111	1,556
Net cash provided by operating activities	\$ 216,373	\$ 262,597

**Noncash Activities**

The Commission recorded an increase of \$9.7 million and \$9.3 million in the fair value of its investments for the years ended May 31, 2008 and 2007, respectively.

The Commission has entered into contracts with the operators of service plaza restaurants and service stations to totally reconstruct several service plazas. The service plaza operators provide the capital for the reconstruction in exchange for lower rental rates. The Commission assumes ownership of the reconstructed assets upon completion and records the assets as capital contributions. For the year ended May 31, 2007, the Commission received assets with a total fair value of \$5.7 million.

*See accompanying notes.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements

May 31, 2008

**1. Financial Reporting Entity**

The Pennsylvania Turnpike Commission (the Commission) was created as an instrumentality of the Commonwealth of Pennsylvania on May 21, 1937, with powers to construct, operate, and maintain the Turnpike System and to issue Turnpike revenue bonds, repayable solely from tolls and other Commission revenues. The Commission is considered a component unit of the Commonwealth of Pennsylvania (Commonwealth).

In evaluating how to define the Commission for financial reporting purposes, management has considered all potential component units in accordance with Governmental Accounting Standards Board (GASB) Statements No. 14, *The Reporting Entity*, and No. 39, *Determining Whether Certain Organizations Are Component Units—an amendment of GASB Statement No. 14*. GASB Statement No. 14 defines the reporting entity as the primary government and those component units for which the primary government is financially accountable. GASB Statement No. 39 provides additional guidance to determine whether certain organizations for which the primary government is not financially accountable should be reported as component units based on the nature and significance of their relationship with the primary government. The Commission believes it has no component units based on its review of GASB Statements No. 14 and No. 39.

The Commission consists of five members, one of whom is the Secretary of Transportation. The others are appointed by the Governor with the approval of a majority of the Senate.

**2. Summary of Significant Accounting Policies**

The financial statements of the Pennsylvania Turnpike Commission have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP) as applied to government units. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles. The more significant of the Commission's accounting policies are described below:

**Application of FASB Pronouncements**

The Commission has elected not to apply any FASB statements or interpretations issued after November 30, 1989.

**Basis of Accounting**

The Commission's basic financial statements are presented on the accrual basis of accounting.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**2. Summary of Significant Accounting Policies (continued)**

**Cash Equivalents**

For purposes of the statements of cash flows, the Commission considers all highly liquid debt investment securities that mature within three months of acquisition to be cash equivalents.

**Investments**

Investments are stated at fair value with the exception of certain nonparticipating contracts such as repurchase agreements that are reported at cost, which does not materially differ from fair value. Fair values are based on published market rates.

**Capital Assets**

Capital assets are stated at cost. Donated capital assets are valued at their estimated fair value on the date received. Interest is capitalized based on average construction cost and the average bond interest rate, less interest earned on invested construction funds. Acquisitions of capital assets valued at \$15,000 or greater are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. The following lives are used:

Buildings	10 – 45 years
Improvements other than buildings	15 – 20 years
Equipment	3 – 40 years
Infrastructure	10 – 50 years

**Inventories**

Inventories are valued at the lower of average cost (determined on a first-in, first-out method) or market.

**Debt Premium/Discount and Issuance Costs**

Debt premium/discount and issuance costs are being amortized using the effective interest rate method over the varying terms of the bonds issued.

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Notes to Financial Statements (continued)

**2. Summary of Significant Accounting Policies (continued)**

**Unearned Income**

E-ZPass customers of the Turnpike Commission are required to deposit funds in advance of anticipated travel. Since this money is collected prior to the customers' travel and revenue recognition, it is recorded as unearned income. Unearned income related to E-ZPass customers was \$25.9 million and \$22.8 million for the years ended May 31, 2008 and 2007, respectively.

**Operating Revenues**

Revenues associated with operations of the toll road are considered operating revenues. The principal operating revenues of the Commission are fare revenues from customers. Other operating revenues include: service station, restaurant, property and other rental income as well as electronic toll collection and violation enforcement fees related to the E-ZPass program. Also included is revenue from various sponsorship agreements.

**Fare Revenues**

Fare revenues are recognized when vehicles exit the Turnpike System. As of May 31, 2008 and 2007, approximately 58.9% and 56.1%, respectively, of the fare revenues were realized through electronic toll collection; the remainder was realized through cash collection or a credit card program for commercial vehicles.

**Operating Expenses**

Operating expenses relate directly to operating and maintaining the toll road. The principal operating expenses of the Commission are cost of services and depreciation. Other expenses are considered nonoperating expenses.

**Cost of Services**

Cost of services includes: salaries, wages, benefits, and purchased services, along with purchased goods, including materials and supplies.

**Utilization of Resources**

When both restricted and unrestricted resources are available for use, it is the Commission's policy to use restricted resources first and then unrestricted resources as needed.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**2. Summary of Significant Accounting Policies (continued)**

**Nonoperating Revenues (Expenses)**

Nonoperating revenues include: Oil Company Franchise Tax revenues, Motor License Registration Fee revenues, investment earnings, and other miscellaneous revenues not associated with the operations of the toll road. Nonoperating expenses include: Act 44 payments to PennDOT, interest and bond expenses, and other miscellaneous expenses not associated with the operations of the toll road.

**Oil Company Franchise Tax Revenues**

The Commission receives 14% of the additional 55 mills of the Commonwealth's Oil Company Franchise Tax revenues pursuant to Act 26 established in 1991. The revenues are recorded as nonoperating revenue and totaled \$60.6 million and \$67.1 million for the fiscal years ended May 31, 2008 and 2007, respectively. These revenues are kept in a separate fund as required by the applicable bond indenture. This fund's assets equaled \$667.9 million and \$666.0 million as of May 31, 2008 and 2007, respectively, and consisted essentially of cash, investments, and assets under construction.

**Motor License Registration Fee Revenues**

The Commission received \$28.0 million in grants during each of the fiscal years ended May 31, 2008 and 2007 from the Commonwealth's Motor License Fund. The revenue from these grants has been recorded as nonoperating revenue. The Commission has elected to account for this grant in a separate fund. This fund's assets totaled \$253.8 million and \$247.0 million as of May 31, 2008 and 2007, respectively, and consisted essentially of cash, investments, and assets under construction.

**Act 44 Payments to PennDOT**

The Commission and PennDOT entered into a Lease and Funding Agreement as required under the terms of Act 44. See Note 8 for more information regarding this Lease and Funding Agreement.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**2. Summary of Significant Accounting Policies (continued)**

**Capital Contributions**

The Commission receives grants from other governments for reimbursement of costs for various highway construction projects. During the years ended May 31, 2008 and 2007, the Commission received \$12.6 million and \$18.6 million, respectively, in reimbursements from the Federal government.

The Commission has entered into contracts with the operators of service plaza restaurants and service stations to totally reconstruct several service plazas. The service plaza operators provide the capital for the reconstruction in exchange for lower rental rates. The Commission assumes ownership of the reconstructed assets upon completion and records the assets as capital contributions. For the year ended May 31, 2007, the Commission received assets with a total fair value of \$5.7 million.

**Derivatives**

The Commission enters into various interest rate swaps in order to manage risks associated with interest on its bond portfolio. As currently allowed under accounting principles generally accepted in the United States, the Commission does not record the fair value or changes in the fair value of interest rate swaps in its financial statements. See Note 8 for relevant disclosures.

**Reclassifications**

Certain prior year amounts were reclassified to conform to the current year presentation.

**3. Indenture Requirements and Restrictions**

The Commission's debt has been issued under the provisions of a Trust Indenture, dated July 1, 1986, which was amended and restated as of March 1, 2001; a Trust Indenture dated August 1, 1998 (1998 Indenture); and a Trust Indenture dated July 1, 2005 (collectively referred to as the Indentures) between the Commission and the Trustee (U.S. Bank Corp., successor to Wachovia Bank); and a Subordinate Trust Indenture dated April 1, 2008 between the Commission and TD Bank, N.A. as Trustee. Accordingly, certain activities of the Commission are restricted by the Indentures.

The Commission is required to maintain certain accounts with the Trustees as specified by the Indentures. Funds maintained in such accounts are restricted to use for construction, Turnpike

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Notes to Financial Statements (continued)

**3. Indenture Requirements and Restrictions (continued)**

System maintenance and operation, and debt service. Unrestricted funds of \$260.5 million and \$255.4 million represent residual amounts after all mandatory transfers have been made as required by the Indentures and were included in cash, investments, and accounts receivable at May 31, 2008 and 2007, respectively. See Notes 4 and 6 for additional disclosures.

**4. Cash and Investments**

Cash deposits are in various financial institutions. The Indentures require that cash deposits be either insured or collateralized by a pledge of direct obligations of the United States Government or the Commonwealth of Pennsylvania or otherwise in accordance with the laws of the Commonwealth of Pennsylvania governing trust funds of public bodies.

The following summary presents the amount of Commission deposits all of which are fully insured or collateralized with securities held by the Commission or its agent in the Commission's name.

	<b>Total Bank Balance</b>	<b>Total Book Balance</b>
	<i>(In Thousands)</i>	
<b>May 31, 2008</b>		
Demand deposits	\$ 83,544	\$ 65,374
<b>May 31, 2007</b>		
Demand deposits	\$ 140,531	\$ 130,469

The Indentures permit investments in obligations of, or guaranteed by, the United States of America, its agencies, and its instrumentalities (United States Government obligations); certificates of deposit issued by institutions insured by the FDIC or fully collateralized with United States Government obligations; investment agreements with certain financial institutions; commercial paper and asset-backed securities rated in the highest category by applicable rating agencies; money market funds and auction rate certificates rated in one of the two highest categories by applicable rating agencies; corporate bonds and medium term notes with a minimum rating of AA-; investments in long-term debt obligations of any state or political subdivision but only to the extent that the applicable rating agency has assigned a rating to such obligations, which at the time of purchase is not lower than the highest underlying rating assigned to any series of Commission bonds then outstanding; and repurchase agreements with banks or primary government dealers reporting to the Federal Reserve Bank of New York

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Notes to Financial Statements (continued)

**4. Cash and Investments (continued)**

collateralized with obligations of, or guaranteed by, the United States of America. The Indentures also require that no investment have an original maturity greater than 15 years.

Debt insurers have placed additional restrictions on construction funds. For these funds, corporate bonds, auction rate certificates, asset-backed securities, and medium term notes are not allowed.

The Commission has an investment policy that defines guidelines and operational factors governing the investment of cash assets. The policy is consistent with the Indentures regarding permitted investments; however, it imposes the following additional limitations:

- Investments in government agencies are limited to 35% of the portfolio.
- Investments in certificates of deposit and investment agreements are limited to 30% of the portfolio.
- Investments in commercial paper, corporate bonds, and asset-backed securities, in aggregate, are limited to 35% of the portfolio.
- Investments in any single issuer, excluding U.S. Treasury and Federal Agencies, are limited to 5% of the portfolio.

The Commission's investment policy also limits investments to those issues expected to mature within five years, taking into consideration call, prepayment, or other features that may impact maturity.

**Credit Risk**

The Commission's exposure to credit risk as of May 31, 2008 is as follows:

Debt Investments	Quality Rating				*Unrated
	AAA	AA	A	A-1	
	<i>(In Thousands)</i>				
Government agency securities	\$ 273,366	\$ —	\$ —	\$ —	\$ 53,174
Corporate obligations	20,415	15,808	4,348	63,284	—
Municipal bonds	17,514	2,492	—	—	—
Guaranteed investment contracts	—	—	—	—	16,458

\*Unrated debt investments are securities that are not rated by the NRSROs.

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Notes to Financial Statements (continued)

**4. Cash and Investments (continued)**

**Credit Risk (continued)**

Investments guaranteed by the full faith of the U.S. Government, such as U.S. Treasuries, GNMA mortgages, and repurchase agreements, are not considered to have credit risk and do not require disclosure of credit quality.

**Concentration of Credit Risk**

As of May 31, 2008, the Commission had investments of more than 5% of its consolidated portfolio with the following issuers:

Issuer	Total Investments <i>(In Thousands)</i>	Percent of Total
Federal National Mortgage Association	\$ 108,779	9.47%
Federal Home Loan Bank	83,510	7.27%
Federal Home Loan Mortgage Corporation	133,876	11.66%

**Interest Rate Risk**

On May 31, 2008, the effective duration of the Commission's investments, by type, was as follows:

Investment Type	Fair Value <i>(In Thousands)</i>	Effective Duration (Years)
U.S. Treasuries	\$ 46,230	1.714
GNMA mortgages	5,005	3.558
Government agency security	326,540	2.267
Repurchase agreements	630,201	0.000
Municipal bonds	20,006	10.348
Guaranteed investment contracts	16,458	2.719
Corporate obligations	103,855	0.820
Total investment securities and cash equivalents	<u>\$ 1,148,295</u>	

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Notes to Financial Statements (continued)

**4. Cash and Investments (continued)**

The following is a summary of cash and cash equivalents and investments by type:

	<b>May 31</b>	
	<b>2008</b>	<b>2007</b>
	<i>(In Thousands)</i>	
U.S. Treasuries	\$ 46,230	\$ 70,998
GNMA Mortgages	5,005	5,460
Government agency securities	326,540	691,580
Municipal bonds	20,006	20,956
Corporate obligations	103,855	98,079
Repurchase agreements	630,201	102,149
Guaranteed investment contracts	16,458	16,827
Total investment securities and cash equivalents	1,148,295	1,006,049
Demand deposits	65,374	130,469
Total cash and cash equivalents and investments	\$ 1,213,669	\$ 1,136,518

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**5. Capital Assets**

A summary of changes to capital assets for the years ended May 31, 2008 and 2007 is as follows:

	Balance June 1, 2007	Additions	Transfers	Retirements	Balance May 31, 2008
	<i>(In Thousands)</i>				
<b>Capital assets not being depreciated (cost)</b>					
Land	\$ 174,661	\$ 7,276	\$ –	\$ 91	\$ 181,846
Assets under construction	1,194,364	513,780	(361,793)	–	1,346,351
Total capital assets not being depreciated	1,369,025	521,056	(361,793)	91	1,528,197
<b>Capital assets being depreciated (cost)</b>					
Buildings	666,087	4,356	28,240	867	697,816
Improvements other than buildings	58,831	–	867	216	59,482
Equipment	319,524	5,390	76,967	4,404	397,477
Infrastructure	4,362,098	–	255,719	4,765	4,613,052
Total capital assets being depreciated	5,406,540	9,746	361,793	10,252	5,767,827
Less accumulated depreciation for:					
Buildings	215,367	19,113	–	636	233,844
Improvements other than buildings	41,643	2,136	–	216	43,563
Equipment	251,389	21,689	–	3,512	269,566
Infrastructure	2,836,229	150,758	–	4,765	2,982,222
Total accumulated depreciation	3,344,628	193,696	–	9,129	3,529,195
Total capital assets being depreciated, net	2,061,912	(183,950)	361,793	1,123	2,238,632
Total capital assets	<u>\$ 3,430,937</u>	<u>\$ 337,106</u>	<u>\$ –</u>	<u>\$ 1,214</u>	<u>\$ 3,766,829</u>

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Notes to Financial Statements (continued)

**5. Capital Assets (continued)**

	Balance June 1, 2006	Additions	Transfers	Retirements	Balance May 31, 2007
	<i>(In Thousands)</i>				
<b>Capital assets not being depreciated (cost)</b>					
Land	\$ 156,816	\$ 17,845	\$ —	\$ —	\$ 174,661
Assets under construction	875,755	572,861	(254,252)	—	1,194,364
Total capital assets not being depreciated	1,032,571	590,706	(254,252)	—	1,369,025
<b>Capital assets being depreciated (cost)</b>					
Buildings	651,848	4,818	10,709	1,288	666,087
Improvements other than buildings	56,604	1,567	660	—	58,831
Equipment	305,176	10,523	10,252	6,427	319,524
Infrastructure	4,129,467	—	232,631	—	4,362,098
Total capital assets being depreciated	5,143,095	16,908	254,252	7,715	5,406,540
Less accumulated depreciation for:					
Buildings	198,213	18,179	—	1,025	215,367
Improvements other than buildings	39,222	2,421	—	—	41,643
Equipment	242,961	14,561	—	6,133	251,389
Infrastructure	2,672,976	163,253	—	—	2,836,229
Total accumulated depreciation	3,153,372	198,414	—	7,158	3,344,628
Total capital assets being depreciated, net	1,989,723	(181,506)	254,252	557	2,061,912
Total capital assets	<u>\$ 3,022,294</u>	<u>\$ 409,200</u>	<u>\$ —</u>	<u>\$ 557</u>	<u>\$ 3,430,937</u>

For the fiscal years ended May 31, 2008 and 2007, the Commission incurred interest costs of \$26.2 million and \$22.5 million, respectively, which qualified for capitalization. These costs were offset by an approximately equal amount of interest income resulting in a net capitalization of zero for both fiscal years.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**6. Debt**

Debt consists of the following:

	May 31	
	2008	2007
	<i>(In Thousands)</i>	
<b>Mainline Debt</b>		
1998 Series Q: Issued \$53,000 in July 1998 at a variable rate, due in varying installments through June 1, 2028	\$ 53,000	\$ 53,000
2001 Series R: Issued \$186,025 in March 2001 at 5.00%, due in varying installments through December 1, 2030	186,025	186,025
2001 Series S: Issued \$244,925 in May 2001 at 3.40% to 5.60%, due in varying installments through June 1, 2015	160,205	176,080
2001 Series T: Issued \$86,660 in September 2001 at 4.13% to 5.50%, due in varying installments through December 1, 2013	75,355	77,825
2001 Series U: Issued \$169,820 in September 2001 at a variable rate, due in varying installments through December 1, 2019	169,820	169,820
2002 Series A: Issued \$288,265 in September 2002 at a variable rate, due in varying installments through December 1, 2030	288,265	288,265
2002 Series B: Issued \$160,880 in September 2002 at a variable rate, due in varying installments through December 1, 2012	67,940	85,565
2004 Series A: Issued \$269,245 in June 2004 at 5.00% to 5.50%, due in varying installments through December 1, 2034	269,245	269,245
2006 Series A: Issued \$118,015 in June 2006 at 5.00%, due in varying installments through December 1, 2026	118,015	118,015
2006 Series B: Issued \$117,925 in June 2006 at a variable rate, refunded with 2008 Series A Multi-Modal Bonds	-	115,715
2006 Series C: Issued \$117,925 in June 2006 at a variable rate, refunded with 2008 Series A Multi-Modal Bonds	-	115,715
2007 Series A: Issued \$280,830 in October 2007 at 4.00%, due in varying installments through October 15, 2009	280,830	-
2007 Series B (Federally Taxable): Issued \$251,025 in October 2007 at 5.29% due in varying installments through October 15, 2009	251,025	-
2008 Series A Subordinate (Subseries A-1): Issued \$176,565 in April 2008 at 4.125% to 5.00%, due in varying installments through June 1, 2038	176,565	-
2008 Series A Subordinate (Subseries A-2 Federally Taxable): Issued \$68,290 in April 2008 at 3.74% to 6.41%, due in varying installments through June 1, 2022	68,290	-
2008 Series B Multi-Modal: Issued \$402,000 in May 2008 at a variable rate, due in varying installments through December 1, 2038	402,000	-
2008 Series A Multi-Modal Refunding: Issued \$233,455 in May 2008 at a variable rate, due in varying installments through December 1, 2022	233,455	-
<b>Total Mainline debt payable</b>	<b>2,800,035</b>	<b>1,655,270</b>

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**6. Debt (continued)**

	May 31	
	2008	2007
	<i>(In Thousands)</i>	
<b>Oil Company Franchise Tax Debt</b>		
1998 Series A Oil Company Franchise Tax Revenue: Issued \$310,475 in August 1998 at 3.85% to 5.50%, partially defeased in July 2003 and November 2006, due in varying installments through December 1, 2023	\$ 21,665	\$ 24,660
1998 Series B Oil Company Franchise Tax Revenue: Issued \$228,405 in August 1998 at 3.85% to 5.25%, partially defeased in July 2003 and November 2006, due in varying installments through December 1, 2027	30,600	32,280
2003 Series A Oil Company Franchise Tax Revenue: Issued \$124,730 in August 2003 at 2.50% to 5.25%, partially defeased in November 2006, due in varying installments through December 1, 2024	57,355	61,150
2003 Series B Oil Company Franchise Tax Revenue: Issued \$197,955 in August 2003 at 2.38% to 5.50%, partially defeased in November 2006, due in varying installments through December 1, 2032	73,305	76,180
2003 Series C Oil Company Franchise Tax Multi-Modal Revenue: Issued \$160,000 in August 2003 at a variable rate, were converted to a fixed rate of 5.00% in May 2008, due in varying installments through December 1, 2032	160,000	160,000
2006 Series A Oil Company Franchise Tax Revenue Refunding: Issued \$98,705 in November 2006 at 5.00%, due in varying installments through December 1, 2023	98,705	98,705
2006 Series B Oil Company Franchise Tax Revenue Refunding: Issued \$141,970 in November 2006 at 3.75% to 5.00%, due in varying installments through December 1, 2031	141,970	141,970
Total Oil Company Franchise Tax debt payable	583,600	594,945
<b>Motor License Registration Fee Debt</b>		
2005 Series A: Issued \$234,135 in August 2005 at 3.25% to 5.25%, due in varying installments through July 15, 2030	221,780	227,110
2005 Series B, C, and D: Issued \$231,425 in August 2005 at a variable rate, due in varying installments through July 15, 2041	231,425	231,425
Total Motor License Registration Fee debt payable	453,205	458,535
	3,836,840	2,708,750
Unamortized premium	56,906	49,005
Unamortized deferred loss on refundings	(70,904)	(73,622)
	3,822,842	2,684,133
Less current portion	67,555	52,645
	\$ 3,755,287	\$ 2,631,488

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**6. Debt (continued)**

As disclosed in Note 3, the Commission's Trust Indentures impose certain restrictions and requirements. The Commission's Trust Indenture for the Series 2008 A Turnpike Subordinate Revenue Bonds imposes that the Commission establish and maintain schedules of tolls for traffic over the System as required by the Senior Indenture, and in addition, the amount paid into the General Reserve Fund of the Senior Indenture in each fiscal year and for each Commission Payment, will be at least sufficient to provide funds in an amount not less than: (1) 115% of the Annual Debt Service for each fiscal year on account of all outstanding Revenue Bonds and Revenue Bonds Parity Obligations; (2) 100% of the Annual Debt Service for such fiscal year on account of all Outstanding Guaranteed Bonds, Guaranteed Bonds Parity Obligations and Subordinated Indebtedness; and (3) any payment by the Commission required by the Subordinate Indenture for restoring deficiency in the Debt Service Fund within an eighteen (18) month period.

The Amended and Restated Trust Indenture of 2001 requires that tolls be adequate to provide funds to cover current expenses and (1) provide funds in an amount not less than the greater of 130% of the maximum principal and interest requirements for the succeeding year, or (2) 100% of the maximum principal and interest payments for the next fiscal year plus the amount required for maintenance of the Turnpike System as determined by the Commission's Consulting Engineer. If any deficiencies occur, the Commission is authorized to raise tolls appropriately.

The Oil Company Franchise Tax Revenue Bonds are secured by a pledge and assignment by the Commission to the Trustee of: (1) all proceeds from the Commission's allocation of the Commonwealth of Pennsylvania's Oil Company Franchise Tax; (2) the Commission's right to receive its allocation of the Oil Company Franchise Tax and any portion of the allocation actually received by the Commission; (3) all monies deposited into accounts or funds created by the 1998 Indenture, as supplemented; and, (4) all investment earnings on all monies held in accounts and funds established by the 1998 Indenture.

The 1998 Indenture requires the Commission to petition the General Assembly of the Commonwealth of Pennsylvania for additional funds in the event that the Commission's allocation of the Oil Company Franchise Tax is inadequate to pay maximum principal and interest payments for the succeeding year.

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Notes to Financial Statements (continued)

**6. Debt (continued)**

Pursuant to Section 20 of Act 3, the Commonwealth appropriates \$28,000,000 of Act 3 revenues to the Commission annually. The \$28,000,000 is payable to the Commission in the amount of \$2,333,333 per month. The Registration Fee Revenue Bonds are secured by a pledge and assignment by the Commission to the Trustee of any receipts, revenues and other moneys received by the Trustee on or after the date of the Indenture from the Commission's allocation of Act 3 revenues and any income earned on any fund or account established pursuant to the Indenture.

Changes in debt are as follows:

	Balance at June 1, 2007	Additions	Reductions	Balance at May 31, 2008	Due Within One Year
	<i>(In Thousands)</i>				
Mainline debt	\$ 1,655,270	\$ 1,412,165	\$ 267,400	\$ 2,800,035	\$ 49,495
Oil Company Franchise Tax debt	594,945	-	11,345	583,600	12,560
Motor License Registration Fee debt	458,535	-	5,330	453,205	5,500
	2,708,750	1,412,165	284,075	3,836,840	67,555
Premium (discount)	49,005	11,068	3,167	56,906	-
Less: deferred loss on refundings	73,622	2,187	4,905	70,904	-
	<u>\$ 2,684,133</u>	<u>\$ 1,421,046</u>	<u>\$ 282,337</u>	<u>\$ 3,822,842</u>	<u>\$ 67,555</u>

	Balance at June 1, 2006	Additions	Reductions	Balance at May 31, 2007	Due Within One Year
	<i>(In Thousands)</i>				
Mainline debt	\$ 1,340,125	\$ 353,865	\$ 38,720	\$ 1,655,270	\$ 35,970
Oil Company Franchise Tax debt	604,925	240,675	250,655	594,945	11,345
Motor License Registration Fee debt	465,560	-	7,025	458,535	5,330
	2,410,610	594,540	296,400	2,708,750	52,645
Premium (discount)	34,957	17,668	3,620	49,005	-
Less: deferred loss on refundings	66,204	12,082	4,664	73,622	-
	<u>\$ 2,379,363</u>	<u>\$ 600,126</u>	<u>\$ 295,356</u>	<u>\$ 2,684,133</u>	<u>\$ 52,645</u>

The issuance of new debt is conducted in accordance with the terms of the applicable Trust Indenture and approval of the Commissioners.

In June 2006, the Commission issued Series A, B, and C of 2006 Revenue Bonds in the total amount of \$353,865,000. These bonds were issued primarily to finance the cost of funding various capital expenditures as set forth in the Commission's Ten-Year Capital Plan. The Series A bonds are fixed-rate bonds and were issued in the amount of \$118,015,000. Series B and C are variable-rate bonds and were issued in the amount of \$117,925,000 each.

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Notes to Financial Statements (continued)

**6. Debt (continued)**

In November 2006, the Commission issued Oil Franchise Tax Series A and B Revenue Refunding Bonds in the total amount of \$240,675,000. The bonds were issued to partially defease Series A and B of 1998 and Series A and B of 2003 Oil Company Franchise Tax Revenue Bonds. The reacquisition price exceeded the net carrying amount of the Series A bonds by \$3,612,073 and the Series B bonds by \$8,470,009. These amounts will be amortized over the life of the new bonds. This advance refunding was undertaken to reduce total debt service payments over the next 26 years by \$22,738,563 and resulted in an economic gain of \$7,266,799. The 2006 Series A and B are fixed rate bonds and were issued in the amounts of \$98,705,000 and \$141,970,000, respectively.

In October 2007, the Commission issued Series A&B Bond Anticipation Notes in the amounts of \$280,830,000 and \$251,025,000, respectively. The 2007 Series Anticipation Notes were issued primarily to make payments to PennDOT in accordance with Act 44 to fund certain grants to mass transit agencies and various road, highway, bridge and capital projects of PennDOT. The Series A Anticipation Notes have a 4.00% fixed rate. The Series B Anticipation Notes are federally taxable and were issued at 5.29%.

In April 2008, the Commission issued Series 2008 A (Subseries A-1) Subordinate Bonds in the amount of \$176,565,000 at fixed rates from 4.125% to 5.00% and (Subseries A-2) which are federally taxable for \$68,290,000 at fixed rates from 3.74% to 6.41%. The 2008 A Subordinate Bonds were issued primarily to make payments to the Pennsylvania Department of Transportation (PennDOT) in accordance with Act 44 to fund certain grants to mass transit agencies and various road, highway, bridge and capital projects of PennDOT. Also in April 2008, the Oil Company Franchise Tax Revenue Bonds Series 2003 C were converted from auction rate to 5.00% fixed.

In May 2008, the Commission issued Series 2008 A Multi-Modal Refunding Bonds in the amount of \$233,455,000. The primary purpose of this variable to variable refunding was to replace the Ambac insured 2006 B&C bonds with the 2008 A bonds which are uninsured, supported by a JP Morgan Standby Bond Purchase Agreement. The refunding of these bonds resulted in a deferred loss of \$2.2 million that will be amortized over the life of the bonds.

In May 2008, the Commission also issued Series 2008 B Multi-Modal Bonds in the amount of \$402,000,000. The 2008 B Series Bonds were issued primarily to provide funds to finance the costs of various capital expenditures for the Pennsylvania Turnpike System as set forth in the Commission's current Ten-Year Capital Plan. The bonds were issued at a variable rate.

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Notes to Financial Statements (continued)

**6. Debt (continued)**

In prior years as well as the current year, the Commission defeased certain revenue bonds by placing funds in irrevocable trusts to provide for all future debt service payments on the defeased bonds. Accordingly, the trust account assets and the liability for the defeased bonds were not included in the Commission's financial statements. At May 31, 2008 and 2007, the Commission had \$993.0 million and \$1,085.5 million, respectively, of defeased bonds outstanding.

Total debt service requirements subsequent to May 31, 2008 are as follows:

<b>Year Ending May 31</b>	<b>Principal Maturities</b>	<b>Interest</b>	<b>Total</b>
	<i>(In Thousands)</i>		
2009	\$ 67,555	\$ 134,609	\$ 202,164
2010	607,655	126,191	733,846
2011	80,380	111,297	191,677
2012	83,990	108,237	192,227
2013	88,185	104,874	193,059
2014 – 2018	509,355	468,974	978,329
2019 – 2023	477,660	393,345	871,005
2024 – 2028	595,570	286,610	882,180
2029 – 2033	712,780	166,707	879,487
2034 – 2038	462,780	43,319	506,099
2039 – 2043	150,930	3,185	154,115
	<u>\$ 3,836,840</u>	<u>\$ 1,947,348</u>	<u>\$ 5,784,188</u>

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Notes to Financial Statements (continued)

**6. Debt (continued)**

Debt service requirements subsequent to May 31, 2008 related to the Mainline debt are as follows:

Year Ending May 31	Principal Maturities	Interest	Total
	<i>(In Thousands)</i>		
2009	\$ 49,495	\$ 92,541	\$ 142,036
2010	588,895	83,898	672,793
2011	60,815	69,751	130,566
2012	63,555	67,579	131,134
2013	66,770	65,182	131,952
2014 – 2018	385,485	287,089	672,574
2019 – 2023	319,030	245,855	564,885
2024 – 2028	392,575	183,819	576,394
2029 – 2033	456,865	119,166	576,031
2034 – 2038	362,840	32,305	395,145
2039 – 2043	53,710	691	54,401
	<u>\$ 2,800,035</u>	<u>\$ 1,247,876</u>	<u>\$ 4,047,911</u>

Debt service requirements subsequent to May 31, 2008 related to Oil Company Franchise Tax debt are as follows:

Year Ending May 31	Principal Maturities	Interest	Total
	<i>(In Thousands)</i>		
2009	\$ 12,560	\$ 27,277	\$ 39,837
2010	13,075	27,691	40,766
2011	13,685	27,150	40,835
2012	14,340	26,521	40,861
2013	15,020	25,868	40,888
2014 – 2018	86,730	118,062	204,792
2019 – 2023	110,780	94,675	205,455
2024 – 2028	141,190	64,293	205,483
2029 – 2033	176,220	26,508	202,728
	<u>\$ 583,600</u>	<u>\$ 438,045</u>	<u>\$ 1,021,645</u>

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Notes to Financial Statements (continued)

**6. Debt (continued)**

Debt service requirements subsequent to May 31, 2008 related to Motor License Registration Fee debt are as follows:

Year Ending May 31	Principal Maturities	Interest	Total
	<i>(In Thousands)</i>		
2009	\$ 5,500	\$ 14,791	\$ 20,291
2010	5,685	14,602	20,287
2011	5,880	14,396	20,276
2012	6,095	14,137	20,232
2013	6,395	13,824	20,219
2014 – 2018	37,140	63,823	100,963
2019 – 2023	47,850	52,815	100,665
2024 – 2028	61,805	38,498	100,303
2029 – 2033	79,695	21,033	100,728
2034 – 2038	99,940	11,014	110,954
2039 – 2043	97,220	2,494	99,714
	\$ 453,205	\$ 261,427	\$ 714,632

Interest on the following debt: 2008 Series A Subordinate, 2001 Series R, 2001 Series S, 2001 Series T, 2004 Series A, 2006 Series A, 1998 Series A and B Oil Company Franchise Tax Revenue, 2003 Series A, B, and C Oil Company Franchise Tax Revenue, and 2006 Series A and B Oil Company Franchise Tax Revenue Refunding Bonds is payable semiannually on June 1 and December 1 of each year. Interest on the 2008 Series A Refunding, 2008 Series B, 1998 Series Q Revenue Bonds, Series U Revenue Bonds, 2002 Series A and B Revenue Bonds, and 2006 Series B and C is payable the first of every month. Interest on the 2005 Series A Registration Fee Revenue Bonds is payable semiannually on January 15 and July 15 of each year. Interest on the 2005 Series B, C, and D Registration Fee Revenue Bonds is payable on the 15<sup>th</sup> of every month. Interest on the 2007 Series A&B Anticipation Notes is due April 15 and October 15.

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Notes to Financial Statements (continued)

**6. Debt (continued)**

**Swap Payments and Associated Debt**

Net swap payments and related debt service requirements subsequent to May 31, 2008, assuming current interest rates remain the same for the term of the agreements are as follows:

Year Ending May 31	Variable-Rate Bonds		Fixed	Total
	Principal Maturities	Interest	Interest Rate Swaps, Net	
<i>(In Thousands)</i>				
2009	\$ 18,470	\$ 18,198	\$ 24,455	\$ 61,123
2010	15,540	17,914	23,985	57,439
2011	13,385	17,674	23,617	54,676
2012	13,785	17,448	23,276	54,509
2013	14,405	17,214	22,923	54,542
2014 – 2018	182,855	80,607	109,537	372,999
2019 – 2023	127,540	65,965	96,484	289,989
2024 – 2028	137,135	56,683	88,364	282,182
2029 – 2033	235,300	40,839	68,028	344,167
2034 – 2038	265,515	20,962	35,387	321,864
2039 – 2043	135,520	2,801	4,643	142,964
	\$ 1,159,450	\$ 356,305	\$ 520,699	\$ 2,036,454

Year Ending May 31	Fixed-Rate Bonds		Variable	Total
	Principal Maturities	Interest	Interest Rate Swaps, Net	
<i>(In Thousands)</i>				
2009	\$ –	\$ 12,971	\$ (5,103)	\$ 7,868
2010	–	13,901	(5,103)	8,798
2011	–	13,901	(5,103)	8,798
2012	–	13,901	(5,103)	8,798
2013	–	13,901	(5,103)	8,798
2014 – 2018	–	69,504	(25,513)	43,991
2019 – 2023	20,065	69,504	(25,255)	64,314
2024 – 2028	155,300	49,206	(14,312)	190,194
2029 – 2033	102,650	15,826	(3,438)	115,038
	\$ 278,015	\$ 272,615	\$(94,033)	\$ 456,597

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Notes to Financial Statements (continued)

**6. Debt (continued)**

**Swap Payments and Associated Debt (continued)**

As rates vary, variable rate bond interest payments and net swap payments will vary. Please refer to Note 8 Commitments and Contingencies – Interest Rate Swaps for additional information pertaining to the individual swaps.

**7. Retirement Benefits**

Substantially all employees of the Commission participate in the Commonwealth of Pennsylvania State Employees' Retirement System (System), a cost-sharing multiple-employer public employee retirement system that was established under the provisions of Public Law 858, No. 331.

Membership in the System is mandatory for most Commission employees. The System provides retirement, death, and disability benefits, which were established by and can be amended according to statute. Retirement benefits vest after 5 years of credited service. Employees who retire at age 60 or with 35 years of service if under age 60 are entitled to an unreduced annual retirement benefit.

Article II of the Pennsylvania Constitution provides the General Assembly the authority to establish or amend benefit provisions. Act 2001-9, signed into law on May 17, 2001, established Class AA membership whereby, generally, annual full retirement benefits for electing active members is 2.5% of the member's highest three-year average salary (final average salary) multiplied by years of service. Commission employees hired after June 30, 2001 are Class AA members. Members hired on or before June 30, 2001 had the option, but were not required, to elect Class AA membership. Those members not electing Class AA membership are considered Class A. The general annual benefit for full retirement for Class A members is 2% of the member's final average salary multiplied by years of service.

Covered Class A and Class AA employees are required by statute to contribute to the System at a rate of 5% and 6.25%, respectively, of their gross pay. Employees' contributions are recorded in individually identified accounts, which are also credited with interest, calculated quarterly to yield 4% per annum, as mandated by statute. Accumulated employee contributions and credited interest vest immediately and are returned to the employee upon termination of service if the employee is not eligible for other benefits.

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Notes to Financial Statements (continued)

**7. Retirement Benefits (continued)**

Participating agency contributions, including those for the Commission, are also mandated by statute and are based upon an actuarially determined percentage of gross pay that is necessary to provide the System with assets sufficient to meet the benefits to be paid to System members.

The Commission's retirement contribution, as a percentage of covered payroll, for all Class A and Class AA members whose normal retirement age is any age upon accumulation of 35 years of eligibility points or age 60, with three years of service are as follows:

<b>Year Ended June 30</b>	<b>Class A</b>	<b>Class AA</b>
2008	<b>2.63%</b>	<b>3.28%</b>
2007	2.59%	3.23%
2006	1.90%	2.37%
2005	1.15%	1.43%

The Commission's required contributions and percentage contributed are as follows:

<b>Year Ended May 31</b>	<b>Commission Required Contribution</b>	<b>% Contributed</b>
	<i>(In millions)</i>	
2008	<b>\$ 3.7</b>	<b>100%</b>
2007	\$ 3.3	100%
2006	\$ 2.5	100%
2005	\$ 1.4	100%

A copy of the System's annual financial statements can be obtained by writing to: State Employees' Retirement System, 30 North Third Street, P.O. Box 1147, Harrisburg, Pennsylvania 17108-1147.

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Notes to Financial Statements (continued)

**8. Commitments and Contingencies**

**Litigation**

The Commission is a defendant in a number of legal proceedings pertaining to matters normally incidental to routine operations. Such litigation includes, but is not limited to, claims asserted against the Commission arising from alleged torts, alleged breaches of contracts, and condemnation proceedings. Tort claims against the Commission are generally barred by sovereign immunity, except as waived by statute. Further, to the extent waived, damages for any loss are limited by sovereign immunity to \$250,000 for each person and \$1,000,000 for each accident. Based on the current status of all of the Commission's legal proceedings, it is the opinion of Commission management and counsel that they will not have a material effect on the Commission's financial position.

**Open Purchase Order Commitments**

At May 31, 2008, the Commission had open purchase order commitments of \$1,133,215,453.

**Lease and Funding Agreement Between the Commission and PennDOT**

On October 14, 2007, the Commission and PennDOT entered into a Lease and Funding Agreement (the Agreement) as required under the terms of Act 44. The Agreement provides for an option to the Commission to lease the portion of Interstate 80 located in the Commonwealth from PennDOT. In addition, the Agreement contains certain provisions set forth in Act 44, including provisions dealing with the terms and conditions of the conversion of Interstate 80 into a toll road (the Conversion), subject to the requisite approval of the Federal Highway Administration (FHWA), and the operation, maintenance, repair and improvement of Interstate 80. The term of the Agreement is 50 years.

The Agreement grants the unilateral option to the Commission to effectuate the Conversion at any time before the third anniversary of the Agreement (the Conversion Period), provided that the Commission may elect to extend such Conversion Period for three additional one-year periods.

Also, the Agreement commits the Commission to make certain payments to PennDOT. The Commission made payments of \$750 million in fiscal 2008 (recorded as nonoperating expense) and will make scheduled payments of \$850 million in fiscal year 2009 and \$900 million in fiscal year 2010, whether or not Conversion has occurred. Thereafter, the scheduled annual payments

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Notes to Financial Statements (continued)

**8. Commitments and Contingencies (continued)**

**Lease and Funding Agreement Between the Commission and PennDOT (continued)**

increase by 2.50% for each fiscal year for the remainder of the 50-year term, with certain credits for Interstate 80 Cost Savings once Conversion has occurred. All such cash payments are due in equal quarterly installments.

Upon Conversion, the cash component of the scheduled annual payment obligation will be offset by an amount equal to \$116,985,856 per fiscal year, reflecting cost-savings to the Commonwealth's Motor License Fund if Interstate 80 becomes a tolled facility (Interstate 80 Cost Savings). Under Act 44, the Interstate 80 Cost Savings credit (which will be prorated for the fiscal year during which Conversion occurs), increases by 4.00% for each fiscal year thereafter.

If the Conversion does not occur by October 14, 2010 (such date may be extended at the option of the Commission for up to three (3) one-year extension periods), Act 44 provides that the scheduled annual payment obligation will be reduced to \$450 million per fiscal year.

The payment obligations of the Commission under the Agreement are to be subordinate obligations of the Commission, payable from amounts in the General Reserve Fund only as permitted by any financing documents, financial covenants, liquidity policies, or other agreements in effect of the Commission. However, the Commission is required by the terms of the Lease to fix and adjust tolls at levels that will generate revenues (together with other available moneys) sufficient to pay, among other things, amounts to PennDOT pursuant to the Agreement when due and other obligations of the Commission.

**Interest Rate Swaps**

In June 2006, the Commission entered into a fixed-to-variable swap agreement with a counterparty with respect to Series A of the 2006 Revenue Bonds. The purpose of this agreement was to provide an overall cost savings for the Commission. The total notional amount of the swap is \$118,015,000.

The Commission entered into constant-maturity swap agreements in both August and September 2006 to benefit from expected changes in the 10-year SWAP versus the one-month LIBOR yield curves. The August agreements were with four different swap providers (counterparties) with respect to the Series U of 2001 and Series A of 2002 Revenue bonds and had a total notional value of \$458,085,000. The September agreements were with two different swap providers and were placed with respect to the Series C of 2003 Oil Company Franchise Tax Multi-Modal Revenue bonds; the total notional value of the two agreements is \$160,000,000.

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Notes to Financial Statements (continued)

**8. Commitments and Contingencies (continued)**

**Interest Rate Swaps (continued)**

Following is a summary of the swaps in place as of May 31, 2008. These swap agreements contain certain risks as described below.

Associated Debt	Notional Value	Final Maturity	Receivable		Payable		Fair Value (to) from Counterparty
			Floating Rate Index <sup>(1)</sup>	Fixed Rate	Floating Rate Index <sup>(1)</sup>	Fixed Rate	
Series U 2001	\$ 127,365,000 42,455,000	12/01/2019 12/01/2019	67.00% of 1-month LIBOR			4.21%	\$(11,432,859) (3,810,466)
Series A 2002	72,066,250 144,070,000 72,066,250	12/01/2030 12/01/2030 12/01/2030	67.00% of 1-month LIBOR			4.40%	(9,602,987) (19,196,929) (9,604,003)
Series U 2001 and A 2002 Constant maturity	107,784,000 107,784,000 107,784,000 134,733,000	12/01/2030 12/01/2030 12/01/2030 12/01/2030	60.08% of 10-year SWAP		67.00% of 1-month LIBOR		2,036,907 2,036,684 2,036,684 2,559,849
Series B 2002	16,985,000 33,970,000 16,985,000	12/01/2012 12/01/2012 12/01/2012	SIFMA			4.54%	(717,586) (1,435,144) (717,748)
Series C 2003	48,000,000 112,000,000	12/01/2032 12/01/2032	63.00% of 1-month LIBOR plus 20 basis points		SIFMA <sup>(2)</sup> 3.84% <sup>(2)</sup>		(603,599) (1,408,479)
Series C 2003 Constant maturity	80,000,000 80,000,000	11/15/2032 11/15/2032	60.15% of 10-year SWAP		67.00% of 1-month LIBOR		975,547 975,547
Series 2005	57,860,000 57,845,000 57,860,000 57,860,000	07/15/2041	SIFMA			4.20%	(2,987,526) (2,986,931) (2,984,039) (2,984,039)
Series A 2006	118,015,000	12/01/2026		4.19%	SIFMA		6,752,416
Series 2008 Forward starting	100,000,000 100,000,000 100,000,000	12/01/2038	SIFMA			4.89%	(15,127,327) (15,126,049) (15,127,323)
	<u>\$ 1,953,487,500</u>						<u>\$(98,479,400)</u>

<sup>(1)</sup> 1-month LIBOR was 2.4575% at May 31, 2008.  
SIFMA was 1.62% at May 31, 2008.  
10-year SWAP was 4.68% at May 31, 2008  
<sup>(2)</sup> 3.84% until May 20, 2008; SIFMA thereafter

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Notes to Financial Statements (continued)

**8. Commitments and Contingencies (continued)**

**Interest Rate Swaps (continued)**

- **Credit Risk** – The Commission is exposed to credit risk for swaps that have positive fair values. The Commission was exposed to credit risk with respect to the Series U of 2001 and A of 2002 constant maturity, the Series C of 2003 constant maturity, and the Series A of 2006 swaps at May 31, 2008. However, should interest rates change and the fair values of the other swaps become positive, the Commission would have additional credit risk exposure.

The Commission had eleven counterparties at May 31, 2008. The credit ratings of the swap providers as of May 31, 2008 were AAA to A+ and Aaa to Baa1 by Standard & Poor's and Moody's, respectively. To mitigate the exposure to credit risk, the swap agreements include collateral provisions in the event of downgrades to the swap counterparties' credit ratings. Collateral would be posted with a third-party custodian and would be in the form of cash, U.S. Treasury Obligations, or U.S. Government Agency Securities.

- **Interest Rate Risk** – The Commission is exposed to variable interest rates with respect to the fixed-to-variable swap agreement associated with the Series A of 2006 Revenue Bonds and the 2003 C Oil Franchise Tax Bonds. Additionally, the Commission will be exposed to variable interest rates if one or more of the swap providers for the variable-to-fixed swap agreement defaults or if a variable-to-fixed swap is terminated.
- **Basis Risk** – The underlying variable rates for the Commission's Series U and Series A bonds are based on Securities Industry and Financial Markets Association (SIFMA) while the Series U and Series A swaps are based on a percentage of LIBOR. Therefore, the Commission is exposed to basis risk to the extent SIFMA exceeds 67% of one-month LIBOR.

The Commission is also exposed to basis risk related to Series C of 2003 and the constant maturity swap agreements. The exposure for the agreement associated with the Series C 2003 is to the extent that SIFMA exceeds 63% of one-month LIBOR plus 20 basis points. The exposure for the Series C 2003 constant maturity swap is to the extent 67% of one-month LIBOR exceeds 60.15% of 10-year SWAP. The exposure for Series U of 2001 and Series A of 2002 Revenue Bonds constant maturity swap is to the extent 67% of one-month LIBOR exceeds 60.08% of the 10-year SWAP.

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Notes to Financial Statements (continued)

**8. Commitments and Contingencies (continued)**

**Interest Rate Swaps (continued)**

- **Termination Risk** – The swap agreements may be terminated due to a number of circumstances and the Commission retains the option to terminate the swaps at any time. If a swap agreement is terminated (by either party), the respective variable-rate bond would no longer carry a synthetic fixed interest rate. Also, if at the time of termination, the swap had a negative fair value, the Commission would be liable to the swap counterparty for a liability equal to the swap's fair value. It is the Commission's intent to maintain the swap transactions for the life of the financing.

**9. Related Party Transactions**

The Commission incurred costs of \$35.5 million and \$30.7 million related to its use of the Commonwealth's State Police in patrolling the Turnpike System in 2008 and 2007, respectively.

**10. Postemployment Benefits**

**Plan Description**

The Commission maintains a welfare plan program (the Plan), one purpose of which is to provide benefits to eligible retirees and their dependents. The Plan is a single employer, defined benefit plan. The Plan does not issue a stand-alone financial report nor is it included in the financial statements of a public employee retirement system.

Plan benefit provisions and employee contribution rates are established and may be amended by the Commission. The Plan provides certain postemployment medical, prescription drug, dental and vision benefits to management employees who have reached 20 years of service and are under age 60; benefit eligibility changes from 20 to 10 years for retirees 60 years of age or older. The Plan provides certain postemployment medical and prescription drug benefits to union employees who have reached 20 years of service and are under age 60; benefit eligibility changes from 20 to 10 years for retirees 60 years of age or older.

The Commission established The Pennsylvania Turnpike Commission Retiree Medical Trust to provide these postemployment benefits other than pensions (OPEB). The Trust is administered by PNC Bank, which acts as a third-party administrator and administers the Trust under an administrative agreement with the Commission.

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Notes to Financial Statements (continued)

**10. Postemployment Benefits (continued)**

**Funding Policy**

The Commission approved a Retiree Medical Trust Funding Policy whereby the Commission anticipates approving an annual contribution to the Trust in the amount of the Annual Required Contribution as determined by the Commission's actuary during the approval of each Operating Budget.

**Annual OPEB Cost and Net OPEB Asset**

The Commission implemented Governmental Accounting Standards Board (GASB) Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, prospectively during fiscal 2008 and no net OPEB obligation or asset was carried forward from prior accounting periods. Therefore, the Commission's annual OPEB cost (expense) for fiscal 2008 is equal to its annual required contribution (ARC) of \$19,455,000. The ARC is actuarially calculated in accordance with the parameters of GASB Statement No. 45 and represents a level of funding that, if paid on an ongoing basis, is projected to cover normal costs each year and the amortization of the actuarial accrued liabilities over a period not to exceed thirty years.

The Commission made contributions towards the ARC totaling \$20,549,297 in fiscal 2008 which resulted in a net OPEB asset of \$1,094,297 at year end. The contributions towards the ARC consisted of \$14,000,000 transferred to the Retiree Medical Trust plus \$7,612,262 paid to retiree medical benefit providers for current premiums offset by \$1,062,965 in contributions from retirees. The effect of adopting GASB Statement No. 45 was a \$12.9 million increase in OPEB cost (expense) for fiscal 2008. The following chart summarizes the components of the Commission's annual OPEB cost for the year ended May 31, 2008 and the amount contributed to the Plan.

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Notes to Financial Statements (continued)

**10. Postretirement Benefits (continued)**

**Annual OPEB Cost and Net OPEB Asset (continued)**

*(Amounts in Thousands)*

Fiscal Year Ended May 31,	Normal Cost	30-Year Level Dollar Amortization of the Unfunded Actuarial Accrued Liability (UAAL)	Mid-Year Contribution Interest	ARC	Actual Contributions	Percentage Contributed	Net OPEB Asset
2008 – transition year	\$ 4,920	\$ 13,800	\$ 735	\$ 19,455	\$ 20,549	105.6%	\$ 1,094

The ARC and its components (normal cost, UAAL, and mid-year contribution interest) were obtained from an actuarial valuation, prepared by an independent actuary, as of February 28, 2006 using census data collected as of February 28, 2006 and health care claims for the period ending February 28, 2006.

Retiree and spouse contribution rates at May 31, 2008 are as follows:

- Management employees and union employees who retired prior to July 1, 1998 and October 1, 1997, respectively—the retiree/spouse contributes the full cost of coverage less the Commission’s monthly subsidy of \$19.28 once the retiree turns 65.
- Union employees who retired on October 1, 1997 or later—the retiree/spouse contributes the full cost of coverage less the Commission’s monthly subsidy of \$73.50 when the retiree or spouse reach age 65.
- Surviving spouses are paying 100% of the premiums, except for surviving spouses of Management employees who retired after March 1, 2001.

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Notes to Financial Statements (continued)

**10. Postretirement Benefits (continued)**

**Funding Status and Funding Progress**

*(Amounts in Thousands)*

Fiscal Year Ended May 31	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded Actuarial Liability (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
2008 – transition year	\$ 14,000	\$ 228,067	\$ 214,067	6.1%	\$ 118,559	180.6%
2006	\$ –	\$ 167,785	\$ 167,785	–%	\$ 109,022	153.9%

The actuarial value of assets, AAL, and UAAL amounts for the fiscal years ended May 31, 2008 and 2006 in the above chart were obtained from actuarial valuations, prepared by an independent actuary, as of March 1, 2008 and February 28, 2006, respectively.

The schedule of funding progress, presented as RSI following the notes to the financial statements, is to present multiyear trend information about whether the actuarial value of Plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

**Actuarial Methods and Assumptions**

The valuation measurements in the above charts result, in part, from estimates of the value of reported amounts and assumptions about the probability of events far into the future and such actuarially determined estimates are subject to continual revision as actual results are compared to past expectations and new estimates are made about the future. Also, the valuation measurements are based, in part, on the types of benefits provided under the terms of the substantive plan at the time of the valuation and on the pattern of sharing of costs between the Commission and the plan members through the respective valuation dates. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations. Following is a summary of the actuarial methods and assumptions used in the February 28, 2006 and March 1, 2008 valuations.

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Notes to Financial Statements (continued)

**10. Postretirement Benefits (continued)**

**Actuarial Methods and Assumptions (continued)**

Actuarial cost method	Projected Unit Credit
Discount rate	8%
Rate of return on assets	8%
Amortization method	Level dollar
Amortization period	30 years (closed)
Asset valuation method	Fair value

Health Care Trend	Medical	Prescription Drugs	Dental	Vision
Initial Rate	10%	12%	5%	4%
Ultimate Rate	5% in 2012	5% in 2014	5%	4%
Annual Change	1% decrease	1% decrease	NA	NA
Cost	Incurred costs	Incurred costs	Incurred costs	Incurred costs

Salary increases were not considered as OPEB benefits are not based upon pay.

**11. Self-Insurance**

The Commission is exposed to various risks of losses such as theft of, damage to, and destruction of assets, errors and omissions, third-party torts, injuries to employees, injuries to third parties due to accidents caused by Commission automobiles, and natural disasters. The Commission has purchased commercial insurance for all risks of losses, including employee medical benefits, except for torts, injuries to employees and injuries to third parties due to accidents caused by Commission automobiles. No settlements exceeded insurance coverage for each of the past three years.

The Commission recorded a liability of \$22.3 million and \$18.6 million for loss and loss adjustment expenses on claims relating to self-insurance that have been incurred but not reported as of May 31, 2008 and 2007, respectively. This liability is based on GASB Statement No. 10, *Accounting and Financial Reporting for Risk Financing and Related Insurance Issues*, which requires that a liability for claims be recorded if information prior to the issuance of the financial statements indicates that it is probable that a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. The liability is calculated based on the Commission's past loss experience. The liability was discounted using a

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Notes to Financial Statements (continued)

**11. Self-Insurance (continued)**

rate of 3.59% as of May 31, 2008 and 2007. The liability includes amounts for claims adjustment expense and is net of any salvage and subrogation. Salvage and subrogation were not material for the years ended May 31, 2008 and 2007. The Commission believes the liability established is reasonable and appropriate to provide for settlement of losses and related loss adjustment expenses.

Management believes that its reserve for claims incurred but not reported is determined in accordance with generally accepted actuarial principles and practices. However, estimating the ultimate liability is a complex and judgmental process inasmuch as the amounts are based on management's informed estimates and judgments using data currently available. As additional experience and data become available regarding claim payments and reporting patterns, legislative developments and economic conditions, the estimates are revised accordingly and the impact is reflected currently in the Commission's financial statements.

The following summary provides aggregated information on self-insurance liabilities:

	June 1, 2007 Liability	Effects of Discount as of June 1, 2007	Incurred Claims		Paid Claims		Effects of Discount as of May 31, 2008	May 31, 2008 Liability
			Current Year	Prior Years	Current Year	Prior Years		
<i>(In Thousands)</i>								
<b>Year ended May 31, 2008</b>								
Workers' compensation	\$ 7,541	\$ 2,023	\$ 1,218	\$ 589	\$ 706	\$ 1,863	\$ 1,732	\$ 7,070
Automobile/general tort	11,029	-	40	4,497	20	346	-	15,200
	<u>\$ 18,570</u>	<u>\$ 2,023</u>	<u>\$ 1,258</u>	<u>\$ 5,086</u>	<u>\$ 726</u>	<u>\$ 2,209</u>	<u>\$ 1,732</u>	<u>\$ 22,270</u>

	June 1, 2006 Liability	Effects of Discount as of June 1, 2006	Incurred Claims		Paid Claims		Effects of Discount as of May 31, 2007	May 31, 2007 Liability
			Current Year	Prior Years	Current Year	Prior Years		
<i>(In Thousands)</i>								
<b>Year ended May 31, 2007</b>								
Workers' compensation	\$ 7,225	\$ 2,021	\$ 1,334	\$ 1,930	\$ 739	\$ 2,207	\$ 2,023	\$ 7,541
Automobile/general tort	12,020	-	106	606	29	1,674	-	11,029
	<u>\$ 19,245</u>	<u>\$ 2,021</u>	<u>\$ 1,440</u>	<u>\$ 2,536</u>	<u>\$ 768</u>	<u>\$ 3,881</u>	<u>\$ 2,023</u>	<u>\$ 18,570</u>

The foregoing reflects an adjustment for a deficiency of \$5.1 million and \$2.5 million for the fiscal years ended May 31, 2008 and 2007, respectively, for prior years' incurred claims that resulted from a change in estimate as more information became available.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**12. Compensated Absences**

Sick leave is earned at a rate of 3.08 hours every two weeks, or ten days per year. Unused sick leave may be carried over from year to year up to a maximum of 18 days. In November of each year, employees are reimbursed for all accumulated unused sick leave above the maximum. Sick leave payouts were \$1,884,321 and \$1,843,218 in November 2007 and 2006, respectively.

Vacation leave is earned at varying rates, depending on years of service. Management employees earn between 4.62 and 8.93 hours every two weeks. Union employees earn between 3.08 and 8.93 hours every two weeks.

Upon termination of employment, all unused sick and vacation leave is paid to the employee. A summary of changes to compensated absences for the years ended May 31, 2008 and 2007 is as follows:

Fiscal Year Ended May 31,	Beginning Balance	Additions	Reductions	Ending Balance	Due Within One Year
<i>(In Thousands)</i>					
2008	\$ 16,347	\$ 12,075	\$ 11,575	\$ 16,847	\$ 9,808
2007	\$ 15,002	\$ 10,545	\$ 9,200	\$ 16,347	\$ 9,001

**13. Segment Information**

The Pennsylvania Turnpike Commission consists of three segment types. These segments are based on the types of revenues and the associated bond issues. The Mainline consists of income and expenses directly associated with the operations of the toll road. In addition, all bonds pledged against this revenue source are included in this segment.

The Oil Company Franchise segment consists of revenues received from the Commission's allocation of the Commonwealth's Oil Company Franchise Tax. This revenue is pledged against the associated 1998 Series A and B Oil Company Franchise Tax Revenue Bonds, the 2003 Series A, B, and C Oil Company Franchise Tax Revenue Bonds and the 2006 Series A and B Oil Company Franchise Tax Revenue Bonds.

The Motor License segment consists of an annual income of \$28 million which has been provided to the Commission pursuant to Section 20 of Act 3 of the Commonwealth of Pennsylvania. This income is pledged against the Registration Fee Revenue Bonds 2005 Series.

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

<b>Balance Sheet</b>				
May 31, 2008				
	Mainline	Oil Franchise	Motor License	Total
<i>(In Thousands)</i>				
<b>Assets</b>				
Current assets:				
Cash and cash equivalents	\$ 52,486	\$ 18,452	\$ 3,792	\$ 74,730
Short-term investments	–	1,516	–	1,516
Accounts receivable	31,547	6,005	–	37,552
Accrued interest receivable	42	1,433	183	1,658
Inventories	15,372	–	–	15,372
Restricted current assets:				
Cash and cash equivalents	540,168	52,117	28,559	620,844
Short-term investments	71,906	82,608	–	154,514
Accrued interest receivable	547	1,564	914	3,205
Total current assets	<u>712,068</u>	<u>163,695</u>	<u>33,448</u>	<u>909,211</u>
Noncurrent assets:				
Long-term investments:				
Long-term investments unrestricted	7,907	156,643	18,032	182,582
Long-term investments restricted	39,365	70,698	69,420	179,483
Total long-term investments	<u>47,272</u>	<u>227,341</u>	<u>87,452</u>	<u>362,065</u>
Capital assets not being depreciated:				
Land	181,846	–	–	181,846
Assets under construction	953,763	264,462	128,126	1,346,351
Capital assets being depreciated:				
Buildings	697,816	–	–	697,816
Improvements other than buildings	59,482	–	–	59,482
Equipment	397,477	–	–	397,477
Infrastructure	4,613,052	–	–	4,613,052
	<u>6,903,436</u>	<u>264,462</u>	<u>128,126</u>	<u>7,296,024</u>
Less accumulated depreciation	<u>(3,529,195)</u>	<u>–</u>	<u>–</u>	<u>(3,529,195)</u>
Total capital assets	<u>3,374,241</u>	<u>264,462</u>	<u>128,126</u>	<u>3,766,829</u>
Other assets:				
Other assets	1,433	–	–	1,433
Deferred issuance costs	20,196	12,441	4,749	37,386
Total other assets	<u>21,629</u>	<u>12,441</u>	<u>4,749</u>	<u>38,819</u>
Total noncurrent assets	<u>3,443,142</u>	<u>504,244</u>	<u>220,327</u>	<u>4,167,713</u>
Total assets	<u>\$ 4,155,210</u>	<u>\$ 667,939</u>	<u>\$ 253,775</u>	<u>\$ 5,076,924</u>

*Continued on the following page.*

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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Balance Sheet (continued)**

	May 31, 2008			
	Mainline	Oil Franchise	Motor License	Total
	<i>(In Thousands)</i>			
<b>Liabilities and net assets</b>				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 97,867	\$ 18,554	\$ 4,851	\$ 121,272
Current portion of debt	49,495	12,560	5,500	67,555
Unearned income	25,963	–	–	25,963
Total current liabilities	<u>173,325</u>	<u>31,114</u>	<u>10,351</u>	<u>214,790</u>
Noncurrent liabilities:				
Debt, less current portion, net of unamortized premium/discount	2,737,067	577,543	440,677	3,755,287
Other noncurrent liabilities	37,682	198	–	37,880
Total noncurrent liabilities	<u>2,774,749</u>	<u>577,741</u>	<u>440,677</u>	<u>3,793,167</u>
Total liabilities	<u>2,948,074</u>	<u>608,855</u>	<u>451,028</u>	<u>4,007,957</u>
Net assets:				
Invested in capital assets, net of related debt	1,090,720	(330,030)	(318,801)	441,889
Restricted for certain construction and maintenance purposes	55,981	211,070	99,541	366,592
Unrestricted	60,435	178,044	22,007	260,486
Total net assets	<u>1,207,136</u>	<u>59,084</u>	<u>(197,253)</u>	<u>1,068,967</u>
Total liabilities and net assets	<u>\$ 4,155,210</u>	<u>\$ 667,939</u>	<u>\$ 253,775</u>	<u>\$ 5,076,924</u>

Pennsylvania Turnpike Commission  
A Component Unit of the Commonwealth of Pennsylvania

Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Revenues, Expenses, and Changes in Net Assets**

	Year Ended May 31, 2008			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
Operating revenues:				
Net fares	\$ 598,926	\$ —	\$ —	\$ 598,926
Other	21,279	—	—	21,279
	<u>620,205</u>	<u>—</u>	<u>—</u>	<u>620,205</u>
Operating expenses:				
Cost of services	337,352	35,340	267	372,959
Depreciation	193,696	—	—	193,696
	<u>531,048</u>	<u>35,340</u>	<u>267</u>	<u>566,655</u>
Operating income (loss)	89,157	(35,340)	(267)	53,550
Nonoperating revenues (expenses):				
Oil company franchise tax revenues	—	60,592	—	60,592
Motor license registration fee revenue	—	—	28,000	28,000
Investment earnings	22,495	22,329	5,664	50,488
Other nonoperating expenses	(135)	—	—	(135)
Act 44 payments to PennDOT	(750,000)	—	—	(750,000)
Interest and bond expenses	(96,550)	(28,903)	(20,797)	(146,250)
	<u>(824,190)</u>	<u>54,018</u>	<u>12,867</u>	<u>(757,305)</u>
Change in net assets before capital contributions	(735,033)	18,678	12,600	(703,755)
Capital contributions	10,258	2,316	—	12,574
Change in net assets	<u>(724,775)</u>	<u>20,994</u>	<u>12,600</u>	<u>(691,181)</u>
Net assets at beginning of year	1,925,643	44,374	(209,869)	1,760,148
Asset transfers	6,268	(6,284)	16	—
Net assets at end of year	<u>\$ 1,207,136</u>	<u>\$ 59,084</u>	<u>\$(197,253)</u>	<u>\$ 1,068,967</u>

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows**

	Year Ended May 31, 2008			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Operating activities</b>				
Cash received from customer tolls and deposits	\$ 667,795	\$	\$	\$ 667,795
Cash payments for goods and services	(267,199)	(41,857)	(267)	(309,323)
Cash payments to employees	(156,402)	(200)	-	(156,602)
Cash received from other operating activities	14,281	222	-	14,503
Net cash provided by (used in) operating activities	258,475	(41,835)	(267)	216,373
<b>Investing activities</b>				
Proceeds from sales and maturities of investments	787,898	351,291	120,392	1,259,581
Interest received on investments	21,748	19,480	5,447	46,675
Purchases of investments	(505,246)	(245,542)	(113,989)	(864,777)
Net cash provided by investing activities	304,400	125,229	11,850	441,479
<b>Capital and related financing activities</b>				
Capital grants received	12,939	3,755	-	16,694
Construction and acquisition of capital assets	(449,323)	(82,520)	15	(531,828)
Proceeds from sale of capital assets	29	-	-	29
Payments for bond expenses	(2,495)	(1,058)	231	(3,322)
Payments for redemption of debt	(35,970)	(11,345)	(5,330)	(52,645)
Interest paid on debt	(90,088)	(28,866)	(21,414)	(140,368)
Proceeds from new debt	1,179,835	-	-	1,179,835
Net cash provided by (used in) capital and related financing activities	614,927	(120,034)	(26,498)	468,395

*Continued on the following page.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows (continued)**

	Year Ended May 31, 2008			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Noncapital financing activities</b>				
Cash payments to PennDOT	\$(750,000)	\$ —	\$ —	\$(750,000)
Cash proceeds from motor license grant	—	—	28,000	28,000
Cash proceeds from oil company franchise tax	—	58,709	—	58,709
Net cash (used in) provided by noncapital financing activities	<b>(750,000)</b>	<b>58,709</b>	<b>28,000</b>	<b>(663,291)</b>
Increase in cash and cash equivalents	<b>427,802</b>	<b>22,069</b>	<b>13,085</b>	<b>462,956</b>
Cash and cash equivalents at beginning of year	<b>164,852</b>	<b>48,500</b>	<b>19,266</b>	<b>232,618</b>
Cash and cash equivalents at end of year	<b>\$ 592,654</b>	<b>\$ 70,569</b>	<b>\$ 32,351</b>	<b>\$ 695,574</b>

*Continued on the following page – see accompanying schedule of reconciliation.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows (continued)**

	Year Ended May 31, 2008			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Reconciliation of operating income (loss) to net cash provided by (used in) operating activities</b>				
Operating income (loss)	\$ 89,157	\$ (35,340)	\$ (267)	\$ 53,550
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities:				
Depreciation	193,696	—	—	193,696
Change in operating assets and liabilities:				
Accounts receivable	(3,121)	—	—	(3,121)
Inventories	1,033	—	—	1,033
Other assets	(1,047)	—	—	(1,047)
Accounts payable and accrued liabilities	(23,354)	(6,495)	—	(29,849)
Other noncurrent liabilities	2,111	—	—	2,111
Net cash provided by (used in) operating activities	<u>\$ 258,475</u>	<u>\$ (41,835)</u>	<u>\$ (267)</u>	<u>\$ 216,373</u>
<b>Noncash activities</b>				
Increase in fair value of investments	<u>\$ 5,215</u>	<u>\$ 4,282</u>	<u>\$ 200</u>	<u>\$ 9,697</u>

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Balance Sheet**

	May 31, 2007			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Assets</b>				
Current assets:				
Cash and cash equivalents	\$ 7,039	\$ 8,677	\$ 406	\$ 16,122
Short-term investments	8,442	17,420	5,948	31,810
Accounts receivable	30,893	5,561	—	36,454
Accrued interest receivable	1,125	1,494	257	2,876
Inventories	16,679	—	—	16,679
Restricted current assets:				
Cash and cash equivalents	157,813	39,823	18,860	216,496
Short-term investments	134,852	134,010	58,373	327,235
Accrued interest receivable	3,460	2,824	908	7,192
Total current assets	360,303	209,809	84,752	654,864
Noncurrent assets:				
Long-term investments:				
Long-term investments unrestricted	69,160	121,278	14,199	204,637
Long-term investments restricted	184,833	140,335	15,050	340,218
Total long-term investments	253,993	261,613	29,249	544,855
Capital assets not being depreciated:				
Land	174,661	—	—	174,661
Assets under construction	878,657	187,580	128,127	1,194,364
Capital assets being depreciated:				
Buildings	666,087	—	—	666,087
Improvements other than buildings	58,831	—	—	58,831
Equipment	319,524	—	—	319,524
Infrastructure	4,362,098	—	—	4,362,098
	6,459,858	187,580	128,127	6,775,565
Less accumulated depreciation	3,344,628	—	—	3,344,628
	3,115,230	187,580	128,127	3,430,937
Other assets:				
Other assets	385	—	—	385
Deferred issuance costs	13,992	7,020	4,893	25,905
Total other assets	14,377	7,020	4,893	26,290
Total noncurrent assets	3,383,600	456,213	162,269	4,002,082
Total assets	\$ 3,743,903	\$ 666,022	\$ 247,021	\$ 4,656,946

*Continued on the following page.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Balance Sheet (continued)**

	May 31, 2007			
	Mainline	Oil Franchise	Motor License	Total
	<i>(In Thousands)</i>			
<b>Liabilities and net assets</b>				
Current liabilities:				
Accounts payable and accrued liabilities	\$ 124,554	\$ 24,731	\$ 5,593	\$ 154,878
Current portion of debt	35,970	11,345	5,330	52,645
Unearned income	22,845	—	—	22,845
Total current liabilities	183,369	36,076	10,923	230,368
Noncurrent liabilities:				
Debt, less current portion, net of unamortized premium/discount	1,600,151	585,370	445,967	2,631,488
Other noncurrent liabilities	34,740	202	—	34,942
Total noncurrent liabilities	1,634,891	585,572	445,967	2,666,430
Total liabilities	1,818,260	621,648	456,890	2,896,798
Net assets:				
Invested in capital assets, net of related debt	1,493,102	(402,117)	(318,276)	772,709
Restricted for certain construction and maintenance purposes	346,775	297,622	87,598	731,995
Unrestricted	85,766	148,869	20,809	255,444
Total net assets	1,925,643	44,374	(209,869)	1,760,148
Total liabilities and net assets	\$ 3,743,903	\$ 666,022	\$ 247,021	\$ 4,656,946

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Revenues, Expenses, and Changes in Net Assets**

	Year Ended May 31, 2007			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
Operating revenues:				
Net fares	\$ 592,641	\$ —	\$ —	\$ 592,641
Other	15,803	—	—	15,803
	<u>608,444</u>	<u>—</u>	<u>—</u>	<u>608,444</u>
Operating expenses:				
Cost of services	316,410	52,925	520	369,855
Depreciation	198,414	—	—	198,414
	<u>514,824</u>	<u>52,925</u>	<u>520</u>	<u>568,269</u>
Operating income (loss)	93,620	(52,925)	(520)	40,175
Nonoperating revenues (expenses):				
Oil company franchise tax revenues	—	67,071	—	67,071
Motor license registration fee revenue	—	—	28,000	28,000
Investment earnings	33,613	28,234	5,842	67,689
Other nonoperating revenues	1,405	—	—	1,405
Interest and bond expenses	(84,045)	(28,549)	(22,821)	(135,415)
	<u>(49,027)</u>	<u>66,756</u>	<u>11,021</u>	<u>28,750</u>
Change in net assets before capital contributions	44,593	13,831	10,501	68,925
Capital contributions	19,071	5,235	—	24,306
Change in net assets	<u>63,664</u>	<u>19,066</u>	<u>10,501</u>	<u>93,231</u>
Net assets at beginning of year	1,662,244	48,955	(44,282)	1,666,917
Asset transfers	199,735	(23,647)	(176,088)	—
Net assets at end of year	<u>\$ 1,925,643</u>	<u>\$ 44,374</u>	<u>\$(209,869)</u>	<u>\$ 1,760,148</u>

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows**

	Year Ended May 31, 2007			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Operating activities</b>				
Cash received from customer tolls and deposits	\$ 670,787	\$ —	\$ —	\$ 670,787
Cash payments for goods and services	(203,761)	(51,095)	(6,162)	(261,018)
Cash payments to employees	(159,493)	—	—	(159,493)
Cash received from other operating activities	11,742	579	—	12,321
Net cash provided by (used in) operating activities	319,275	(50,516)	(6,162)	262,597
<b>Investing activities</b>				
Proceeds from sales and maturities of investments	292,844	295,647	26,623	615,114
Interest received on investments	25,719	24,060	4,871	54,650
Purchases of investments	(537,365)	(147,868)	(41,690)	(726,923)
Net cash (used in) provided by investing activities	(218,802)	171,839	(10,196)	(57,159)
<b>Capital and related financing activities</b>				
Capital grants received	12,874	4,329	—	17,203
Construction and acquisition of capital assets	(462,996)	(144,687)	5,893	(601,790)
Proceeds from sale of capital assets	1,422	—	—	1,422
Payments for bond expenses	(2,343)	(1,824)	(325)	(4,492)
Payments for redemption debt	(38,720)	(261,029)	(7,025)	(306,774)
Interest paid on debt	(72,823)	(27,860)	(21,269)	(121,952)
Proceeds from new debt	356,688	251,165	—	607,853
Net cash used in capital and related financing activities	(205,898)	(179,906)	(22,726)	(408,530)

*Continued on the following page.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows (continued)**

	Year Ended May 31, 2007			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Noncapital financing activities</b>				
Cash proceeds from motor license grant	\$ —	\$ —	\$ 28,000	\$ 28,000
Cash proceeds from oil company franchise tax	—	66,875	—	66,875
Net cash provided by noncapital financing activities	—	66,875	28,000	94,875
Increase (decrease) in cash and cash equivalents	(105,425)	8,292	(11,084)	(108,217)
Cash and cash equivalents at beginning of year	270,277	40,208	30,350	340,835
Cash and cash equivalents at end of year	\$ 164,852	\$ 48,500	\$ 19,266	\$ 232,618

*Continued on the following page – see accompanying schedule of reconciliation.*

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**13. Segment Information (continued)**

**Statement of Cash Flows (continued)**

	Year Ended May 31, 2007			Total
	Mainline	Oil Franchise	Motor License	
	<i>(In Thousands)</i>			
<b>Reconciliation of operating income (loss) to net cash provided by (used in) operating activities</b>				
Operating income (loss)	\$ 93,620	\$ (52,925)	\$ (520)	\$ 40,175
Adjustments to reconcile operating income (loss) to net cash provided by (used in) operating activities:				
Depreciation	198,414	-	-	198,414
Change in operating assets and liabilities:				
Accounts receivable	(1,314)	-	-	(1,314)
Inventories	1,645	-	-	1,645
Other assets	(2)	-	-	(2)
Accounts payable and accrued liabilities	25,356	2,409	(5,642)	22,123
Other noncurrent liabilities	1,556	-	-	1,556
Net cash provided by (used in) operating activities	<u>\$ 319,275</u>	<u>\$ (50,516)</u>	<u>\$ (6,162)</u>	<u>\$ 262,597</u>
<b>Noncash activities</b>				
Increase in fair value of investments	\$ 3,805	\$ 4,910	\$ 537	\$ 9,252
Capital contribution fair value of assets	5,745	-	-	-
	<u>\$ 9,550</u>	<u>\$ 4,910</u>	<u>\$ 537</u>	<u>\$ 9,252</u>

Pennsylvania Turnpike Commission  
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Notes to Financial Statements (continued)

**14. Subsequent Events**

On July 29, 2008, the Commission issued Series B of 2008 fixed rate Turnpike Subordinate Revenue Bonds in the amount of \$233,905,000. The Series B of 2008 bonds consisted of Subseries B-1 of 2008 and Subseries B-2 of 2008. Subseries B-1 of 2008 totaled \$164,915,000 with \$65,420,000 Serial Bonds maturing June 1, 2030; \$48,830,000 5.50% Term Bonds maturing June 1, 2033; and, \$50,665,000 5.25% Term Bonds maturing June 1, 2036. Subseries B-2 of 2008 bonds totaled \$68,990,000 (Federally Taxable) with \$6,565,000 Serial Bonds maturing June 1, 2018; and, \$62,425,000 7.47% Term Bonds maturing June 1, 2025. These bonds were issued primarily to finance the costs of making payments to fund certain grants to mass transit agencies and various road, highway, bridge and capital projects.

On August 19, 2008, the Commission issued \$50,000,000 Turnpike Multi-Modal Revenue Bonds, Series C of 2008 maturing June 1, 2038. These bonds bear interest at a variable rate and were issued primarily to finance the costs of various capital expenditures to fund the reconstruction of roadbed and roadway and the widening, replacing and redecking of certain bridges and/or the rehabilitation of certain interchanges.

The Commission and PennDOT submitted an amended application to FHWA to toll Interstate 80 in July 2008 and supplemented such application in August 2008. By letter dated September 11, 2008, FHWA advised the Commission and PennDOT that it was unable to move the application forward at this time primarily because the proposed lease payments (from the Commission to PennDOT), as presented to FHWA, did not meet federal statutory requirements. The Commission has not yet determined its future course of action related to this matter.

The Commission expects to fund the Act 44 and Lease and Funding Agreement payments for the upcoming year using a combination of debt proceeds and a 25% toll increase, which will take effect January 2009. Given the extraordinary conditions currently being experienced in the credit markets, the ability of the Commission to secure funding through the issuance of debt may be adversely affected. Under the Agreement, if the Commission defaults on a required payment, upon notice from the Secretary of the Budget, all actions of the Commission taken by vote will require unanimous approval until such time as the default is cured.

# Required Supplementary Information

Pennsylvania Turnpike Commission  
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Schedule of Funding Progress –  
Postemployment Healthcare Benefits

*(Amounts in Thousands)*

Actuarial Valuation Date	Actuarial Value of Assets	Actuarial Accrued Liability (AAL)	Unfunded AAL (UAAL)	Funded Ratio	Covered Payroll	UAAL as a Percentage of Covered Payroll
March 1, 2008	\$ 14,000	\$ 228,067	\$ 214,067	6.54%	\$ 118,559	180.6%
February 28, 2006	\$ –	\$ 167,785	\$ 167,785	–%	\$ 109,022	153.9%

Because 2008 was the year of transition for GASB Statement No. 45, requirements of GASB Statement No. 45 have been implemented prospectively; therefore, the above schedule does not reflect information for three years as typically required.

**APPENDIX C**

**SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE**

[See Attached]

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## APPENDIX C

### SUMMARY OF CERTAIN PROVISIONS OF THE SUBORDINATE INDENTURE

#### DEFINITIONS OF CERTAIN TERMS

In addition to words and terms elsewhere defined in this Official Statement, the following words and terms as used in this Official Statement, including this Appendix C, and the Subordinate Indenture shall have the following meanings unless the context clearly indicates otherwise:

“Act 44” -- an Act of the General Assembly of Pennsylvania approved July 18, 2007, No. 2007-44, including all amendments and any successor act, as amended.

“Additional Subordinate Indenture Bonds” -- Subordinate Indenture Bonds of any Series, other than the Original Subordinate Indenture Bonds, authorized to be issued under the Subordinate Indenture.

“Administrative Expenses” -- costs and fees in connection with the Subordinate Indenture Bonds and Parity Obligations including, without limitation, costs and fees of the Trustee, Consultants, Counsel, Bond Counsel and the Commission.

“Administrative Expenses Fund” -- the fund created under the section “Creation of Funds.”

“Annual Debt Service” -- (a) the amount of principal and interest paid or payable with respect to Subordinate Indenture Bonds in a Fiscal Year plus (b) Reimbursement Obligations paid or payable by the Commission in such Fiscal Year (but only to the extent they are not duplicative of such principal and interest), plus (c) Approved Swap Agreement payments paid or payable by the Commission in such Fiscal Year, minus (d) the amounts, if any, paid or payable to the Commission in such Fiscal Year with respect to Approved Swap Agreements, provided that the difference between the amounts described in clauses (c) and (d) shall be included only to the extent that such difference would not be recognized as a result of the application of the assumptions set forth below. The following assumptions shall be used to determine the Annual Debt Service becoming due in any Fiscal Year:

- (a) in determining the principal amount paid or payable with respect to Subordinate Indenture Bonds or Reimbursement Obligations in each Fiscal Year, payment shall be assumed to be made in accordance with any amortization schedule established for such Indebtedness, including amounts paid or payable pursuant to any mandatory redemption schedule for such Indebtedness;
- (b) if any of the Indebtedness or proposed Indebtedness constitutes Balloon Indebtedness, then such amounts thereof as constitute Balloon Indebtedness shall be treated as if such Indebtedness is to be amortized in substantially equal annual installments of principal and interest over a term of 25 years from the date of issuance of such Indebtedness. Anything to the contrary in the Subordinate Indenture notwithstanding, during the year preceding the final maturity date of such Indebtedness, all of the principal thereof shall be considered to be due on such maturity date unless the Commission provides to the Trustee a certificate of a Financial Consultant certifying that, in its judgment, the Commission will be able to refinance such Balloon Indebtedness, in which event the Balloon Indebtedness shall be amortized over the term of the Indebtedness expected to refinance such Balloon Indebtedness and shall bear the interest rate specified in the certificate of the Financial Consultant;
- (c) if any of the Indebtedness or proposed Indebtedness constitutes Variable Rate Indebtedness, then interest in future periods shall be based on the Assumed Variable Rate.
- (d) Termination or similar payments under an Approved Swap Agreement shall not be taken into account in any calculation of Annual Debt Service.

“Applicable Long-Term Indebtedness” -- includes Subordinate Indenture Bonds, Additional Subordinate Indenture Bonds and Parity Obligations.

“Approved Swap Agreement” -- shall have the meaning set under “Approved and Parity Swap Obligations.”

“Assumed Variable Rate” -- in the case of (a) Outstanding Variable Rate Indebtedness, the average interest rate on such Indebtedness for the most recently completed 12-month period; and (b) proposed Variable Rate Indebtedness, (1) which will, in the opinion of Bond Counsel delivered at the time of the issuance thereof be excluded from gross income for federal income tax purposes, the average of the Security Industry and Financial Markets Association Municipal Swap Index as the successor to the Bond Market Association Swap Index (“SIFMA Index”) for the 12 months ending 7 days preceding the date of calculation plus 100 basis points, or (2) in the case of Subordinate Indenture Bonds not described in clause (1), the London Interbank Offered Rate (“LIBOR”) most closely resembling the reset period for the Variable Rate Indebtedness plus 100 basis points; provided that if the SIFMA Index or LIBOR shall cease to be published, the index to be used in its place shall be that index which the Commission in consultation with the Financial Consultant determines most closely replicates such index, as set forth in a certificate of a Commission Official filed with the Trustee.

“Authenticating Agent” -- that Person designated and authorized to authenticate any series of Subordinate Indenture Bonds or such Person designated by the Authenticating Agent to serve such function, and shall initially be the Trustee.

“Authorized Denominations” -- with respect to any Additional Subordinate Indenture Bonds issued under a Supplemental Indenture, those denominations specified in such Supplemental Indenture.

“Balloon Indebtedness” -- Long-Term Indebtedness of which 25% or more of the principal matures in the same Fiscal Year and is not required by the documents pursuant to which such Indebtedness was issued to be amortized by payment or redemption prior to that Fiscal Year, provided that such Indebtedness will not constitute Balloon Indebtedness if the Trustee is provided a certificate of a Commission Official certifying that such Indebtedness is not to be treated as Balloon Indebtedness (because, by way of example, such Indebtedness is intended to serve as “wrap around” Indebtedness).

“Bank” -- as to any particular Series of Subordinate Indenture Bonds, each Person (other than a Bond Insurer or PennDot) providing a letter of credit, a line of credit, a guaranty or another credit or liquidity enhancement facility as designated in the Supplemental Indenture providing for the issuance of such Subordinate Indenture Bonds.

“Bank Fee” -- any commission, fee or expense payable to a Bank pursuant to a Reimbursement Agreement (but not amounts payable as reimbursement for amounts drawn under a Credit Facility or interest on such amounts).

“Bankruptcy Law” -- Title 9 of the United States Code, as amended from time to time, and any successor to or replacement of such Title and any other applicable federal or state bankruptcy, insolvency or similar law.

“Beneficial Owner” -- the beneficial owner of any Subordinate Indenture Bond which is held by a nominee.

“Bond Buyer Index” -- shall mean the Bond Buyer 20 Bond Index as published weekly in “The Bond Buyer”. If such Index shall cease to be published, the Financial Consultant shall select another index which shall be reflective of the Commission’s fixed borrowing cost.

“Bond Counsel” -- any attorney or firm of attorneys whose experience in matters relating to the issuance of obligations by states and their political subdivisions is nationally recognized.

“Bond Insurer” -- as to any particular maturity or any particular Series of Subordinate Indenture Bonds, the Person undertaking to insure such Subordinate Indenture Bonds as designated in a Supplemental Indenture providing for the issuance of such Subordinate Indenture Bonds.

“Book-Entry-Only System” -- a system similar to the system described in the Subordinate Indenture pursuant to which bonds are registered in book-entry form.

“Business Day” -- any day other than a Saturday or a Sunday or a day on which banking institutions are required or authorized by law or executive order to remain closed in the city in which the designated office of the Trustee or any Bank is located, in the Commonwealth or in the City of New York.

“Chief Engineer” -- the employee of the Commission designated its “Chief Engineer” or any successor title.

“Class” -- the Revenue Bonds or their Holders, collectively, or the Guaranteed Bonds or their Holders, collectively, or any future type of Subordinate Indenture Bond, unique in its security or purposes in relation to other Subordinate Indenture Bonds, or its Holders, collectively.

“Code” -- the Internal Revenue Code of 1986, as amended, and the regulations proposed or in effect with respect thereto.

“Commonwealth” -- the Commonwealth of Pennsylvania.

“Commission Official” -- any commissioner, director, officer or employee of the Commission authorized to perform specific acts or duties by resolution duly adopted by the Commission.

“Commission Payments” -- the covenant by the Commission and the payments made by the Commission, all as set forth in the section “Commission Payments,” with respect to payments to be made to the Trustee.

“Commission Payments Fund” -- the fund created under the section “Creation of Funds.”

“Conditional Redemption” -- shall have the meaning set forth in the section “Notice of Redemption.”

“Consultant” -- a Person who shall be independent, appointed by the Commission as needed, qualified and having a nationwide and favorable reputation for skill and experience in such work for which the Consultant was appointed. In those situations in which a Consultant is appointed to survey risks and to recommend insurance coverage, such Consultant may be a broker or agent with whom the Commission transacts business.

“Counsel” -- an attorney or law firm (who may, without limitation, be counsel for the Commission, the Commonwealth or other governmental entity or agency of the Commonwealth) not unsatisfactory to the Trustee.

“Credit Facility” -- any letter of credit, line of credit, standby letter of credit, DSRF Security, indemnity or surety insurance policy or agreement to purchase a debt obligation or any similar extension of credit, credit enhancement or liquidity support obtained by the Commission from a responsible financial or insurance institution, to provide for or to secure payment of principal and purchase price of, and/or interest on Subordinate Indenture Bonds pursuant to the provisions of a Supplemental Indenture under which such Subordinate Indenture Bonds are issued. The use of such definition is not intended to preclude the Commission from providing the credit or liquidity support with respect to one or more series of Subordinate Indenture Bonds directly rather than through a financial or insurance institution.

“Debt Service Fund” -- the fund created under the section “Creation of Funds.”

“Debt Service Reserve Fund” -- the fund created under the section “Creation of Funds.”

“Debt Service Reserve Fund Bonds” -- shall mean the Long-Term Indebtedness specified by the Commission in this or any Supplemental Indenture that is secured by the Debt Service Reserve Fund as described in the section “Debt Service Reserve Fund.”

“Debt Service Reserve Requirement” -- the amount equal to the lesser of (1) Maximum Annual Debt Service on account of all the Debt Service Reserve Fund Bonds, (2) 10% of the aggregate Outstanding principal amount of all the Debt Service Reserve Fund Bonds, and (3) 125% of average Annual Debt Service for all Debt Service Reserve Fund Bonds for each Fiscal Year for the remaining life of such Bonds, provided in any such case that such amount does not exceed what is permitted by the Code.

“Defeasance Securities” --

- (a) Cash,
- (b) Government Obligations,
- (c) Government Obligations which have been stripped by the U.S. Treasury and CATS, TIGRS and similar securities,
- (d) Resolution Funding Corp. strips which have been stripped by the Federal Reserve Bank of New York,
- (e) Pre-refunded obligations of a state or municipality rated in the highest rating category by the Rating Agency, and

(f) Obligations issued by the following agencies which are backed by the full faith and credit of the U.S.:

- 1) Farmers Home Administration  
Certificates of beneficial ownership
- 2) Federal Financing Bank
- 3) General Services Administration  
Participation certificates
- 4) U.S. Maritime Administration  
Guaranteed Title XI financing
- 5) U.S. Department of Housing and Urban Development  
Project Notes Local Authority Bonds New Communities  
Debentures - U.S. government guaranteed debentures
- 6) U.S. Public Housing Notes and Bonds  
U.S. government guaranteed public housing notes and Bonds

“Depository” -- a bank or trust company designated as such by the Commission to receive moneys under the provisions of the Subordinate Indenture and approved by the Trustee, and shall include the Trustee.

“Depository Participants” -- any Person for which the Securities Depository holds Subordinate Indenture Bonds as securities depository.

“DSRF Security” -- shall have the meaning set forth in the section “Debt Service Reserve Fund.”

“DTC” -- shall mean The Depository Trust Company.

“Enabling Acts” -- shall mean the Act approved May 21, 1937, P.L. 774, as amended by Acts approved on various dates, including May 24, 1945 P.L. 972, February 26, 1947, P.L. 17, May 23, 1951, P.L. 335, August 14, 1951, P.L. 1232 and September 30, 1985, P.L. 240 and Act 44, as amended, and any successor acts, as amended.

“Event of Bankruptcy” -- the filing of a petition in bankruptcy (or other commencement of a bankruptcy or similar proceedings) by or against the Commission as debtor, under Bankruptcy Law.

“Event of Default” -- those events specified in the section “Events of Default” in the Subordinate Indenture and such other events specified in any Supplemental Indentures.

“Financial Consultant” -- any financial advisor or firm of financial advisors of favorable national reputation for skill and experience in performing the duties for which a Financial Consultant is required to be employed pursuant to the provisions in the Subordinate Indenture and who is retained by the Commission as a Financial Consultant for the purposes of the Subordinate Indenture.

“Fiscal Year” -- the period commencing on the first day of June and ending on the last day of May of the following year.

“Fitch” -- Fitch, Inc., its successors and assigns, and, if such corporation shall for any reason no longer perform the functions of a securities rating agency, “Fitch” shall be deemed to refer to any other nationally recognized rating agency designated by the Commission.

“Fixed Rate Bonds” -- Subordinate Indenture Bonds issued at a fixed interest rate.

“General Reserve Fund” -- the General Reserve Fund created under the Senior Indenture.

“Government Obligations” --

- (a) direct obligations of, or obligations the principal of and interest on which are unconditionally guaranteed as to full and timely payment by, the U.S.,
- (b) obligations issued by a Person controlled or supervised by and acting as an instrumentality of the U.S., the payment of the principal of and interest on which is fully and unconditionally guaranteed as a full faith and credit obligation of the U.S. (including any securities described in clause (a) above issued or held in book entry form in the name of the Trustee only on the books of the Department of Treasury of the U.S.),
- (c) any certificates or any other evidences of an ownership interest in obligations or specified portions thereof (which may consist of specified portions of the interest thereon) of the character described in clause (a) or (b) above, which obligations are held by a bank or trust company organized and existing under the laws of the U.S. or any state thereof in the capacity of custodian,
- (d) stripped obligations of interest issued by the Resolution Funding Corporation pursuant to the Financial Institutions Reform, Recovery and Enforcement Act of 1989 (“FIRREA”), the interest on which, to the extent not paid from other specified sources, is payable when due by the Secretary of the Treasury pursuant to FIRREA, and
- (e) obligations of any state or political subdivision thereof or any agency or instrumentality of such a state or political subdivision, provided that cash, obligations described in clause (a), (b), (c) or (d) above, or a combination thereof have been irrevocably pledged to and deposited into a segregated escrow account for the payment when due of the principal or redemption price of and interest on such obligations, and provided further that, at the time of purchase, such obligations are rated by the Rating Agency in its highest rating category.

“Guarantee Repayment Fund” -- the fund created under the section “Creation of Funds.”

“Guaranteed Bonds ” -- Bonds issued pursuant to the Subordinate Indenture and authorized pursuant to Section 9511.4 of Act 44 which are secured by Commonwealth Motor License Fund payments but are subordinate to Revenue Bonds with respect to their claim on Commission Payments.

“Guaranteed Bonds Account” -- the account created under the section “Debt Service Account.”

“Guaranteed Bonds Parity Obligations” -- Guaranteed Bonds and all other obligations agreed by the Commission to be on a parity therewith with respect to their claim on Commission Payments.

“Guaranteed Bonds Payments” -- payments received from the Commonwealth’s Motor License Fund pursuant to Act 44 for the purpose of paying debt service on Guaranteed Bonds.

“Guaranteed Bonds Receipts Account” -- the account created under the section “Debt Service Account.”

“Immediate Notice” -- notice transmitted by electronic means, in writing, by telecopier or other electronic means or by telephone (promptly confirmed in writing) and received by the Person to whom it was addressed.

“Indebtedness” -- any obligation or debt incurred for money borrowed.

“Interest Payment Date” -- with respect to each series of Subordinate Indenture Bonds, the dates which are defined as such in the Supplemental Indenture under which such Subordinate Indenture Bonds are issued. However, in each case, if the date specified above is not a Business Day then the Interest Payment Date shall be the Business Day next succeeding the date specified above.

“Interest Sub-Account -- the account created by the section “Debt Service Fund.”

“Issuance Cost” -- costs incurred by or on behalf of the Commission in connection with the issuance of Subordinate Indenture Bonds including, without limitation, the following: payment of financial, legal, accounting and appraisal fees and

expenses, the Commission's fees and expenses attributable to the issuance of the Subordinate Indenture Bonds, the cost of printing, engraving and reproduction services, fees and expenses incurred in connection with any Credit Facility and any Approved Swap Obligation, legal fees and expenses for Bond Counsel, Commission's counsel, Trustee's counsel and Underwriter's counsel relating to the issuance of the Subordinate Indenture Bonds, the initial or acceptance fee of the Trustee, and all other fees, charges and expenses incurred in connection with the issuance of the Subordinate Indenture Bonds and the preparation of the Subordinate Indenture.

"Lease" -- the Lease and Funding Agreement dated as of October 14, 2007, as it may be amended, between the Commission and PennDot.

"Lease Rental Payments" -- lease rental payments required by the Lease.

"Letter of Representations" -- the letter of representations or similar document executed by the Commission and delivered to the Securities Depository (and any amendments thereto or successor agreements) for one or more Series of Book Entry Bonds.

"Long-Term Indebtedness" -- all Indebtedness, which is not (a) Short-Term Indebtedness or (b) Subordinated Indebtedness.

"Maximum Annual Debt Service" -- at any point in time, the maximum amount of annual Debt Service on all applicable Long-Term Indebtedness paid or payable in the then current or any future Fiscal Year.

"Moody's" -- Moody's Investors Service, a corporation organized and existing under the laws of the State of Delaware, its successors and their assigns, and, if such corporation shall for any reason no longer perform the functions of a securities rating agency, "Moody's" shall be deemed to refer to any other nationally recognized rating agency designated by the Commission.

"Motor License Fund" -- the Commonwealth Motor License Fund.

"Original Subordinate Indenture Bonds" -- the Commission's Subordinated Turnpike Revenue Bonds, Series 2008A, in an aggregate principal amount of \$244,855,000.

"Outstanding" or "outstanding" in connection with Subordinate Indenture Bonds -- all Subordinate Indenture Bonds which have been authenticated and delivered under the Subordinate Indenture, except:

- (a) Subordinate Indenture Bonds theretofore cancelled or delivered to the Trustee for cancellation under the Subordinate Indenture;
- (b) Subordinate Indenture Bonds which are deemed to be no longer Outstanding in accordance with the section "Defeasance; Deposit of Funds for Payment of Subordinate Indenture Bonds"; and
- (c) Subordinate Indenture Bonds in substitution for which other Subordinate Indenture Bonds have been authenticated and delivered pursuant to the Subordinate Indenture.

In determining whether the owners of a requisite aggregate principal amount of Subordinate Indenture Bonds Outstanding have concurred in any request, demand, authorization, direction, notice, consent or waiver under the provisions in the Subordinate Indenture, Subordinate Indenture Bonds which are held by or on behalf of the Commission (unless all of the Outstanding Subordinate Indenture Bonds are then owned by the Commission) shall be disregarded for the purpose of any such determination.

"Parity Obligations" -- Revenue Bonds Parity Obligations and Guaranteed Bonds Parity Obligations as separately secured in accordance with the Subordinate Indenture.

"Parity Swap Agreement" -- shall have the meaning set forth in the section "Approved and Parity Swap Obligations."

"Parity Swap Agreement Counterparty" -- the counterparty to a Parity Swap Agreement with the Commission or with the Trustee.

“Paying Agent” -- with respect to any series of Subordinate Indenture Bonds, that Person appointed pursuant to the Subordinate Indenture to make payments to Subordinate Indenture Bondholders of interest and/or principal pursuant to the terms of the Subordinate Indenture, which initially shall be the Trustee.

“Payments” -- Lease, grant or other payments to PennDot pursuant to the provisions of Act 44 or the Lease.

“PennDOT” -- Pennsylvania Department of Transportation.

“Permitted Investments” -- (to the extent permitted by law)

- (a) Government Obligations;
- (b) obligations issued or guaranteed as to full and timely payment of principal and interest by any agency or Person controlled or supervised by and acting as an instrumentality of the U.S., pursuant to authority granted by the U.S. Congress;
- (c) obligations of the Governmental National Mortgage Association, Farmers Home Administration, Federal Financing Bank, Federal Housing Administration, Maritime Administration and Public Housing Authorities, provided that the full and timely payment of the principal and interest on such obligations shall be unconditionally guaranteed by the U.S.;
- (d) obligations of the Federal Intermediate Credit Corporation and of the Federal National Mortgage Association;
- (e) obligations of the Federal Banks for Cooperation;
- (f) obligations of Federal Land Banks;
- (g) obligations of Federal Home Loan Banks; provided that the obligations described in clauses (c) through (f) above shall constitute Permitted Investments only to the extent that the Rating Agency has assigned a rating to such obligations which is not lower than the highest rating assigned by such Rating Agency to any series of Subordinate Indenture Bonds then Outstanding;
- (h) certificates of deposit of any bank, savings and loan or trust company organized under the laws of the U.S. or any state thereof, including the Trustee or any holder of the Subordinate Indenture Bonds, provided that such certificates of deposit shall be fully collateralized (with a prior perfected security interest), to the extent they are not insured by the Federal Deposit Insurance Corporation, by Permitted Investments described in (a), (b), (c), (d), (e), (f) or (g) above having a market value at all times equal to the uninsured amount of such deposit;
- (i) Money market funds registered under the Investment Company Act of 1940, whose shares are registered under the Securities Act of 1933, including funds for which the Trustee, its parent, its affiliates or its subsidiaries provide investment advisory or other management services, and which are rated by S&P, Moody’s and Fitch in one of their two highest rating categories;
- (j) investment agreements (which term, for purposes of this clause, shall not include repurchase agreements) with a Qualified Financial Institution;
- (k) repurchase agreements with banks or primary government dealers reporting to the Federal Reserve Bank of New York (“Repurchasers”), including but not limited to the Trustee and any of its affiliates, provided that each such repurchase agreement results in transfer to the Trustee of legal and equitable title to, or the granting to the Trustee of a prior perfected security interest in, identified Permitted Investments described in (a), (b), (c), (d), (e), (f) or (g) above which are free and clear of any claims by third parties and are segregated in a custodial or trust account held either by the Trustee or by a third party (other than the Repurchaser) as the agent solely of, or in trust solely for the benefit of, the Trustee, provided that Government Obligations acquired pursuant to such repurchase agreements shall be valued at the lower of the then current market value of such Government Obligations or the repurchase price thereof set forth in the applicable repurchase agreement;

- (l) Bonds or notes issued by any state or municipality which are rated by S&P, Moody's and Fitch in one of their two highest rating categories;
- (m) Commercial paper rated in the highest short term, note or commercial paper Rating Category by S&P, Moody's and Fitch;
- (n) Any auction rate certificates which are rated by S&P, Moody's and Fitch in one of their two highest rating categories;
- (o) Corporate bonds and medium term notes rated at least "AA-" by Moody's and S&P;
- (p) Asset-backed securities rated in the highest rating category by Moody's and S&P; or
- (q) Any other investment approved by the Commission for which confirmation is received from the Rating Agency that such investment will not adversely affect such Rating Agency's rating on such Subordinate Indenture Bonds.

"Person" -- an individual, public body, a public instrumentality, a corporation, a limited liability company, a partnership, limited liability partnership, an association, a joint stock company, a trust and any unincorporated organization.

"Policy Costs" -- a periodic fee or charge required to be paid to maintain a DSRF Security.

"Principal Sub-Account"-- the account created under the section "Debt Service Fund."

"Project" or "Cost"-- any financing which is authorized by the Enabling Acts or which may be hereafter authorized by law.

"Projected Annual Debt Service" -- for any future period of time, shall equal the amount of Maximum Annual Debt Service on all Long-Term Indebtedness then Outstanding and on any Long-Term Indebtedness proposed to be issued.

"Projected Debt Service Coverage Ratio" -- for the immediately two following Fiscal Years, the ratio determined by dividing the projected amounts to be paid into the General Reserve Fund for each of such years by the Projected Annual Debt Service for each of such years.

"Qualified Financial Institution" -- (a) any U.S. domestic institution which is a bank, trust company, national banking association or a corporation, including the Trustee and any of its affiliates, subject to registration with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, or a member of the National Association of Securities Dealers, Inc. whose unsecured obligations or uncollateralized long-term debt obligations have been assigned a rating within the two highest rating categories by the Rating Agency or which has issued a letter of credit, contract, agreement or surety bond in support of debt obligations which have been so rated; (b) an insurance company with a claims-paying ability or a corporation whose obligations are guaranteed by an insurance company (in the form of an insurance policy) or by an insurance holding company rated in the highest rating category by the Rating Agency or whose unsecured obligations or uncollateralized long-term debt obligations have been assigned a rating within the highest rating category by the Rating Agency; or (c) any banking institution whose unsecured obligations or uncollateralized long-term debt obligations have been assigned a rating within one of the two highest rating categories by the Rating Agency.

"Rate Covenant" -- the requirement to establish and maintain a schedule of Tolls sufficient to provide the funds required pursuant to the section "Rate Covenant."

"Rating Agency" -- Fitch, Moody's, S&P and such other nationally recognized securities rating agency as may be so designated in writing to the Trustee by a Commission Official.

"Rating Category" -- each major rating classification established by the Rating Agency, determined without regard to gradations such as "1," "2" and "3" or "plus" and "minus."

"Rebate Fund" -- the fund created under the section "Creation of Funds."

"Rebate Regulations" -- the Treasury Regulations issued under Section 148(f) of the Code.

“Record Date” -- unless otherwise provided with respect to any series of Subordinate Indenture Bonds in a Supplemental Indenture: (a) for Subordinate Indenture Bonds on which interest is payable on the first day of a month, the fifteenth day of the immediately preceding month; or (b) for Subordinate Indenture Bonds on which interest is payable on the fifteenth day of a month, the last day of the immediately preceding month. However, in each case, if the date specified above is not a Business Day, then the Record Date shall be the Business Day next preceding the date specified above.

“Reimbursement Agreement” -- an agreement between the Commission and one or more Banks pursuant to which, among other things, such Bank or Banks issue a Credit Facility with respect to Subordinate Indenture Bonds of one or more Series and the Commission agrees to reimburse such Bank or Banks for any drawings made thereunder.

“Reimbursement Obligation” -- an obligation of the Commission pursuant to a Reimbursement Agreement to repay any amounts drawn under a Credit Facility and to pay interest on such drawn amounts pursuant to such Reimbursement Agreement.

“Residual Fund” -- the fund created under the section “Creation of Funds.”

“Responsible Officer” -- when used with respect to the Trustee, any officer in the corporate trust department (or any successor thereto) of the Trustee, or any other officer or representative of the Trustee customarily performing functions similar to those performed by any of such officers and also means, with respect to a particular corporate trust matter, any other officer of the Trustee to whom such matter is referred because of that officer’s knowledge of and familiarity with the particular subject.

“Revenue Bonds Account” -- the account created under the section “Debt Service Fund.”

“Revenue Bonds” -- bonds issued pursuant to, and defined in, the section “Subordinate Turnpike Revenue Bonds” and which are not secured by Commonwealth Motor License Fund Payments but have a senior claim on Commission Payments.

“Revenue Bonds Parity Obligations” -- Revenue Bonds and all other obligations agreed by the Commission to be on a parity therewith.

“S&P” -- Standard & Poor’s, a division of McGraw-Hill, Inc., a corporation organized and existing under the laws of the State of New York, its successors and their assigns, and, if such corporation shall for any reason no longer perform the functions of a securities rating agency, “S&P” shall be deemed to refer to any other nationally recognized securities rating agency designated by the Commission.

“Secured Owner” -- each Person who is an Subordinate Indenture Bondholder of any Subordinate Indenture Bonds, each Parity Swap Agreement Counterparty providing a Parity Swap Agreement, each Bank providing a Credit Facility, each Bond Insurer providing a Bond insurance policy with respect to a Parity Obligation, each provider of a DSRF Security and holders of other Parity Obligations.

“Securities Depository” -- a Person that is registered as a clearing agency under Section 17A of the Securities Exchange Act of 1934 or whose business is confined to the performance of the functions of a clearing agency with respect to exempted securities, as defined in Section 3(a)(12) of such Act for the purposes of Section 17A thereof.

“Senior Indenture” -- the Amended and Restated Trust Indenture originally dated as of July 1, 1986 and amended and restated as of March 1, 2001 between the Commission and U.S. Bank National Association, as successor trustee, as it may be amended, supplemented or replaced, in connection with the Commission’s main line toll revenue bonds.

“Senior Indenture Trustee” -- the legal person that is the trustee under the Senior Indenture whether by contract or operation of law.

“Short-Term Indebtedness” -- all Indebtedness which matures in less than 365 days and is designated as Short-Term Indebtedness pursuant to the Subordinate Indenture. In the event a Bank has extended a line of credit or the Commission has undertaken a commercial paper or similar program, only amounts actually borrowed under such line of credit or program and repayable in less than 365 days shall be considered Short-Term Indebtedness and the full amount of such commitment or program shall not be treated as Short-Term Indebtedness to the extent that such facility remains undrawn.

“Special Record Date” -- the date or dates specified in a Supplemental Indenture with respect to Additional Subordinate Indenture Bonds issued under such Supplemental Indenture.

“Subordinate Indenture” -- the Subordinate Trust Indenture dated as of April 1, 2008 by and between the Commission and the Trustee as supplemented and amended from time to time.

“Subordinate Indenture Bond” or “Subordinate Indenture Bonds” -- Original Subordinate Indenture Bonds and all other indebtedness of any kind or class, including bonds, notes, bond anticipation notes, commercial paper and other obligations, issued as Additional Subordinate Indenture Bonds under the Subordinate Indenture, other than Additional Subordinate Indenture Bonds issued as Subordinated Indebtedness.

“Subordinate Indenture Bond Owner,” “Subordinate Indenture Bondholder,” “Holder,” “Owner” or “Registered Owner” (or the lower case version of the same) -- the Person in whose name any Subordinate Indenture Bond or Subordinate Indenture Bonds are registered on the books maintained by the Subordinate Indenture Registrar.

“Subordinate Indenture Bond Register” -- the register maintained pursuant to the Subordinate Indenture.

“Subordinate Indenture Bond Registrar” -- with respect to any series of Subordinate Indenture Bonds, that Person which maintains the Subordinate Indenture Bond Register or such other entity designated by the Subordinate Indenture Bond Registrar to serve such function and initially shall be the Trustee.

“Subordinated Indebtedness” -- Indebtedness incurred pursuant to the Subordinate Indenture.

“Supplemental Indenture” -- any supplemental indenture to the Subordinate Indenture, now or hereafter duly authorized and entered into in accordance with the provisions of the Subordinate Indenture.

“Swap Agreement” -- shall have the meaning set forth in the section “Approved and Parity Swap Obligations.”

“System” -- what are commonly referred to as the “Main Line” and the “Northeast Extension” of the Commission and any other roads for which the Commission has operational responsibility and is collecting Tolls, unless the Commission identifies such roads in a writing addressed to the Trustee (other than the “Main Line” and the “Northeast Extension”) as not being part of the System for the purposes of the Subordinate Indenture. Notwithstanding the foregoing, no portion of Interstate 80 shall be deemed to be a portion of the “System” unless the Commission affirmatively makes such election in a writing to the Trustee.

“Tender Indebtedness” -- any Indebtedness or portion thereof:

- (a) the terms of which include (1) an option or an obligation on the part of the Secured Owner to tender all or a portion of such Indebtedness to the Commission, the Trustee, the Paying Agent or another fiduciary or agent for payment or purchase and (2) a requirement on the part of the Commission to purchase or cause to be purchased such Indebtedness or portion thereof if properly presented; and
- (b) which is rated in either (1) one of the two highest long-term Rating Categories by the Rating Agency or (2) the highest short-term, note or commercial paper Rating Category by the Rating Agency.

“Tolls” -- all rates, rents, fees, charges, fines or other income derived by the Commission from vehicular usage of the System, and all rights to receive the same.

“Trustee” -- TD Bank, National Association, and any bank or trust company appointed as successor trustee under the Subordinate Indenture.

“Trust Estate” -- shall mean, collectively, (i) the Commission Payments, (ii) all monies deposited into accounts or funds (other than the Rebate Fund) created by this Subordinate Indenture and held by or on behalf of the Trustee, (iii) any insurance proceeds and other moneys required to be deposited herein, (iv) all payments received by the Commission pursuant to Parity Swap Agreements, and (v) all investment earnings on all moneys held in accounts and funds established by this Subordinate Indenture, other than the Rebate Fund.

“U.S.” -- United States of America.

“Variable Rate Indebtedness” -- any Indebtedness the interest rate on which fluctuates from time to time subsequent to the time of incurrence. Variable Rate Indebtedness may include, without limitation, (a) “auction rate” Indebtedness, that is, Variable Rate Indebtedness (1) the interest rate applicable to which (after an initial period following the issuance thereof or the conversion thereof to such an interest rate mode) is reset from time to time through an auction or bidding system and (2) which the Commission has no obligation to repurchase in connection with the resetting of the interest rate applicable thereto except to the extent proceeds are available for such purpose either from the remarketing of such Variable Rate Indebtedness or from such other sources as identified in the Supplemental Indenture pursuant to which such Variable Rate Indebtedness was issued, (b) Tender Indebtedness, (c) commercial paper Indebtedness which is intended to be reissued and refinanced periodically, or (d) other forms of Indebtedness on which the interest fluctuates or is subject to being set or reset from time to time.

## **SUBORDINATE INDENTURE**

### **SUBORDINATE TURNPIKE REVENUE BONDS**

Revenue Bonds shall be issued under the Subordinate Indenture for the purpose of making Payments to PennDot to finance transit programs, highway and bridge construction and other purposes pursuant to Act 44. The Revenue Bonds shall be senior in right of payment to the Guaranteed Bonds.

### **SUBORDINATE GUARANTEED TURNPIKE REVENUE BONDS**

Subordinate Guaranteed Turnpike Revenue Bonds (“Guaranteed Bonds”) shall be issued under the Subordinate Indenture for the purpose of making Lease Rental Payments to PennDot for the purposes of financing highway and bridge construction and paying other Costs of the Department (as defined in Act 44). The payment of debt service on the Guaranteed Bonds shall be junior in right of payment to the payment of debt service on the Revenue Bonds and the restoration of any deficiency in the Debt Service Reserve Fund for the Revenue Bonds pursuant to the Subordinate Indenture.

### **LIMITED OBLIGATIONS**

The Subordinate Indenture Bonds shall be limited obligations of the Commission, payable solely from the Trust Estate. The Subordinate Indenture Bonds shall constitute a valid claim of the respective owners thereof against the Trust Estate to the extent provided in the Subordinate Indenture, which is pledged to secure the payment of the principal of, redemption premium, if any, and interest on the Subordinate Indenture Bonds as provided in the Subordinate Indenture, and which shall be utilized for no other purpose, except as expressly authorized in the Subordinate Indenture. The Subordinate Indenture Bonds shall not constitute general obligations of the Commission and under no circumstances shall the Subordinate Indenture Bonds be payable from, nor shall the holders thereof have any rightful claim to, any income, revenues, funds or assets of the Commission other than those pledged in the Subordinate Indenture as security for the payment of the Subordinate Indenture Bonds.

### **PAYMENT ON BONDS**

The principal of, premium, if any, and interest on the Bonds shall be payable in any currency of the U.S. which, on the respective dates of payment thereof, is legal tender for the payment of public and private debts. The principal of all Bonds shall be payable at the designated trust office of the Trustee, and payment of the interest on each Bond shall be made on each Interest Payment Date to the Person appearing on the registration books of the Bond Registrar as of the Record Date as the registered owner thereof, by check or draft mailed to such registered owner at his address as it appears on such registration books. However, if and to the extent that the Commission defaults on the payment of interest due on an Interest Payment Date, such defaulted interest shall be paid to those Persons who are the registered owners as of the Special Record Date on a payment date established by the Trustee, notice of which shall have been mailed to those Persons who are the registered owners as of the Special Record Date on such date or dates established in the Supplemental Indenture under which such Bonds are issued.

### **REGISTRATION OF TRANSFER AND EXCHANGE OF SUBORDINATE INDENTURE BONDS; PERSONS TREATED AS SUBORDINATE INDENTURE BONDHOLDERS**

The Trustee shall act as initial Subordinate Indenture Bond registrar (the “Subordinate Indenture Bond Registrar”) and in such capacity shall maintain an Subordinate Indenture Bond register (the “Subordinate Indenture Bond Register”) for the registration and transfer of Subordinate Indenture Bonds. Upon surrender of any Subordinate Indenture Bonds at the designated office of the Trustee, as the Subordinate Indenture Bond Registrar, together with an assignment duly executed by

the current Subordinate Indenture Bondholder of such Subordinate Indenture Bonds or such Subordinate Indenture Bondholder's duly authorized attorney or legal representative in such form as shall be satisfactory to the Trustee, such Subordinate Indenture Bonds may, at the option of the Subordinate Indenture Bondholder, be exchanged for an equal aggregate principal amount of Subordinate Indenture Bonds of the same Series and maturity, of Authorized Denominations and bearing interest at the same rate and in the same form as the Subordinate Indenture Bonds surrendered for exchange, registered in the name or names designated on the assignment; provided the Trustee is not required to exchange or register the transfer of Subordinate Indenture Bonds after the giving of notice calling such Subordinate Indenture Bond for redemption, in whole or in part. The Commission shall execute and the Trustee shall authenticate any Subordinate Indenture Bonds whose execution and authentication is necessary to provide for exchange of Subordinate Indenture Bonds pursuant to this Section and the Commission may rely on a representation from the Trustee that such execution is required.

The Trustee may make a charge to any Subordinate Indenture Bondholder requesting such exchange or registration in the amount of any tax or other governmental charge required to be paid with respect thereto and the Commission may charge such amount as it deems appropriate for each new Subordinate Indenture Bond delivered upon such exchange or transfer, which charge or charges shall be paid before any new Subordinate Indenture Bond shall be delivered.

Prior to due presentment for registration of transfer of any Subordinate Indenture Bond, the Trustee shall treat the Person shown on the Subordinate Indenture Bond Register as owning an Subordinate Indenture Bond as the Subordinate Indenture Bondholder and the Person exclusively entitled to payment of principal thereof, redemption premium, if any, and interest thereon and, except as otherwise expressly provided in the Subordinate Indenture, the exercise of all other rights and powers of the owner thereof, and neither the Commission, the Trustee nor any agent of the Commission or the Trustee shall be affected by notice to the contrary.

## **SECURITIES DEPOSITORY PROVISIONS**

Unless otherwise provided in a Supplemental Indenture, all Bonds shall be Book Entry Bonds. All Book Entry Bonds shall be registered in the name of Cede & Co., as nominee of DTC or any successor Securities Depository.

## **ADDITIONAL SUBORDINATE INDENTURE BONDS**

The Commission will not issue or incur any other Indebtedness having a parity lien on the Trust Estate except for Additional Subordinate Indenture Bonds issued pursuant to this Section and other Parity Obligations. Additional Subordinate Indenture Bonds may be issued and the Trustee shall authenticate and deliver such Additional Subordinate Indenture Bonds when there have been filed with the Trustee the following:

(a) A copy certified by a Commission Official of the resolution or resolutions of the Commission authorizing (1) the execution and delivery of a Supplemental Indenture providing for, among other things, the date, rate or rates of interest on, interest payment dates, maturity dates and redemption provisions of such Additional Subordinate Indenture Bonds, and (2) the issuance, sale, execution and delivery of the Additional Subordinate Indenture Bonds;

(b) An original executed counterpart of the Supplemental Indenture;

(c) An opinion or opinions of Bond Counsel, addressed to the Commission and the Trustee, to the effect that (1) issuance of the Additional Subordinate Indenture Bonds is permitted under Subordinate Indenture and the Subordinate Indenture, (2) each of the Supplemental Indenture and the Additional Subordinate Indenture Bonds has been duly authorized, executed and delivered and is a valid, binding and enforceable obligation of the Commission, subject to bankruptcy, equitable principles and other standard legal opinion exceptions and (3) subject to the last paragraph of this Section, interest on the Additional Subordinate Indenture Bonds is not included in gross income for federal income tax purposes under the Code;

(d) A request and authorization of the Commission, signed by a Commission Official, to the Trustee to authenticate and deliver the Additional Subordinate Indenture Bonds to such Person or persons named therein after confirmation of payment to the Trustee for the account of the Commission of a specified sum (which may include directions as to the disposition of such of such sum);

(e) A certificate of the Commission, signed by a Commission Official, that the Commission is not in default under the Subordinate Indenture and evidence satisfactory to the Trustee that, upon issuance of the Additional Subordinate Indenture Bonds, amounts will be deposited in the Funds under the Subordinate Indenture adequate for the necessary balances therein after issuance of the Additional Subordinate Indenture Bonds (including an amount sufficient to

satisfy the Debt Service Reserve Requirement if the Additional Subordinate Indenture Bonds constitute Debt Service Reserve Fund Bonds);

(f) A certificate of the Commission, signed by a Commission Official, specifying the amount of each Class of Subordinate Indenture Bonds Outstanding after issuance of the Additional Subordinate Indenture Bonds, identifying the Additional Subordinate Indenture Bonds as Revenue Bonds or Guaranteed Bonds, Short-Term Indebtedness, Long-Term Indebtedness or Subordinated Indebtedness and demonstrating with reasonable detail that the provisions of Section 703 of the Senior Indenture and of Section 6.02(a) or (b) of the Subordinate Indenture, have been met for the issuance of such Additional Subordinate Indenture Bonds; and

(g) Such further documents, moneys and securities as are required by the provisions of the Supplemental Indenture.

Anything in the Subordinate Indenture to the contrary notwithstanding, Additional Subordinate Indenture Bonds may bear interest which is included in gross income for federal income tax purposes under the Code, in which event provisions in the Subordinate Indenture requiring or referencing the exclusion of interest on Subordinate Indenture Bonds from gross income for federal income tax purposes may be ignored or modified, as appropriate, as set forth in an opinion of Bond Counsel.

#### **APPROVED AND PARITY SWAP OBLIGATIONS**

The Commission may enter into one or more contracts having an interest rate, currency, cash-flow, or other basis desired by the Commission (a "Swap Agreement"), including, without limitation, interest rate swap agreements, currency swap agreements, forward payment conversion agreements, futures contracts, contracts providing for payments based on levels of or changes in interest rates, currency exchange rates, stock or other indices, or contracts to exchange cash flows or a series of payments, and contracts including, without limitation, interest rate floors or caps, options, puts or calls to hedge payment, currency rate, spread or similar exposure. In the event the Commission wishes the payments to be made and received by the Commission under the Swap Agreement to be taken into account in any calculation of Annual Debt Service under the Subordinate Indenture, the Commission shall file with the Trustee the following on or before entering into the Swap Agreement (in which event, such Swap Agreement shall constitute an "Approved Swap Agreement"):

(a) A copy certified by a Commission Official of the resolution or resolutions of the Commission authorizing the execution and delivery of the Swap Agreement (no Supplemental Indenture being required unless the Commission determines it to be necessary or appropriate);

(b) An original executed counterpart of the Swap Agreement;

(c) An opinion of Bond Counsel addressed to the Commission and to the Trustee, to the effect that execution of the Swap Agreement is permitted under the laws of the Commonwealth and will not adversely affect the exclusion from gross income from interest on any Subordinate Indenture Bonds (or any other Commission bonds to which such Swap Agreement relates) for federal income tax purposes; provided that if the Swap Agreement relates to Subordinate Indenture Bonds being issued and the Swap Agreement is entered into prior to the issuance of such Subordinate Indenture Bonds, the portion of the opinion of Bond Counsel referring to tax-exempt status of the Subordinate Indenture Bonds need not be delivered until such Subordinate Indenture Bonds are issued;

(d) A certificate of the Commission, signed by a Commission Official, that the Commission is not under default under the Subordinate Indenture;

(e) Evidence that the execution of the Swap Agreement will not result in a reduction or withdrawal of the rating then assigned to any Subordinate Indenture Bonds by the Rating Agency;

(f) Evidence that the relevant provisions of the Subordinate Indenture have been met; and

(g) Such further documents as are required by the Swap Agreement or Bond Counsel.

In the event the Commission wishes to enter into an Approved Swap Agreement and to have any or all of its obligations thereunder be on parity with certain other Subordinate Indenture Bonds and certain other Parity Obligations, it shall file with the Trustee the items set forth above, together with a supplemental indenture granting such parity position (in

which event, such Swap Agreement shall constitute a “Parity Swap Agreement”). Upon entering into a Parity Swap Agreement, unless otherwise provided in the supplemental indenture, the Commission shall pay to the Trustee for deposit into the Interest Account the net amount payable, if any, to the Parity Swap Agreement Counterparty as if such amounts were additional amounts of interest due; and the Trustee shall pay on behalf of the Commission to the Parity Swap Agreement Counterparty, to the extent required under the Parity Swap Agreement, amounts deposited in the Interest Account. Net amounts received by the Commission or the Trustee from the counterparty pursuant to a Parity Swap Agreement shall be deposited to the credit of the Interest Account for the related Series of Subordinate Indenture Bonds or to such other account as designated by a Commission Official.

Amounts paid by or to the Commission pursuant to Approved Swap Agreements which do not constitute Parity Swap Agreements shall not be required to be made through the Trustee as described in the preceding paragraph (but shall be taken into account in calculation of Annual Debt Service as provided in the definition of such term).

## **CONVERSIONS OF VARIABLE RATE INDEBTEDNESS TO FIXED RATE INDEBTEDNESS**

The Commission may convert Variable Rate Indebtedness to a fixed rate if permitted pursuant to the terms thereof and if the Commission was in compliance with the Rate Covenant for the most recently completed Fiscal Year. If the Commission did not meet the Rate Covenant for such Fiscal Year, the Commission must treat the proposed conversion as if it constituted the issuance of Additional Subordinate Indenture Bonds by meeting the requirements set forth in the Subordinate Indenture (computing the Annual Debt Service with respect to such Variable Rate Indebtedness proposed to be converted as bearing interest at the Bond Buyer Index or such other rate as identified by a Financial Consultant as being more appropriate under the circumstances).

## **REDEMPTION OF SUBORDINATE INDENTURE BONDS**

The Subordinate Indenture Bonds of any Series or Sub-Series issued under the provisions of the Subordinate Indenture shall be subject to redemption, in whole or in part, and at such times and prices as may be provided in the Supplemental Indenture pursuant to which such Subordinate Indenture Bonds are issued.

If less than all of the Subordinate Indenture Bonds of a Series or Sub-Series are called for redemption, they shall be redeemed in such order of maturity as provided in the Supplemental Indenture, and by lot within any maturity (provided, however, that if an Event of Default has occurred and is continuing, any Subordinate Indenture Bonds called for redemption shall be redeemed in proportion by maturity and within maturities by lot), subject to selection by the Trustee as provided below. The portion of any Subordinate Indenture Bond to be redeemed shall be an Authorized Denomination or any multiple thereof and in selecting Subordinate Indenture Bonds for redemption, each Subordinate Indenture Bond shall be considered as representing that number of Subordinate Indenture Bonds which is obtained by dividing the principal amount of such Subordinate Indenture Bond by the minimum Authorized Denomination. If a portion of an Subordinate Indenture Bond shall be called for redemption, a new Subordinate Indenture Bond in principal amount equal to the unredeemed portion thereof shall be issued to the Subordinate Indenture Bondholder upon the surrender thereof. If for any reason the principal amount of Subordinate Indenture Bonds called for redemption would result in a redemption of Subordinate Indenture Bonds less than the Authorized Denomination, the Trustee, to the extent possible within the principal amount of Subordinate Indenture Bonds to be redeemed, is hereby authorized to adjust the selection of Subordinate Indenture Bonds for such purpose in order to minimize any such redemption. Notwithstanding the foregoing, the Securities Depository for Book Entry Bonds shall select the Subordinate Indenture Bonds for redemption within particular maturities according to its stated procedures.

## **NOTICE OF REDEMPTION**

(a) When Subordinate Indenture Bonds (or portions thereof) are to be redeemed, the Commission shall give or cause to be given notice of the redemption of the Subordinate Indenture Bonds to the Trustee no later than 15 days prior to the last date on which notice of such redemption can be given or such shorter time as may be acceptable to the Trustee. In the case of an optional redemption, the notice may state (1) that it is conditioned upon the deposit of moneys, in an amount equal to the amount necessary to effect the redemption, with the Trustee no later than the redemption date or (2) that the Commission retains the right to rescind such notice at any time prior to the scheduled redemption date if the Commission delivers a certificate of a Commission Official to the Trustee instructing the Trustee to rescind the redemption notice (in either case, a “Conditional Redemption”), and such notice and optional redemption shall be of no effect if such moneys are not so deposited or if the notice is rescinded as described in subsection (d) of this Section.

The Trustee, at the expense of the Commission, shall send notice of any redemption, identifying the Subordinate Indenture Bonds to be redeemed, the redemption date and the method and place of payment and the information required by

subsection (b) of this Section, by first class mail to each holder of a Subordinate Indenture Bond called for redemption to the holder's address listed on the Subordinate Indenture Bond Register. Such notice shall be sent by the Trustee by first class mail between 30 and 60 days prior to the scheduled redemption date unless a different time period is provided in the Supplemental Indenture for such Subordinate Indenture Bonds. With respect to Book Entry Bonds, if the Trustee sends notice of redemption to the Securities Depository pursuant to the Letter of Representations, the Trustee shall not be required to give the notice set forth in the immediately preceding sentence. If notice is given as stated in this paragraph (a), failure of any Subordinate Indenture Bondholder to receive such notice, or any defect in the notice, shall not affect the redemption or the validity of the proceedings for the redemption of the Subordinate Indenture Bonds.

(b) In addition to the foregoing, the redemption notice shall contain with respect to each Subordinate Indenture Bond being redeemed, (1) the CUSIP number, (2) the date of issue, (3) the interest rate, (4) the maturity date, and (5) any other descriptive information determined by the Trustee to be needed to identify the Subordinate Indenture Bonds. If a redemption is a Conditional Redemption, the notice shall so state. The Trustee also shall send each notice of redemption to (i) any Rating Service then rating the Subordinate Indenture Bonds to be redeemed; (ii) all of the registered clearing agencies known to the Trustee to be in the business of holding substantial amounts of bonds of a type similar to the Subordinate Indenture Bonds; (iii) all Nationally Recognized Municipal Securities Information Repositories, a Pennsylvania State Information Depository and any similar entities which are required recipients by reason of continuing disclosure undertakings or regulatory requirements, such services to be identified by the Trustee, and (iv) one or more other national information services that disseminate notices of redemption of bonds such as the Subordinate Indenture Bonds, such services to be identified by the Trustee.

(c) On or before the date fixed for redemption, subject to the provisions of subsections (a) and (d) of this Section, moneys shall be deposited with the Trustee to pay the principal of, redemption premium, if any, and interest accrued to the redemption date on the Subordinate Indenture Bonds called for redemption. Upon the deposit of such moneys, unless the Commission has given notice of rescission as described in subsection (d) of this Section, the Subordinate Indenture Bonds shall cease to bear interest on the redemption date and shall no longer be entitled to the benefits of the Subordinate Indenture (other than for payment and transfer and exchange) and shall no longer be considered Outstanding.

(d) Any Conditional Redemption may be rescinded in whole or in part at any time prior to the redemption date if the Commission delivers a certificate of a Commission Official to the Trustee instructing the Trustee to rescind the redemption notice. The Trustee shall give prompt notice of such rescission to the affected Subordinate Indenture Bondholders. Any Subordinate Indenture Bonds subject to Conditional Redemption where redemption has been rescinded shall remain Outstanding, and the rescission shall not constitute an Event of Default. Further, in the case of a Conditional Redemption, the failure of the Commission to make funds available in part or in whole on or before the redemption date shall not constitute an Event of Default.

#### **PURCHASE OF SUBORDINATE INDENTURE BONDS AT ANY TIME**

The Trustee, upon the written request of the Commission, shall purchase Subordinate Indenture Bonds as specified by the Commission in the open market at a price not exceeding the price specified by the Commission. Such purchase of Subordinate Indenture Bonds shall be made with funds available under the Subordinate Indenture or provided by the Commission in such written request. Upon purchase by the Trustee, such Subordinate Indenture Bonds shall be treated as delivered for cancellation pursuant to the Subordinate Indenture. Nothing in the Subordinate Indenture shall prevent the Commission from purchasing Subordinate Indenture Bonds on the open market without the involvement of the Trustee and delivering such Subordinate Indenture Bonds to the Trustee for cancellation pursuant to the Subordinate Indenture. Subordinate Indenture Bonds purchased pursuant to this Section which are subject to a mandatory sinking fund redemption schedule may be credited against future mandatory sinking fund redemption payments. The principal amount of Subordinate Indenture Bonds to be redeemed by optional redemption under the Subordinate Indenture may be reduced by the principal amount of Subordinate Indenture Bonds purchased by the Commission and delivered to the Trustee for cancellation at least fifteen (15) days prior to the last date on which the notice of Redemption can be mailed.

#### **COSTS OF REDEMPTIONS**

The payment of the necessary costs and expenses of such redemptions, including, without limiting the generality of the foregoing, all reasonable legal fees, costs of advertisements, printing costs, brokerage charges and charges of the Trustee, if any, incident to such redemption, shall be payable by the Commission from moneys in the General Reserve Fund or from such other source as is identified in a certificate of a Commission Official.

## COMMISSION PAYMENTS

(a) The Commission covenants, after payment of all required debt service on all Parity Obligations and Subordinated Indebtedness (each as defined in the Senior Indenture) issued under the Senior Indenture and subject to the provisions of the Senior Indenture, to pay to the Trustee, and to instruct the Senior Trustee to pay to the Trustee, out of the General Reserve Fund such amounts as are required by the Subordinate Indenture or by a Supplemental Indenture thereto to pay, at the times specified, required payments with respect to all bonds issued under the Subordinate Indenture, Supplemental Indentures thereto and Parity Obligations under the Subordinate Indenture. Accordingly, the Commission shall instruct, or furnish a debt service schedule to, the Senior Trustee providing for the payment to the Subordinate Trustee out of funds held in the General Reserve Fund monies to pay such amounts as are required by the Subordinate Indenture with respect to the outstanding bonds issued under the Subordinate Indenture, a Supplement thereto, Parity Obligations thereunder and all other payments required thereunder at such times on such terms as are set forth in the Subordinate Indenture or in a Supplemental Indenture (collectively, the "Commission Payments"). The Trustee shall make the Commission Payments to the Subordinate Trustee in accordance with such instructions and provisions.

(b) In addition to other payments and General Reserve Fund withdrawals required under the Subordinate Indenture, by a Supplemental Indenture or pursuant to Revenue Bonds Parity Obligations or Guaranteed Bonds Parity Obligations, the Commission, as more specifically set forth in the Subordinate Indenture, shall withdraw, or arrange for the withdrawal, from the General Reserve Fund and deposit to the Commission Payments Fund the amounts hereinafter specified which shall be applied by the Trustee for the purposes for which the same shall be deposited:

(1) On or before the first Business Day of each calendar month commencing on the first Business Day of the sixth month prior to the next succeeding Interest Payment Date, an amount which equals the amount necessary to pay, and for the purpose of paying, one-sixth (1/6) of 115% of the interest due on any Fixed Rate Bonds, issued as Revenue Bonds, on the next succeeding Interest Payment Date including any amount due to the Bond Insurer in respect thereto (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first Interest Payment Date for the applicable Fixed Rate Bonds, a monthly amount equal to 115% of the interest amount owed on such first Interest Payment Date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first Interest Payment Date), which amount shall be deposited promptly in the Commission Payments Fund.

(2) On or before the first Business Day of each calendar month commencing on the first Business Day of the twelfth month prior to the next succeeding principal payment date, an amount which equals one-twelfth (1/12) of the amount necessary to pay and for the purpose of paying, 115% the principal amount of any Fixed Rate Bonds issued as Revenue Bonds maturing on the next succeeding maturity date (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first date on which principal is due on such Fixed Rate Bonds, a monthly amount equal to 115% of the principal amount owed on such first principal maturity date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first principal maturity date), which amount shall be deposited promptly in the Commission Payments Fund.

(3) On or before the fifteenth Business Day of each calendar month commencing on the fifteenth Business Day of the sixth month prior to the next succeeding Interest Payment Date, but not before the payments required by Section (1) and (2) above, an amount which equals the amount necessary to pay, and for the purpose of paying, one-sixth (1/6) of 100% of the interest due on any Fixed Rate Bonds, issued as Guaranteed Bonds, on the next succeeding Interest Payment Date including any amount due to the Bond Insurer in respect thereto (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first Interest Payment Date for the applicable Fixed Rate Bonds, a monthly amount equal to 100% of the interest amount owed on such first Interest Payment Date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first Interest Payment Date), which amount shall be deposited promptly in the Commission Payments Fund.

(4) On or before the fifteenth Business Day of each calendar month commencing on the fifteenth Business Day of the twelfth month prior to the next succeeding principal payment date, but not before the payments required by Section (1) and (2) above, an amount which equals one-twelfth (1/12) of the amount necessary to pay and for the purpose of paying, 100% of the principal amount of any Fixed Rate Bonds issued as Guaranteed Bonds maturing on the next succeeding maturity date (or, in the case of the period from the date of issuance of such Fixed Rate Bonds to the first date on which principal is due on such Fixed Rate Bonds, a monthly amount equal to 100% of the principal amount owed on such first principal maturity date divided by the number of months from the date of issuance of such Fixed Rate Bond to such first principal maturity date), which amount shall be deposited promptly in the Commission Payments Fund.

(c) In the event of any failure by the Commission to make any of the payments required by Section (b)(1) or (2) above required to be deposited in the Interest Sub-Account or Principal Sub-Account for the Revenue Bonds, in addition to other remedies in the Subordinate Indenture, the Trustee shall promptly, after utilizing any available funds in the Residual Fund or the applicable Account of the Debt Service Reserve Fund, transfer to such Sub-Accounts from any balances in the Interest Sub-Account or Principal Sub-Account for the Subordinated Guaranteed Bonds such amounts as are necessary to correct such deficiencies.

(d) In the event of any failure by the Commission to make any of the payments required by Section (b) (3) or (4) above required to be deposited in the Interest Sub-Account or Principal Sub-Account for the Guaranteed Bonds, the Trustee shall immediately send notice, by electronic format or otherwise, to PennDot, with a copy to the Commission and the Treasurer of the Commonwealth, in the form attached to the Subordinate Indenture as Exhibit A, to make payment out of the Motor License Fund pursuant to Subordinate Indenture for payment to the Guaranteed Bonds Receipts Account in the amount of any such failure by the Commission to make payment for such time until the Commission resumes full payment.

## **RATE COVENANT**

(a) The Commission covenants that it will establish and maintain schedules of Tolls for traffic over the System as required by the Senior Indenture and, in addition, so that the amount paid into the General Reserve Fund of the Senior Indenture in each Fiscal Year and for each Commission Payment, will be at least sufficient to provide funds in an amount not less than

(1) 115% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Revenue Bonds and Revenue Bonds Parity Obligations;

plus

(2) 100% of the Annual Debt Service for such Fiscal Year on account of all Outstanding Guaranteed Bonds, Guaranteed Bonds Parity Obligations and Subordinated Indebtedness.

plus

(3) any payment by the Commission required by the Subordinate Indenture for restoring any deficiency in the Debt Service Reserve Fund within an eighteen (18) month period.

The foregoing covenant is referred to in the Subordinate Indenture as the "Rate Covenant".

(b) The Commission's failure to meet the Rate Covenant shall not constitute an Event of Default under the Subordinate Indenture if (1) no Event of Default occurred under "Events of Default" sections (a) or (b) as a result of such failure and (2) the Commission promptly after determining that the Rate Covenant was not met retains a Consultant at the expense of the Commission to make written recommendations as to appropriate revisions to the schedules of Tolls necessary or appropriate to meet the Rate Covenant and advises the Trustee in writing of such retention. Anything in the Subordinate Indenture to the contrary notwithstanding, if the Commission shall comply with the recommendations of the Consultant in respect of Tolls to the extent permitted by law, it will not constitute an Event of Default under the provisions of the Subordinate Indenture if the Commission fails to meet the Rate Covenant during the succeeding Fiscal Year as long as no Event of Default has occurred under "Events of Default" sections (a) or (b). If the Commission does not comply with the recommendations of the Consultant in respect of Tolls, the Trustee may, and upon the request of the holders of not less than twenty-five per centum (25%) in principal amount of the Subordinate Indenture Bonds of any Class then outstanding and upon being indemnified to its satisfaction shall, institute and prosecute in a court of competent jurisdiction any appropriate action to compel the Commission to revise the schedules of Tolls. The Commission covenants that it will adopt and charge Tolls in compliance with any final order or decree entered in any such proceeding.

In the event that the Consultant shall fail to file with the Commission such recommendations in writing within sixty (60) days after its retention by the Commission, the Trustee may designate and appoint a different Consultant at the expense of the Commission to make recommendations as to an adjustment of the schedules of Tolls, which recommendations shall be reported in writing to the Commission and to the Trustee within sixty (60) days after such retention. Such written report shall for all purposes be considered to be the equivalent of and substitute for the recommendations of the Consultant retained by the Commission.

In preparing its recommendations, the Consultant may rely upon written estimates of Revenues prepared by the other Consultants of the Commission. Copies of such written estimates signed by such Consultants shall be attached to such recommendations. The Commission covenants that promptly after receipt of such recommendations and the adoption of any revised schedules of Tolls, certified copies thereof will be filed with the Trustee.

Any Consultant retained or designated in accordance with the Senior Indenture shall be deemed acceptable as a Consultant for purposes of the Subordinate Indenture.

## **CREATION OF FUNDS**

In addition to any funds created by Supplemental Indentures, the Subordinate Indenture creates the following funds and amounts deposited therein shall be held in trust by the Trustee until applied as directed under the Subordinate Indenture: Commission Payments Fund; Administrative Expenses Fund; Debt Service Fund; Debt Service Reserve Fund; Guarantee Repayment Fund; Rebate Fund; and Residual Fund.

## **COMMISSION PAYMENTS FUND**

The Subordinate Indenture creates a Commission Payments Fund. The Commission covenants that all Commission Payments will be deposited with the Trustee or in the name of the Trustee with a depository or depositories to the credit of the Commission Payments Fund.

Except as otherwise provided in the Subordinate Indenture, transfers from the Commission Payments Fund shall be made to the following funds and in the following order of priority:

- (1) Rebate Fund;
- (2) Administrative Expenses Fund;
- (3) Revenue Bonds Account of the Debt Service Fund;
- (4) Guaranteed Bonds Account of the Debt Service Fund;
- (5) Debt Service Reserve Fund;
- (6) Guarantee Repayment Fund; and
- (7) Residual Fund.

## **ADMINISTRATIVE EXPENSES FUND**

The Subordinate Indenture creates an Administrative Expenses Fund. Under the Subordinate Indenture the Trustee is directed to deposit into the Administrative Expenses Fund from the Commission Payments Fund such amounts as are needed for the payment of Administrative Expenses.

In the event of a deficiency in the Rebate Fund, arbitrage rebate, yield reduction or similar payments may be made from amounts in the Administrative Expenses Fund with respect to Subordinate Indenture Bonds.

## **DEBT SERVICE FUND**

The Subordinate Indenture creates separate accounts in the Debt Service Fund to be known as the "Revenue Bonds Account" and the "Guaranteed Bonds Account". Each such Account shall have an "Interest Sub-Account" and "Principal Sub-Account" for each Series or Sub-Series of tax exempt and taxable Subordinate Indenture Bonds issued pursuant to Supplemental Indentures. The Subordinate Indenture also creates a Guaranteed Bonds Receipts Account. Any payments by the Commonwealth from the Commonwealth's Motor License Fund pursuant to Subordinate Indenture with respect to the Guaranteed Bonds shall be deposited into the Guaranteed Bonds Receipts Account for payment by the Trustee of principal and interest on the Guaranteed Bonds. To the extent required for payment of Annual Debt Service, the Trustee shall make payment, on the dates required for such payments, from the Commission Payments Fund into the Revenue Bonds Account and the Guaranteed Bonds Account of the Debt Service fund of such required amounts.

The Trustee and the Commission may create such additional accounts and sub-accounts in the Debt Service Fund pursuant to a Supplemental Indenture as they deem necessary or appropriate, including, but not limited to, (a) an account into which drawings on a Credit Facility are to be deposited and from which principal (including redemption price) and Purchase Price of and interest on the Series of Subordinate Indenture Bonds secured by such Credit Facility are to be paid (and upon such payment, amounts on deposit in the Principal and Interest Accounts for such Subordinate Indenture Bonds shall be used to repay the provider of the Credit Facility for such payments), and (b) an account into which payments by the Commission to any Parity Swap Counterparty are to be deposited and from which payments to such Parity Swap Counterparty are to be paid.

The moneys in the Interest and Principal Accounts shall be held by the Trustee in trust for the benefit of the applicable Series of Subordinate Indenture Bonds, to the extent the foregoing are payable from such accounts, and, to said extent and pending application, shall be subject to a lien and charge in favor of the Owners of the applicable Series of Subordinate Indenture Bonds until paid out or transferred as hereinafter provided. There shall be withdrawn from the Interest Account (and any available capitalized interest) and the Principal Account from time to time and set aside or deposited with the Trustee sufficient money for paying the interest on and the principal of and premium on the Subordinate Indenture Bonds as the same shall become due, except to the extent such interest, principal or other amounts are payable from a fund or account other than the Debt Service Fund as provided in any Supplemental Indenture.

If at the time the Trustee is required to make a withdrawal from the Debt Service Fund for Debt Service Reserve Fund Bonds the moneys therein shall not be sufficient for such purpose, the Trustee shall withdraw the amount of such deficiency from the moneys on deposit in the Debt Service Reserve Fund and transfer the same to the Debt Service Fund.

#### **DEBT SERVICE RESERVE FUND**

A special account within the Debt Service Reserve Fund may be created with respect to each Series or Sub-Series of Debt Service Reserve Fund Bonds issued under the Subordinate Indenture and any Supplemental Indenture.

In each Fiscal Year, after first having made the deposits provided in the section "Debt Service Fund", the Commission shall pay out of the General Reserve Fund into the Commission Payments fund and the Trustee shall transfer from the Commission Payments Fund on or before the last day of each month to the credit of the Debt Service Reserve Fund (a) the amount, if any, required to make the amount on deposit in the Debt Service Reserve Fund equal to the Debt Service Reserve Requirement which restoration, as implied by the Rate Covenant contained in the section "Rate Covenants," is intended to occur within eighteen (18) months; and (b) the amount set forth in a Supplemental Indenture if an amount different from the Debt Service Reserve Requirement is required.

Subject to the preceding paragraph, to the extent accounts are created in the Debt Service Reserve Fund for Debt Service Reserve Fund Bonds, the funds and DSRF Security, as hereinafter defined, held therein shall be available to make payments required under the Subordinate Indenture for the benefit of all Debt Service Reserve Fund Bonds of the same Class.

Moneys held in the Debt Service Reserve Fund shall be used for the purpose of paying interest on, maturing principal and mandatory sinking fund redemption price of Debt Service Reserve Fund Bonds whenever and to the extent that the moneys held for the credit of the Debt Service Fund shall be insufficient for such purpose. If at any time the moneys and the principal amount of any DSRF Security held in the Debt Service Reserve Fund shall exceed the Debt Service Reserve Requirement, the Commission shall direct whether such excess moneys shall be transferred by the Trustee to the credit of the Commission Payments Fund or used to reduce the principal amount of any DSRF Security.

In the event the Trustee shall be required to withdraw funds from the Debt Service Reserve Fund to restore a deficiency in the Debt Service Fund arising with respect to Debt Service Reserve Fund Bonds, the funds shall be allocated, subject to the provisions of the Subordinate Indenture, pro rata among such Bonds.

In lieu of the deposit of moneys into the Debt Service Reserve Fund, the Commission may cause to be provided a surety bond, an insurance policy, a letter of credit or similar financial instrument satisfactory to the Rating Agency (as evidenced by a letter from the Rating Agency confirming that the DSRF Security will not result in the rating on any outstanding Debt Service Reserve Fund Bonds being downgraded) (each, a "DSRF Security") payable to the Trustee in an amount equal to the difference between the Debt Service Reserve Requirement and the amounts then on deposit in the Debt Service Reserve Fund. The DSRF Security shall be payable (upon the giving of notice as required thereunder) on any Interest Payment Date on which moneys will be required to be withdrawn from the Debt Service Reserve Fund and applied to the payment of the principal of or interest on any Debt Service Reserve Fund Bonds to the extent that such withdrawals cannot be made by amounts on deposit in the Debt Service Reserve Fund.

If a disbursement is made pursuant to a DSRF Security, the Commission shall be obligated either (a) to reinstate the maximum limits of such DSRF Security or (b) to deposit into the Debt Service Reserve Fund, funds in the amount of the disbursement made under such DSRF Security, or a combination of such alternatives, as shall provide that the amount credited to the Debt Service Reserve Fund equals the Debt Service Reserve Requirement within a time period of eighteen (18) months.

If the DSRF Security shall cease to have a rating described in the second preceding paragraph, the Commission shall use reasonable efforts to replace such DSRF Security with one having the required rating, but shall not be obligated to pay, or commit to pay, increased fees, expenses or interest in connection with such replacement or to deposit revenues in the Debt Service Reserve Fund in lieu of replacing such DSRF Security with another.

### **REBATE FUND**

The Commission covenants to calculate and to pay directly to the government of the U.S. all amounts due for payment of “arbitrage rebate” under Section 148(f) of the Code with respect to any Subordinate Indenture Bonds. Nevertheless, the Commission in the future may deposit with the Trustee or direct the Trustee to deposit in the Rebate Fund amounts held in any Fund hereunder for any or all Series of Subordinate Indenture Bonds (which direction shall specify the procedures for collection and payment of amounts due in respect of arbitrage rebate) if (a) required under any amendments to Section 148(f) of the Code or (b) the Commission otherwise determines that the funding of the Rebate Fund is necessary or appropriate. The Rebate Fund is a trust fund but the amounts therein do not constitute part of the Trust Estate. Amounts on deposit in the Rebate Fund may be used solely to make payments to the U.S. under Section 148 of the Code and to pay costs related to the calculation of the amounts due. Upon satisfaction of the Commission’s covenants described above, any amounts remaining in the Rebate Fund shall be deposited in the Commission Payments Fund.

### **GUARANTEE REPAYMENT FUND**

The Subordinate Indenture creates a Guarantee Repayment Fund. Based on such time schedule as is agreed by the Commission and PennDot and furnished to the Trustee, the Trustee shall deposit out of the General Reserve Fund into the Commission Payments Fund and shall deposit into the Guarantee Repayment Fund out of the Commission Payments Fund and the Residual Fund such amounts as are necessary to repay, and the Trustee is hereby instructed to repay out of the Guarantee Repayment Fund, to the Commonwealth’s Motor License Fund any debt service payments which are made out of the Motor License Fund.

### **RESIDUAL FUND**

The Subordinate Indenture creates a Residual Fund. After making all payments required under the Subordinate Indenture or under a Supplemental Indenture, the Trustee shall at least annually deposit into the Residual Fund out of the Commission Payments Fund such amounts from the Commission Payments Fund as are in excess of current debt service and other required payments and deposits pursuant to the Subordinate Indenture.

(a) Moneys in the Residual Fund may be expended by the Commission to restore deficiencies in any funds or accounts created under the Subordinate Indenture (including without limitation the Revenue Bonds Principal and Interest Sub-Accounts) and, absent any such deficiency, for any of the following purposes, with no one item having priority over any of the others:

- (1) To purchase or redeem Bonds;
- (2) To secure and pay the principal or redemption price of and interest on any Parity Obligations; or
- (3) To further any corporate purpose.

(b) The Trustee is authorized to apply monies on deposit in the Residual Fund for any of such purposes upon receipt of a requisition signed by a Commission Official, stating in respect of each payment to be made:

- (1) the name of the Person, firm or corporation, to whom payment is to be made or, if the payment is to be made to a fund or account held by the Trustee under the Subordinate Indenture or to a fund or account held by the Commission and not subject to the Subordinate Indenture, the name of such fund or account,

- (2) the amount to be paid, and
- (3) the purpose for which the payment is to be made.

(c) Pursuant to the written request of the Commission, the Trustee shall transfer to the General Reserve Fund of the Senior Indenture at any time any balance in the Residual Fund not required to restore any deficiency in a fund or account established under the Subordinate Indenture.

#### **MONEYS SET ASIDE FOR PRINCIPAL AND INTEREST HELD IN TRUST**

All moneys which the Trustee shall have set aside (or deposited with any paying agent) for the purpose of paying any of the Subordinate Indenture Bonds hereby secured, either at the maturity thereof or upon call for redemption, shall be held in trust for the respective holders of the applicable Series of such Subordinate Indenture Bonds. However, any moneys which shall be so held or deposited by the Trustee, and which shall remain unclaimed by the holders of such Subordinate Indenture Bonds for the period of five years after the date on which such Subordinate Indenture Bonds shall have become payable, shall be paid to the Commission upon its written request or to such officer, board or body as may then be entitled by law to receive the same; thereafter the holders of such Subordinate Indenture Bonds shall look only to the Commission or to such officer, board or body, as the case may be, for payment and then only to the extent of the amounts so received without any interest thereon, and the Trustee shall have no responsibility with respect to such moneys.

#### **ADDITIONAL SECURITY**

Except as otherwise provided or permitted in the Subordinate Indenture, the Trust Estate securing Subordinate Indenture Bonds issued under the terms of the Subordinate Indenture shall be shared on a parity with other Parity Obligations as provided in the Subordinate Indenture. The Commission may, however, in its discretion, provide additional security or credit enhancement for specified Parity Obligations with no obligation to provide such additional security or credit enhancement to other Parity Obligations, except that no additional security or credit enhancement shall be provided unless there shall have been first delivered to the Trustee an opinion of Bond Counsel that the exclusion from gross income of interest on any Subordinate Indenture Bonds for federal income tax purposes will not be adversely affected thereby. Moreover, the Commission may provide in a Supplemental Indenture that Subordinate Indenture Bonds issued thereunder are not secured, or are secured only in part or only under certain circumstances, by the Trust Estate.

#### **DEPOSITARY**

Except as otherwise provided under the Subordinate Indenture, all moneys received by the Commission under the provisions of the Subordinate Indenture shall be deposited with the Trustee or with one or more Depositaries. All moneys deposited under the provisions of the Subordinate Indenture with the Trustee or any other Depositary shall be held in trust, credited to the particular fund or account to which such moneys belong and applied only in accordance with the provisions of the Subordinate Indenture.

No moneys shall be deposited with any Depositary, other than the Trustee, in an amount exceeding fifty per centum (50%) of the amount which an officer of such Depositary shall certify to the Commission as the combined capital and surplus of such Depositary.

All moneys deposited with the Trustee or any other Depositary under the Subordinate Indenture shall, to the extent not insured, be secured in the manner required or permitted by applicable law.

#### **INVESTMENT OF MONEYS**

Moneys held in any of the funds or accounts under the Subordinate Indenture may be retained uninvested, if deemed necessary by the Commission, as trust funds and secured as provided in the Subordinate Indenture or may be invested in Permitted Investments. All investments shall be made by the Trustee upon the oral request of the Commission, which is confirmed in writing by a Commission Official specifying the account or fund from which moneys are to be invested and designating the specific Permitted Investments to be acquired.

All investments made pursuant to this Section shall be subject to withdrawal or shall mature or be subject to repurchase or redemption by the holder, not later than the earlier of (a) the date or dates set forth for similar investments in

the applicable Supplemental Indenture or (b) the date on which the moneys may reasonably be expected to be needed for the purpose of the Subordinate Indenture.

Investments acquired with the moneys in any fund or account shall be a part of such fund or account and, for the purposes of determining the amount in such fund or account, shall be valued at their then fair market value. The interest or income received on an investment shall remain in the fund or account to which the investment is credited except to the extent otherwise provided in the applicable Supplemental Indenture.

The Trustee shall withdraw, redeem or sell all or a portion of any investment upon receipt of the written direction from the Commission or upon a determination by the Trustee that moneys in such fund or account are to be applied or paid by the Trustee pursuant to the provisions of the Subordinate Indenture, and the proceeds thereof shall be deposited by the Trustee in the appropriate fund or account. Neither the Trustee nor the Commission shall be liable or responsible for any depreciation in the value of the Permitted Investments or for any losses incurred upon any unauthorized disposition thereof.

Each fund and account held under the Subordinate Indenture shall be valued by the Trustee at least once annually within thirty days after the end of each Fiscal Year.

### **PAYMENT OF PRINCIPAL, INTEREST AND PREMIUM**

The Commission covenants that it will promptly pay, by disbursement to the Trustee which is authorized to make the required payments, the principal of, premium, if any, and the interest on every Subordinate Indenture Bond and other Parity Obligations issued or agreed by the Commission to be parity under the provisions of the Subordinate Indenture at the places, on the dates and in the manner provided in the Subordinate Indenture and in said Subordinate Indenture Bonds and other Parity Obligations and will promptly pay all Administrative Expenses and any payments required to be made by the Commission to the Commonwealth's Motor License Fund. Except as otherwise provided in the Subordinate Indenture, all such monies are payable solely from Commission Payments, which Commission Payments are hereby pledged to the payment thereof in the manner and to the extent provided in the Subordinate Indenture. Neither the general credit of the Commission nor the general credit nor the taxing power of the Commonwealth or any political subdivision, agency or instrumentality thereof is pledged for the payment of the obligations described in the Subordinate Indenture.

### **LIMITATIONS ON ISSUANCE OF ADDITIONAL SUBORDINATE INDENTURE BONDS AND EXECUTION OF APPROVED SWAP**

(a) Long-Term Indebtedness.

(1) The Commission agrees that it will not issue any Additional Subordinate Indenture Bonds constituting Long-Term Indebtedness unless prior to or contemporaneously with the incurrence thereof, the relevant provisions of the Senior Indenture and the Subordinate Indenture are met after taking into account as part of the calculations the issuance of such Additional Subordinate Indenture Bonds under the Subordinate Indenture and there are delivered to the Trustee:

(i) a certificate of a Commission Official certifying that the amount paid into the General Reserve Fund under the Senior Indenture for the most recent Fiscal Year preceding the delivery of such certificate for which audited financial statements are available divided by the Annual Debt Service on Outstanding Revenue Bonds including any Revenue Bonds to be issued at that time, and on Outstanding Revenue Bonds Parity Obligations, including Revenue Bonds Parity Obligations to be issued at that time, was not less than 1.15; and

a certificate of a Commission Official certifying that the amount paid into the General Reserve Fund under the Senior Indenture for the most recent Fiscal Year preceding the delivery of such certificate for which audited financial statements are available divided by the Annual Debt Service on Outstanding Guaranteed Bonds including any Guaranteed Bonds to be issued at that time, and on Outstanding Guaranteed Bonds Parity Obligations, including Guaranteed Bonds to be issued at that time, was not less than 1.00; or

(ii) a report of a Consultant to the effect that the Projected Debt Service Coverage Ratio is not less than 1.10 for the Outstanding Bonds, including any Bonds to be issued at that time, and Parity Obligations.

(2) if the Long-Term Indebtedness is being incurred solely for the purposes of refunding, repurchasing or refinancing (whether in advance or otherwise) any outstanding Long-Term Indebtedness, a certificate of a Commission Official certifying the Maximum Annual Debt Service on all Applicable Long-Term Indebtedness prior to the issuance of the proposed Long-Term Indebtedness is greater than the Maximum Annual Debt Service on all Applicable Long-Term Indebtedness after the issuance of such proposed Long-Term Indebtedness.

(3) If the additional Series of Subordinate Indenture Bonds are refunding Subordinate Indenture Bonds issued to refund other Subordinate Indenture Bonds, the following shall be delivered:

(i) Evidence satisfactory to the Trustee that the Commission has made provision as required by the Subordinate Indenture for the payment or redemption of all Subordinate Indenture Bonds to be refunded;

(ii) A written determination by the Trustee or by a firm of certified independent public accountants or other qualified firm acceptable to the Commission and the Trustee that the proceeds (excluding accrued interest) of the refunding Subordinate Indenture Bonds, together with any other money to be deposited for such purpose with the Trustee, or in escrow for the benefit of the Trustee, upon the issuance of the refunding Bonds and the investment income to be earned on funds held by, or in escrow for the benefit of, the Trustee for the payment or redemption of other Subordinate Indenture Bonds will be sufficient without reinvestment to pay, whether upon redemption or at maturity, the principal of and premium, if any, and interest on the Subordinate Indenture Bonds to be refunded and the estimated expenses incident to the refunding; and

(iii) Either a written determination by the Trustee or by a firm of certified independent public accountants or other qualified firm acceptable to the Commission and the Trustee that after the issuance of the refunding Subordinate Indenture Bonds and the provision for payment or redemption of all Subordinate Indenture Bonds to be refunded, Debt Service for each Fiscal Year in which there will be Outstanding Subordinate Indenture Bonds (not including Subordinate Indebtedness) of any Series not to be refunded will not be more than Debt Service for the Fiscal Year would have been respectively in each case on all Outstanding Revenue Bonds and on all Outstanding Guaranteed Bonds (in each case not including Subordinate Indebtedness) immediately before the issuance of the refunding Bonds, including the Subordinate Indenture Bonds, to be refunded.

(b) Subordinated Indebtedness. The Commission may incur Indebtedness (hereinafter referred to as "Subordinated Indebtedness") without limit which is subordinated and junior in all respects to payment of all or any Series of Subordinate Indenture Bonds and other Parity Obligations incurred under the Subordinate Indenture so that the same is payable as to principal and interest once all other payments have been made under the Subordinate Indenture from the amounts on deposit to the credit of the Commission Payments Fund as long as prior to or contemporaneously with the incurrence thereof, there is delivered to the Trustee:

(1) a certificate of a Commission Official certifying that the Rate Covenant would have been met during the preceding Fiscal Year taking into account the Maximum Annual Debt Service on such Subordinated Indebtedness, and

(2) the other items listed in the Subordinate Indenture (as the same may be modified to reflect the fact that such Indebtedness is Subordinated Indebtedness).

Such Subordinated Indebtedness and the payment thereof may be secured by a lien and pledge (a) subordinate to that of the Subordinate Indenture Bonds or any Series thereof on the Commission Payments or (b) prior to, on a parity with or subordinate to, the Subordinate Indenture Bonds or any Series thereof on Other Revenues, in which event the Commission and the Trustee may establish such other accounts under the Subordinate Indenture as they deem necessary or appropriate.

(c) Approved Swap Agreements. The Commission agrees that it will not enter into any Approved Swap Agreement unless prior to or contemporaneously with the incurrence thereof, the provisions of the Subordinate Indenture are met and there is delivered to the Trustee one of the certificates or reports required in subsection (b) above, which takes into account the expected payments by and to the Commission pursuant to such Approved Swap Agreement in calculating Annual Debt Service.

#### **COVENANT AS TO LEASE**

The Commission covenants it will not agree to any amendments or supplements to the Lease or waivers thereunder which adversely affect the holders of the Subordinate Indenture Bonds. The Commission covenants, as set forth in the Lease, that its obligations to pay Lease Rental Payments shall be subordinate obligations of the Commission, payable from amount in the General Reserve Fund only as permitted by any financing documents, financial covenants, liquidity policies or agreements in effect of the Commission. The Commission agrees that Lease Rental Payments will not be made at any when there is an outstanding uncured Event of Default under the Senior Indenture or this Subordinate Indenture.

#### **COVENANTS AS TO ACT 44 – GUARANTEED BONDS**

The Commission covenants, as required by Act 44, that (i) it will not issue Guaranteed Bonds in an aggregate amount exceeding \$5,000,000,000, including unless otherwise authorized by Act of the Pennsylvania General Assembly; and (ii) it will not issue Guaranteed Bonds in an amount exceeding \$600,000,000 in any calendar year unless otherwise authorized by Act of the Pennsylvania General Assembly.

In the event an amendment to Act 44 or enactment of other legislation providing that the Motor License Fund will become the primary payment source for debt service on the Guaranteed Bonds, the Commission may elect to substitute the Motor License Fund for the Commission Payments as the primary source of payment of debt service on the Guaranteed Bonds; provided, however, the Commission may make such election only if it (i) obtains conformation from the Rating Agencies that such change will not adversely affect the ratings on the Guaranteed Bonds and on the Revenue Bonds that remain outstanding after such change, and (ii) causes to be delivered an opinion of Bond Counsel that such change will not adversely affect the exclusion from gross income for federal income tax purposes of interest on the Guaranteed Bonds.

The Commission covenants that it will seek to enforce the covenants of the Commonwealth in Act 44 with respect to the Guaranteed Bonds and the Commonwealth's Motor License Fund. The Commission also covenants that it will seek to enforce to the extent possible and as permitted by applicable law, and that it will not take any action in violation of, Sections 8915.3(7) and 9511.11(C) of Act 44. The Trustee may, and the Trustee, upon receipt of written direction from the holders of not less than twenty-five percent (25%) in principal amount of the Guaranteed Bonds then outstanding and upon being indemnified to its satisfaction shall, institute and prosecute in a court of competent jurisdiction any appropriate action to enforce the covenants of the Commonwealth in Act 44.

The Commission covenants that it will seek to continue the Commonwealth's Motor License Fund in full force and effect without change which would materially adversely affect the Guaranteed Bonds. The Commission shall take such action as may be desirable or necessary to prevent or remedy the occurrence of any such change by petitioning the Governor and the General Assembly and taking appropriate legal action.

#### **EVENTS OF DEFAULT**

Each of the following is an "Event of Default" with respect to a particular Series under the Subordinate Indenture:

- (a) Default in the payment of any installment of principal, redemption premium, if any, interest or other amount due on that particular Class of Subordinate Indenture Bonds when the same becomes due and payable;
- (b) Default in the payment by the Commission of any other Parity Obligation of that particular Class;
- (c) With respect only to Guaranteed Bonds and subject to the provisions of the Subordinate Indenture, default in the performance or breach of the covenants contained in the Subordinate Indenture;
- (d) Subject to the provisions of the Subordinate Indenture, default in the performance or breach of any other covenant, warranty or representation of the Commission contained in the Subordinate Indenture (other than a default under subsections (a) and (b) of this Section);

(e) The occurrence of any Event of Default under any Supplemental Indenture with respect to that particular Class; or

(f) (1) The occurrence of an Event of Bankruptcy of the Commission; (2) the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator or other similar official of the Commission or of any substantial portion of its property, which appointment shall not have been rescinded or stayed within ninety (90) days after taking effect; or (3) the ordering of the winding up or liquidation of the affairs of the Commission.

## **TAX COVENANTS**

(a) The Commission covenants that it will neither make nor direct the Trustee to make any investment or other use of the proceeds of any Series of tax exempt Subordinate Indenture Bonds issued under the Subordinate Indenture that would cause such Series of tax exempt Subordinate Indenture Bonds to be “arbitrage bonds”, as that term is defined in Section 148(a) of the Code, and that it will comply with the requirements of the Code throughout the term of such Series of tax exempt Subordinate Indenture Bonds. The Trustee covenants that in those instances where it exercises discretion over the investment of funds, it shall not knowingly make any investment inconsistent with the foregoing covenants.

(b) Notwithstanding the foregoing, the Commission hereby reserves the right to elect to issue one or more Series of Additional Subordinate Indenture Bonds, the interest on which is not exempt from federal income taxation. If such election is made prior to the issuance of such Additional Subordinate Indenture Bonds, then the covenants contained in this Section shall not apply to such Series of Subordinate Indenture Bonds.

(c) The Commission covenants that it (1) will take, or use its best efforts to require to be taken, all actions that may be required of the Commission for the interest on the Subordinate Indenture Bonds to be and remain not included in gross income for federal income tax purposes and (2) will not take or authorize to be taken any actions within its control that would adversely affect that status under the provisions of the Code.

## **SECURITY AGREEMENT; FINANCING STATEMENT**

In addition to the assignment by the Commission of its rights in the Trust Estate to the Trustee, the Commission hereby acknowledges that in order to more fully protect, perfect and preserve the rights of the Trustee, the Subordinate Indenture Bondholders and owners of Parity Obligations in the Trust Estate, the Commission grants to the Trustee a security interest in the Trust Estate and the proceeds thereof. The Commission agrees to cooperate with the Trustee in filing financing statements, and continuations thereof, in such manner and in such places as may be required by law in order to perfect such security interest. In the event that the Trustee becomes aware of a change in law which might affect such filing, the Trustee, at the expense of the Commission, may obtain an opinion of Counsel setting forth what actions, if any, the Commission or the Trustee should take in order to protect, perfect and preserve such security interest. The Commission shall cooperate with the Trustee in taking such actions, including the execution of any necessary financing statements and continuations thereof.

## **FURTHER INSTRUMENTS AND ACTION**

The Commission covenants that it will, from time to time, execute and deliver such further instruments and take such further action as may be required to carry out the purposes of the Subordinate Indenture.

## **REMEDIES**

(a) The Trustee, upon the occurrence of an Event of Default may, and upon the written request of the holders of not less than a majority in aggregate principal amount of the Revenue Bonds Outstanding and subject, to the requirements of the Subordinate Indenture, shall proceed to protect and enforce its rights and the rights of the holders of the applicable Series of Subordinate Indenture Bonds under the Subordinate Indenture by a suit or suits in equity or at law, either for the specific performance of any covenant or agreement contained in the Subordinate Indenture or in aid of the execution of any power granted in the Subordinate Indenture, or for the enforcement of any other appropriate legal or equitable remedy, and the Trustee in reliance upon the advice of Counsel may deem most effective to protect and enforce any of the rights or interests of the applicable Series of Subordinate Indenture Bondholders under the applicable Series of Subordinate Indenture Bonds or the Subordinate Indenture.

(b) Without limiting the generality of the foregoing, the Trustee shall at all times have the power to institute and maintain such proceedings as it may deem expedient: (1) to prevent any impairment of the Trust Estate by any

acts which may be unlawful or in violation of the Subordinate Indenture, and (2) to protect its interests and the interests of the Subordinate Indenture Bondholders in the Trust Estate and in the issues, profits, revenues and other income arising therefrom, including the power to maintain proceedings to restrain the enforcement of or compliance with any governmental enactment, rule or order which may be unconstitutional or otherwise invalid, if the enforcement of, or compliance with, such enactment, rule or order would impair the Trust Estate or be prejudicial to the interests of the Subordinate Indenture Bondholders or the Trustee.

(c) The Trustee, upon the occurrence of an Event of Default may, and upon the written request of the holders of not less than a majority in aggregate principal amount of the Guaranteed Bonds Outstanding, appoint a co-trustee to represent the holders of the Guaranteed Bonds.

(d) Notwithstanding anything to the contrary contained in the Subordinate Indenture, the Trustee shall proceed to protect and enforce its rights under the section "Commission Payments" and the rights of the holders of the applicable Series of Subordinate Indenture Bonds under the section "Commission Payments" by a suit or suits in equity or at law, either for the specific performance or mandamus of any covenant or agreement contained in the Subordinate Indenture in a manner that the Trustee in reliance, upon the advice of Counsel, may deem most effective to protect and enforce any of its rights under the section "Commission Payments" or the interests of the applicable Series of Subordinate Indenture Bondholders under the section "Commission Payments."

### **MARSHALING OF ASSETS**

Upon the occurrence of an Event of Default, all moneys in all Funds (other than moneys in the Rebate Fund and the Guarantee Repayment Fund) shall be available to be utilized by the Trustee in accordance with the Subordinate Indenture. The rights of the Trustee under the Subordinate Indenture shall be applicable. During the continuance of any such Event of Default, all provisions of the Subordinate Indenture relating to the utilization of Funds shall be superseded by the right of the Trustee to marshal assets under the Subordinate Indenture. Subsequent to the curing or waiver of any such Event of Default, the provisions of the Subordinate Indenture relating to utilization of Funds shall be reinstated.

### **TRUSTEE MAY FILE PROOFS OF CLAIM**

(a) In case of the pendency of any receivership, insolvency, liquidation, bankruptcy, reorganization, arrangement, adjustment, composition or other judicial proceeding under the Bankruptcy Law relating to the Commission, any other obligor upon the Subordinate Indenture Bonds or any property of the Commission, the Trustee (whether or not the principal of the Subordinate Indenture Bonds shall then be due and payable by acceleration or otherwise, and whether or not the Trustee shall have made any demand upon the Commission for the payment of overdue principal, redemption premium, if any, and interest) shall be entitled and empowered, by intervention in such proceeding or other means:

(1) to file and prove a claim for the whole amount of the principal, redemption premium, if any, and interest owing and unpaid in respect of the Subordinate Indenture Bonds then Outstanding or for breach of the Subordinate Indenture and to file such other papers or documents as may be necessary or advisable in order to have the claims of the Trustee (including any claim for the reasonable compensation, expenses, disbursements and advances of the Trustee, its agents and Counsel) and of the holders allowed in such proceeding; and

(2) to collect and receive any moneys or other property payable or deliverable on any such claims and to distribute the same; and any receiver, assignee, trustee, liquidator, sequestrator or similar official in any such judicial proceeding is hereby authorized by each holder to make such payments to the Trustee and, in the event that the Trustee shall consent to the making of such payments directly to the holders, to pay to the Trustee any amount due it for the reasonable compensation, expenses, disbursements and advances of the Trustee, its agents and Counsel, and any other amounts due the Trustee under the Subordinate Indenture.

(b) No provision of the Subordinate Indenture empowers the Trustee to authorize or consent to or accept or adopt on behalf of any Subordinate Indenture Bondholders any plan of reorganization, arrangement, adjustment or composition affecting any of the Subordinate Indenture Bonds or the rights of any holder thereof, or to authorize the Trustee to vote in respect of the claim of any holder in any proceeding described in subsection (a) of this Section.

### **NOTICE AND OPPORTUNITY TO CURE CERTAIN DEFAULTS**

No default under the relevant sections of the Subordinate Indenture shall constitute an Event of Default until written notice of such default shall have been given to the Commission by the Trustee or by the holders of at least 25% in aggregate

principal amount of the applicable Series of Subordinate Indenture Bonds Outstanding, and the Commission shall have had thirty (30) days after receipt of such notice to correct such default or cause such default to be corrected, and shall have failed to do so. In the event, however, that the default is such that it cannot be corrected within such thirty (30) day period, it shall not constitute an Event of Default if corrective action is instituted by the Commission within such period and diligently pursued (as determined by the Trustee) until the default is corrected.

#### **PRIORITY OF PAYMENT FOLLOWING EVENT OF DEFAULT**

Any portion of the Trust Estate held or received by the Trustee, by any receiver or by any Subordinate Indenture Bond Owner pursuant to any right given or action taken under the provisions of the Subordinate Indenture, after payment of the costs and expenses of the proceedings resulting in the collection of such moneys and of the fees, expenses and liabilities incurred by the Trustee and the transfer to Secured Owners (other than Owners of the Subordinate Indenture Bonds) of amounts to which they are entitled by virtue of their parity position, shall be deposited and applied as follows:

(a) first, to the payment to the persons entitled thereto of all installments of interest then due on the applicable Series of Subordinate Indenture Bonds, with interest on overdue installments, if lawful, at their respective rates from the respective dates upon which they became due, in the order of maturity and, if the amount available shall not be sufficient to pay in full any particular installment of interest, then to the payment ratably, according to the amounts due on such installment;

(b) second, to the payment to the persons entitled thereto of the unpaid principal of any of the applicable Series of Subordinate Indenture Bonds which shall have become due with interest on such Subordinate Indenture Bonds at their respective rates from the respective dates upon which they became due and, if the amount available shall not be sufficient to pay in full the Subordinate Indenture Bonds due on any particular date, together with such interest, then to the payment ratably, according to the amount of principal and interest due on such date, in each case to the persons entitled thereto, without any discrimination or privilege; and

(c) third, to the payment of any other amounts then owing under the Subordinate Indenture, and, after said deposit into the Debt Service Fund, there shall be paid the Subordinated Indebtedness issued or incurred by the Commission pursuant to the Subordinate Indenture.

Whenever moneys are to be applied pursuant to the provisions of this Section, such moneys shall be applied at such times, and from time to time, as the Trustee shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future. Whenever the Trustee shall apply such funds, it shall fix the date (which shall be an Interest Payment Date unless it shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal and interest to be paid on such date shall cease to accrue. The Trustee shall give notice of the deposit with it of any such moneys and of the fixing of any such date by mail to all Owners of Subordinate Indenture Bonds with respect to which the Event of Default occurred and shall not be required to make payment to any Subordinate Indenture Bond Owner until such Subordinate Indenture Bonds shall be presented to the Trustee for appropriate endorsement or for cancellation if fully paid.

#### **REVENUE BONDHOLDERS MAY DIRECT PROCEEDINGS**

The owners of a majority in aggregate principal amount of the Revenue Bonds Outstanding shall, subject to the requirements of the Subordinate Indenture, have the right, by an instrument or instruments in writing executed and delivered to the Trustee, to direct the method and place of conducting all remedial proceedings by the Trustee under the Subordinate Indenture, provided that such direction shall not be in conflict with any rule of law or the Subordinate Indenture and that the Trustee shall have the right to decline to follow any such direction which in the opinion of the Trustee would be unduly prejudicial to the rights of Subordinate Indenture Bondholders not parties to such direction or would subject the Trustee to personal liability or expense. Notwithstanding the foregoing, the Trustee shall have the right to select and retain Counsel of its choosing to represent it in any such proceedings. The Trustee may take any other action which is not inconsistent with any direction under this Section.

#### **LIMITATIONS ON RIGHTS OF SUBORDINATE INDENTURE BONDHOLDERS**

(a) No Subordinate Indenture Bondholder shall have any right to pursue any other remedy under the Subordinate Indenture or the Subordinate Indenture Bonds unless: (1) an Event of Default shall have occurred and is continuing; (2) the owners of not less than a majority in aggregate principal amount of the applicable Series of Subordinate Indenture Bonds then Outstanding have requested the Trustee, in writing, to exercise the powers hereinabove granted or to

pursue such remedy in its or their name or names; (3) the Trustee has been offered indemnity satisfactory to it against costs, expenses and liabilities reasonably anticipated to be incurred; (4) the Trustee has declined to comply with such request, or has failed to do so, within sixty (60) days after its receipt of such written request and offer of indemnity; and (5) no direction inconsistent with such request has been given to the Trustee during such 60 day period by the holders of a majority in aggregate principal amount of the Subordinate Indenture Bonds Outstanding.

(b) The provisions of subsection (a) of this Section are conditions precedent to the exercise by any Subordinate Indenture Bondholder of any remedy under the Subordinate Indenture. The exercise of such rights is further subject to the provisions of the Subordinate Indenture. No one or more Subordinate Indenture Bondholders shall have any right in any manner whatever to enforce any right under the Subordinate Indenture, except in the manner provided in the Subordinate Indenture. All proceedings at law or in equity with respect to an Event of Default shall be instituted and maintained in the manner provided in the Subordinate Indenture for the equal and ratable benefit of the Subordinate Indenture Bondholders of all Subordinate Indenture Bonds Outstanding.

#### **UNCONDITIONAL RIGHT OF SUBORDINATE INDENTURE BONDHOLDER TO RECEIVE PAYMENT**

Notwithstanding any other provision of the Subordinate Indenture, any Subordinate Indenture Bondholder shall have the absolute and unconditional right to receive payment of principal of, redemption premium, if any, and interest on the Subordinate Indenture Bonds on and after the due date thereof, and to institute suit for the enforcement of any such payment.

#### **RESTORATION OF RIGHTS AND REMEDIES**

If the Trustee or any Subordinate Indenture Bondholder has instituted any proceeding to enforce any right or remedy under the Subordinate Indenture, and any such proceeding has been discontinued or abandoned for any reason, or has been determined adversely to the Trustee or such Subordinate Indenture Bondholder, then the Commission, the Trustee and the Subordinate Indenture Bondholders, subject to any determination in such proceeding, shall be restored to their former positions under the Subordinate Indenture, and all rights and remedies of the Trustee and the Subordinate Indenture Bondholders shall continue as though no such proceeding had been instituted.

#### **RIGHTS AND REMEDIES CUMULATIVE**

No right or remedy conferred under the Subordinate Indenture upon or reserved to the Trustee is intended to be exclusive of any other right or remedy, but each such right or remedy shall, to the extent permitted by law, be cumulative of and in addition to every other right or remedy given under the Subordinate Indenture or now or hereafter existing at law, in equity or otherwise. The assertion or employment of any right or remedy under the Subordinate Indenture shall not prevent the concurrent assertion or employment of any other appropriate right or remedy.

#### **DELAY OR OMISSION NOT WAIVER**

No delay or omission by the Trustee or any Subordinate Indenture Bondholder to exercise any right or remedy accruing upon any Event of Default shall impair any such right or remedy or constitute a waiver of such Event of Default. Every right and remedy given by the Subordinate Indenture or by law to the Trustee or the Subordinate Indenture Bondholders may be exercised from time to time, and as often as may be deemed expedient, by the Trustee or the Subordinate Indenture Bondholders, as the case may be.

#### **WAIVER OF DEFAULTS**

(a) The holders of a majority in aggregate principal amount of each Series of Outstanding Subordinate Indenture Bonds may, by written notice to the Trustee and subject to the requirements of the Subordinate Indenture, waive any existing default or Event of Default with respect to that particular Series and its consequences, except an Event of Default under the relevant sections of the Subordinate Indenture. Upon any such waiver, the default or Event of Default shall be deemed cured and shall cease to exist for all purposes. No waiver of any default or Event of Default shall extend to or effect any subsequent default or Event of Default or shall impair any right or remedy consequent thereto.

(b) Notwithstanding any provision of the Subordinate Indenture, in no event shall any Person, other than all of the affected Subordinate Indenture Bondholders, have the ability to waive any Event of Default under the Subordinate Indenture if such event results or may result, in the opinion of Bond Counsel, in interest on any of the

Subordinate Indenture Bonds becoming includable in gross income for federal income tax purposes if the interest on such Subordinate Indenture Bonds was not includable in gross income for federal income tax purposes prior to such event.

## **NOTICE OF EVENTS OF DEFAULT**

If an Event of Default occurs of which the Trustee has or is deemed to have notice under the Subordinate Indenture the Trustee shall give Immediate Notice thereof to the Commission. Within 90 days thereafter (unless such Event of Default has been cured or waived), the Trustee shall give notice of such Event of Default to each Subordinate Indenture Bondholder then Outstanding, provided, however, that except in the instance of an Event of Default under "Events of Default" sections (a) or (b), the Trustee may withhold such notice if and so long as the Trustee in good faith determines that the withholding of such notice does not materially adversely affect the interests of any Class of Subordinate Indenture Bondholders, and provided, further, that notice to Subordinate Indenture Bondholders of any Event of Default under "Events of Default" sections (c) and (d) shall be subject to the provisions of the section "Priority of Payment Following Event of Default" and shall not be given until the grace period has expired.

## **THE TRUSTEE; QUALIFICATIONS OF TRUSTEE**

The Subordinate Indenture contains provisions relating to the appointment and duties of the Trustee. The Trustee under the Subordinate Indenture shall at all times be a trustee under the Subordinate Indenture which shall be a corporation or banking association organized and doing business under the laws of the U.S. or of any state, authorized under such laws to exercise corporate trust powers, which has a combined capital and surplus of at least \$50,000,000, or is an affiliate of, or has a contractual relationship with, a corporation or banking association meeting such capital and surplus requirement which guarantees the obligations and liabilities of the proposed trustee, and which is subject to supervision or examination by federal or state banking authority. If such corporation or banking association publishes reports of condition at least annually, pursuant to law or the requirements of such banking authority, then for purposes of this Section, the combined capital and surplus of such corporation or banking association shall be deemed to be its combined capital and surplus as set forth in its most recent report of condition so published. If at any time the Trustee shall cease to be eligible in accordance with the provisions of this Section, it shall resign promptly in the manner and with the effect specified in the Subordinate Indenture.

## **RESIGNATION OR REMOVAL OF TRUSTEE; APPOINTMENT OF SUCCESSOR TRUSTEE**

(a) No resignation or removal of the Trustee and no appointment of a successor Trustee pursuant to the Subordinate Indenture shall become effective until the acceptance of appointment by the successor Trustee under the Subordinate Indenture.

(b) The Trustee may resign at any time by giving written notice to the Commission. Upon receiving such notice of resignation, the Commission shall promptly appoint a successor Trustee by an instrument in writing. If an instrument of acceptance has not been delivered to the resigning Trustee within 30 days after the giving of such notice of resignation, the resigning Trustee or any Subordinate Indenture Bondholder may petition a court of competent jurisdiction for the appointment of a successor Trustee.

(c) Prior to the occurrence and continuance of an Event of Default under the Subordinate Indenture, or after the curing or waiver of any such Event of Default, the Commission or the holders of a majority in aggregate principal amount of the Outstanding Subordinate Indenture Bonds of each Class, may remove the Trustee and shall appoint a successor Trustee. In the event there shall have occurred and be continuing an Event of Default under the Subordinate Indenture, the holders of a majority in aggregate principal amount of each Class of Outstanding Subordinate Indenture Bonds may remove the Trustee and shall appoint a successor Trustee. In each instance, such removal and appointment shall be accomplished by an instrument or concurrent instruments in writing signed by the Commission or such holders, as the case may be, and delivered to the Trustee, the Commission, the holders of the Outstanding Subordinate Indenture Bonds and the successor Trustee.

(d) If at any time: (1) the Trustee shall cease to be eligible and qualified under the Subordinate Indenture and shall fail or refuse to resign after written request to do so by the Commission or the holder of any Subordinate Indenture Bond, or (2) the Trustee shall become incapable of acting or shall be adjudged insolvent, or a receiver of the Trustee or its property shall be appointed, or any public officer shall take charge or control of the Trustee, its property or affairs for the purpose of rehabilitation, conservation or liquidation, then in either such case (i) the Commission may remove the Trustee and appoint a successor Trustee in accordance with the provisions of subsection (c) of this Section; or (ii) any holder of a Subordinate Indenture Bond then Outstanding may, on behalf of the holders of all Outstanding Subordinate

Indenture Bonds, petition a court of competent jurisdiction for removal of the Trustee and appointment of a successor Trustee.

(e) The Commission shall give written notice of each resignation or removal of the Trustee and each appointment of a successor Trustee to each holder of Subordinate Indenture Bonds then Outstanding as listed in the Subordinate Indenture Bond Register. Each such notice shall include the name and address of the applicable corporate trust office of the successor Trustee.

#### **NOTICES TO SUBORDINATE INDENTURE BONDHOLDERS; WAIVER**

Where the Subordinate Indenture provides for notice to Subordinate Indenture Bondholders of any event, such notice shall be sufficiently given (unless otherwise expressly provided in the Subordinate Indenture) if in writing and mailed, first class postage prepaid, to each Subordinate Indenture Bondholder affected by each event, at his or her address as it appears on the Subordinate Indenture Bond Register, not later than the latest date, and not earlier than the earliest date, prescribed for the first giving of such notice. In any case where notice to Subordinate Indenture Bondholders is given by mail, neither the failure to mail such notice, nor any default in any notice so mailed to any particular Subordinate Indenture Bondholder shall affect the sufficiency of such notice with respect to other Subordinate Indenture Bondholders. Where the Subordinate Indenture provides for notice in any manner, such notice may be waived in writing by the Person entitled to receive such notice, either before or after the event, and such waiver shall be the equivalent of such notice. Waivers of notice by Subordinate Indenture Bondholders shall be filed with the Trustee, but such filing shall not be a condition precedent to the validity of any action taken in reliance upon such waiver.

For so long as the Subordinate Indenture Bonds are registered solely in the name of the Securities Depository or its nominee, where the Subordinate Indenture provides for notice to the Subordinate Indenture Bondholders of the existence of, or during the continuance of, any Event of Default, the Trustee, at the expense of the Commission, shall: (a) establish a record date (the "Record Date") for determination of the Persons entitled to receive such notice; (b) request a securities position listing from the Securities Depository showing the Depository Participants holding positions in the Subordinate Indenture Bonds affected by such notice as of the Record Date for such notice; (c) mail, first class postage prepaid, copies of the notice as provided above to each Depository Participant identified in the securities position listing as holding a position in the Subordinate Indenture Bonds as of the Record Date for the notice, to each nationally recognized municipal securities information repository (within the meaning of Rule 15c2-12 of the United States Securities and Exchange Commission under the Securities Exchange Act of 1934), and to any Person identified to the Trustee as a nonobjecting beneficial owner pursuant to the immediately following clause; (d) request that the Depository Participant retransmit the notice to all Persons for which it served as nominee on the Record Date, including nonobjecting beneficial owners, or retransmit the notice to objecting beneficial owners and provide a listing of nonobjecting beneficial owners for whom the Depository Participant served as nominee on the Record Date to the Trustee, (e) provide on behalf of the Commission and not as its agent, an undertaking to pay to any Depository Participant or other nominee (other than the Securities Depository) the reasonable costs of transmitting the notice to Persons for whom the Depository Participant acts as nominee; and (f) provide as many copies of the notice as may be requested by any nominee owner of the Subordinate Indenture Bonds. Any default in performance of the duties required by this paragraph shall not affect the sufficiency of notice to the Subordinate Indenture Bondholders given in accordance with the first paragraph of this Section, nor the validity of any action taken under the Subordinate Indenture in reliance on such notice to Subordinate Indenture Bondholders.

Where the Subordinate Indenture provides for notice to the Subordinate Indenture Bondholders of any event, the form of the notice shall prominently include a title block, separate from the body of the notice, which shall include the following information: (a) the complete title of the Subordinate Indenture Bonds; (b) the complete name of the Commission; (c) the entire nine digit CUSIP number of each affected maturity of the Subordinate Indenture Bonds (which may be appended to such notice); (d) the Record Date, and (e) a summary that is no more than the maximum number of characters permitted by the Securities Depository.

Any notice required or permitted by the Subordinate Indenture to be given to the Securities Depository shall be given to it in the manner provided by this Section for giving notice to Subordinate Indenture Bondholders, and also shall be given in such electronic format as reasonably requested by the Securities Depository and shall be sent to: The Depository Trust Company, Proxy Department, 55 Water Street, 25th Floor, New York, New York 10041 0099, (telecopy: (212) 855 5181), or such other address as may be specified by the Securities Depository in writing to the Trustee.

## **SUPPLEMENTAL INDENTURES WITHOUT SUBORDINATE INDENTURE BONDHOLDERS' CONSENT**

The Commission and the Trustee may from time to time and at any time enter into Supplemental Indentures, without the consent of or notice to any Subordinate Indenture Bondholder, to effect any one or more of the following:

- (a) cure any ambiguity, defect or omission or correct or supplement any provision in the Subordinate Indenture or in any Supplemental Indenture;
- (b) provide for earlier or larger deposits to the Revenue Bonds Account or Guaranteed Bonds Account of the Debt Service Fund;
- (c) grant to or confer upon the Trustee for the benefit of the Subordinate Indenture Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Subordinate Indenture Bondholders or the Trustee which are not contrary to or inconsistent with the Subordinate Indenture as then in effect or to subject to the pledge and lien of the Subordinate Indenture additional revenues, properties or collateral including Defeasance Obligations;
- (d) add to the covenants and agreements of the Commission in the Subordinate Indenture other covenants and agreements thereafter to be observed by the Commission or to surrender any right or power reserved in the Subordinate Indenture to or conferred upon the Commission which are not contrary to or inconsistent with the Subordinate Indenture as then in effect;
- (e) by action taken on or before the issuance by the Commission of the first Series or Sub-Series of Guaranteed Bonds, modify, alter, supplement or amend the section "Covenants as to Act 44 – Guaranteed Bonds";
- (f) permit the appointment of a co trustee under the Subordinate Indenture;
- (g) modify, alter, supplement or amend the Subordinate Indenture in such manner as shall permit the qualification of the Subordinate Indenture, if required, under the Trust Indenture Act of 1939, the Securities Act of 1933, state securities laws or any similar statute;
- (h) cure formal defects or omissions that, if not cured, would cause interest on Subordinate Indenture Bonds to be includible in gross income for federal income tax purposes;
- (i) make any other change in the Subordinate Indenture that is determined by the Trustee not to be materially adverse to the interests of the Subordinate Indenture Bondholders;
- (j) identify particular characteristics of Subordinate Indenture Bonds for purposes not inconsistent with the Subordinate Indenture including, without limitation, credit or liquidity support, remarketing, serialization, mandatory tender for purchase and defeasance;
- (k) implement the issuance of Additional Subordinate Indenture Bonds, or the incurrence of other Parity Obligations or of Subordinated Indebtedness permitted under the Subordinate Indenture; or
- (l) if all Subordinate Indenture Bonds in a Series are Book Entry Bonds, amend, modify, alter or replace any Letter of Representations as provided in the Subordinate Indenture or other provisions relating to Book Entry Bonds.

The Trustee shall not be obligated to enter into any such Supplemental Indenture which adversely affects the Trustee's own rights, duties or immunities under the Subordinate Indenture.

## **SUPPLEMENTAL INDENTURES REQUIRING SUBORDINATE INDENTURE BONDHOLDERS' CONSENT**

The Commission and the Trustee, at any time and from time to time, may execute and deliver a Supplemental Indenture for the purpose of making any modification or amendment to the Subordinate Indenture, but only with the written consent, given as provided in the section "Consents of Subordinate Indenture Bondholders and Opinions," of the holders of at least a majority in aggregate principal amount of the Revenue Bonds Outstanding at the time such consent is given, and in

case such modification adversely affects the holders of the Guaranteed Bonds, of PennDot; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Subordinate Indenture Bonds so affected remain Outstanding, the consent of the holders of such Subordinate Indenture Bonds shall not be required and such Subordinate Indenture Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Subordinate Indenture Bonds under this Section. Notwithstanding the foregoing, no modification or amendment contained in any such Supplemental Indenture shall permit any of the following, without the consent of each Subordinate Indenture Bondholder whose rights are affected thereby:

(a) a change in the terms of stated maturity or redemption of any Subordinate Indenture Bond or of any installment of interest thereon;

(b) a reduction in the principal amount of or redemption premium on any Subordinate Indenture Bond or in the rate of interest thereon or a change in the coin or currency in which such Subordinate Indenture Bond is payable;

(c) the creation of a lien on or a pledge of any part of the Trust Estate which has priority over or parity with (to the extent not permitted under the Subordinate Indenture) the lien or pledge granted to the Subordinate Indenture Bondholders under the Subordinate Indenture (but this provision shall not apply to the release of any part of the Trust Estate as opposed to the creation of a prior or parity lien or pledge);

(d) the granting of a preference or priority of any Subordinate Indenture Bond or Subordinate Indenture Bonds over any other Subordinate Indenture Bond or Subordinate Indenture Bonds, except to the extent permitted under the Subordinate Indenture;

(e) a reduction in the aggregate principal amount of Subordinate Indenture Bonds of which the consent of the Subordinate Indenture Bondholders is required to effect any such modification or amendment; or

(f) a change in the provisions of this Section.

Notwithstanding the foregoing, the holder of any Subordinate Indenture Bond may extend the time for payment of the principal of or interest on such Subordinate Indenture Bond; provided, however, that upon the occurrence of an Event of Default, funds available under the Subordinate Indenture for the payment of the principal of and interest on the Subordinate Indenture Bonds shall not be applied to any payment so extended until all principal and interest payments which have not been extended have first been paid in full. Notice of any Supplemental Indenture executed pursuant to this Section shall be given to the Subordinate Indenture Bondholders promptly following the execution thereof.

## **CONSENTS OF SUBORDINATE INDENTURE BONDHOLDERS AND OPINIONS**

Each Supplemental Indenture executed and delivered pursuant to the provisions of the section “Supplemental Indentures Requiring Subordinate Indenture Bondholders’ Consent” shall take effect only when and as provided in this Section. A copy of such Supplemental Indenture (or brief summary thereof or reference thereto in form approved by the Trustee), together with a request to Subordinate Indenture Bondholders for their consent thereto in form satisfactory to the Trustee, shall be sent by the Trustee to Subordinate Indenture Bondholders, at the expense of the Commission, by first class mail, postage prepaid, provided that a failure to mail such request shall not affect the validity of the Supplemental Indenture when consented to as provided hereinafter. Such Supplemental Indenture shall not be effective unless and until there shall have been filed with the Trustee (a) the written consents of Subordinate Indenture Bondholders of the percentage of Subordinate Indenture Bonds specified in the section “Supplemental Indentures Requiring Subordinate Indenture Bondholders’ Consent” given as provided in the Subordinate Indenture, and (b) the opinion of Counsel described in the Subordinate Indenture. Any such consent shall be binding upon the Subordinate Indenture Bondholder giving such consent and upon any subsequent holder of such Subordinate Indenture Bonds and of any Subordinate Indenture Bonds issued in exchange therefor or in lieu thereof (whether or not such subsequent Subordinate Indenture Bondholder has notice thereof), unless such consent is revoked in writing by the Subordinate Indenture Bondholder giving such consent or a subsequent holder of such Subordinate Indenture Bonds by filing such revocation with the Trustee prior to the date the Trustee receives the material required in subsections (a) and (b) of this Section.

Notwithstanding anything else in the Subordinate Indenture, if a Supplemental Indenture is to become effective under the section “Supplemental Indentures Requiring Subordinate Indenture Bondholders’ Consent” on the same date as the date of issuance of Additional Subordinate Indenture Bonds, the consents of the underwriters or purchasers of such Additional Subordinate Indenture Bonds shall be counted for purposes of the section “Supplemental Indentures Requiring Subordinate Indenture Bondholders’ Consent” and this Section.

## **DISCHARGE**

If (a) the principal of any Subordinate Indenture Bonds and the interest due or to become due thereon, together with any redemption premium required by redemption of any of the Subordinate Indenture Bonds prior to maturity, shall be paid, or is caused to be paid, or is provided for under the Subordinate Indenture, at the times and in the manner to which reference is made in the Subordinate Indenture Bonds, according to the true intent and meaning thereof, or the outstanding Subordinate Indenture Bonds shall have been paid and discharged in accordance with the Subordinate Indenture, and (b) all of the covenants, agreements, obligations, terms and conditions of the Commission under the Subordinate Indenture shall have been kept, performed and observed and there shall have been paid to the Trustee, the Subordinate Indenture Bond Registrar and the Paying Agents all sums of money due or to become due to them in accordance with the terms and provisions of the Subordinate Indenture, then the right, title and interest of the Trustee in the Trust Estate shall thereupon cease and the Trustee, on request of the Commission and at the expense of the Commission, shall release the Subordinate Indenture and the Trust Estate and shall execute such documents to evidence such release as may be reasonably required by the Commission and shall turn over to the Commission, or to such other Person as may be entitled to receive the same, all balances remaining in any Funds under the Subordinate Indenture except for amounts required to pay such Subordinate Indenture Bonds or held pursuant to the section "Rebate Fund."

## **DEFEASANCE; DEPOSIT OF FUNDS FOR PAYMENT OF SUBORDINATE INDENTURE BONDS**

If the Commission deposits with the Trustee moneys or Defeasance Obligations which, together with the earnings thereon, are sufficient to pay the principal amount of and redemption premium on any particular Subordinate Indenture Bond or Subordinate Indenture Bonds becoming due, either at maturity, by means of mandatory sinking fund redemption or by call for optional redemption or otherwise, together with all interest accruing thereon to the due date or Redemption Date, and pays or makes provision for payment of all fees, costs and expenses of the Commission and the Trustee due or to become due with respect to such Subordinate Indenture Bonds, all liability of the Commission with respect to such Subordinate Indenture Bond or Subordinate Indenture Bonds shall cease, such Subordinate Indenture Bond or Subordinate Indenture Bonds shall be deemed not to be Outstanding under the Subordinate Indenture and the holder or holders of such Subordinate Indenture Bond or Subordinate Indenture Bonds shall be restricted exclusively to the moneys or Defeasance Obligations so deposited, together with any earnings thereon, for any claim of whatsoever nature with respect to such Subordinate Indenture Bond or Subordinate Indenture Bonds, and the Trustee shall hold such moneys, Defeasance Obligations and earnings in trust for such holder or holders. In determining the sufficiency of the moneys and Defeasance Obligations deposited pursuant to this Section, the Trustee shall receive, at the expense of the Commission, and may rely upon: (a) a verification report of a firm of nationally recognized independent certified public accountants or other qualified firm acceptable to the Commission and the Trustee; provided, however, that the Trustee may waive the requirement for the provision of such verification report if the Subordinate Indenture Bonds which are being defeased will be paid and cancelled within 90 days and the Trustee can calculate the interest to be paid on such Subordinate Indenture Bonds to and including such payment or redemption date; and (b) an opinion of Bond Counsel to the effect that (1) all conditions set forth in the Subordinate Indenture have been satisfied and (2) that defeasance of any Subordinate Indenture Bonds will not cause interest on the Subordinate Indenture Bonds to be includable in gross income for federal income tax purposes. Upon such defeasance, all rights of the Commission, including its right to provide for optional redemption or prepayment of any Subordinate Indenture Bonds on dates other than planned pursuant to such defeasance shall cease unless specifically retained by filing a written notification thereof with the Trustee at the time the Defeasance Obligations are deposited with the Trustee.

At such times as any Subordinate Indenture Bonds shall be deemed to be paid under the Subordinate Indenture, as aforesaid, it shall no longer be secured by or entitled to the benefits of the Subordinate Indenture, except for the purposes of any such payment from such money or Defeasance Obligations.

## **NOTICE OF DEFEASANCE**

(a) In case any of the Subordinate Indenture Bonds, for the payment of which moneys or Defeasance Obligations have been deposited with the Trustee pursuant to the Subordinate Indenture, are to be redeemed on any date prior to their maturity, the Commission shall give to the Trustee in form satisfactory to it irrevocable instructions to give notice of redemption of such Subordinate Indenture Bonds on the redemption date for such Subordinate Indenture Bonds.

(b) In addition to the foregoing notice, in the event such Subordinate Indenture Bonds to be redeemed are not by their terms subject to redemption within the next succeeding 60 days, the Trustee shall give further notice to the Subordinate Indenture Bondholders that the deposit required by the Subordinate Indenture has been made with the Trustee and that said Subordinate Indenture Bonds are deemed to have been paid in accordance the Subordinate Indenture and stating the maturity or redemption date or dates upon which moneys are to be available for the payment of the principal of and

redemption premium, if any, on said Subordinate Indenture Bonds; such further notice shall be given promptly following the making of the deposit required by the Subordinate Indenture; and such further notice also shall be given in the manner set forth in the Subordinate Indenture; but no defect in said further notice nor any failure to give all or any portion of such further notice shall in any manner defeat the effectiveness of the deposit.

(c) If the Commission has retained any rights pursuant to the Subordinate Indenture, notice thereof shall be sent to Subordinate Indenture Bondholders of such Subordinate Indenture Bonds as soon as practicable and not later than any notice required by subsections (a) or (b) of this Section.

#### **LIMITATION OF LIABILITY OF OFFICIALS OF THE COMMISSION**

No covenant, stipulation, obligation or agreement contained herein shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future member, agent or employee of the Commission in his individual capacity, and neither the members of the Commission nor any official executing the Subordinate Indenture Bonds shall be liable personally on the Subordinate Indenture Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. Notwithstanding anything to the contrary contained herein, the Trustee, the Subordinate Indenture Bondholders and any other party entitled to seek payment from the Commission under or to enforce the Subordinate Indenture and the Subordinate Indenture Bonds will be entitled to look solely to the Trust Estate, and such collateral, if any, as may now or hereafter be given to secure the payment of the obligations of the Commission under the Subordinate Indenture and the Subordinate Indenture Bonds, and no other property or assets of the Commission or any officer or director of the Commission shall be subject to levy, execution or other enforcement procedure for the satisfaction of the remedies hereunder, or for any payment required to be made under the Subordinate Indenture and the Subordinate Indenture Bonds, or for the performance of any of the covenants or warranties contained herein.

**APPENDIX D**

**SECURITIES DEPOSITORY**

[See Attached]

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## APPENDIX D

### SECURITIES DEPOSITORY

#### Securities Depository

Portions of the following information concerning DTC and DTC's book-entry only system have been obtained from DTC. The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Commission and the Underwriters believe to be reliable; however, the Commission and the Underwriters take no responsibility for the accuracy thereof and make no representation as to the accuracy of such information.

The Depository Trust Company ("**DTC**"), New York, NY, will act as securities depository for the 2009A Bonds. The 2009A Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered bond certificate will be issued for each maturity and subseries of the 2009A Bonds in the aggregate principal amount of such maturity and subseries, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2.2 million issues of U.S. and non-U.S. equity, corporate and municipal debt issues, and money market instrument from over 100 countries that DTC's participants ("**Direct Participants**") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("**DTCC**"). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Fixed Income Clearing Corporation, and Emerging Markets Clearing Corporation (NSCC, FICC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("**Indirect Participants**"). DTC has Standard & Poor's highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at [www.dtcc.com](http://www.dtcc.com) and [www.dtc.org](http://www.dtc.org).

Purchases of 2009A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 2009A Bonds on DTC's records. The ownership interest of each actual purchaser of each 2009A Bond (the "**Beneficial Owner**") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 2009A Bonds are to be accomplished by entries made on the books of Direct

and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in 2009A Bonds, except in the event that use of the book-entry system for the 2009A Bonds is discontinued.

To facilitate subsequent transfers, all 2009A Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of 2009A Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 2009A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 2009A Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of 2009A Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the 2009A Bonds, such as redemptions, defaults, and proposed amendments to the Subordinate Indenture. For example, Beneficial Owners of 2009A Bonds may wish to ascertain that the nominee holding the 2009A Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of notices be provided directly to them. Redemption notices shall be sent to DTC. If less than all of the 2009A Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the 2009A Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Commission as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts 2009A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Payments of principal or redemption price of and interest on the 2009A Bonds will be paid to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Commission or the Trustee, as applicable, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Trustee, or the Commission, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal or redemption price and interest to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

The Commission may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

So long as Cede & Co. is the registered owner of the 2009A Bonds, as nominee of DTC,

references herein to the bondholders or registered owners of the 2009A Bonds means Cede & Co., not the Beneficial Owners of the 2009A Bonds.

### **Discontinuation of Book-Entry-Only System**

DTC may determine to discontinue providing its service with respect to the 2009A Bonds at any time by giving reasonable notice to the Commission and the Trustee. Under such circumstances, in the event that a successor depository is not obtained, bond certificates are required to be printed and delivered.

### **Global Clearance Procedures**

The information that follows is based solely on information obtained from Clearstream or Euroclear, as appropriate. No representation is made as to the completeness or the accuracy of such information or as to the absence of material adverse changes in such information subsequent to the date hereof. The Commission has not entered into any arrangement with Clearstream and Euroclear, and does not, by the inclusion of the following information in this Official Statement or otherwise, intend to make any offering of the 2009A Bonds outside of the United States. The following information has been included at the request of the Underwriters.

General. The 2009A Bonds initially will be registered in the name of Cede & Co. as registered owner and nominee for DTC, which will act as securities depository for the 2009A Bonds. Purchases of the 2009A Bonds will be in book-entry form only, as more fully described below. Clearstream and Euroclear may hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream's and/or Euroclear's names on the books of their respective U.S. Depositories, which, in turn, hold such positions in customers' securities accounts in the U.S. Depositories' names on the books of DTC. Citibank, N.A. acts as the U.S. depository for Clearstream and JPMorgan Chase Bank acts as the U.S. depository for Euroclear.

The Commission cannot and does not give any assurances that DTC, DTC participants, Clearstream, Clearstream customers, Euroclear or Euroclear Participants will distribute to the Beneficial Owners of the 2009A Bonds: (i) payments of principal and interest payments (including redemption payments) with respect to the 2009A Bonds; (ii) confirmation of ownership interest in the 2009A Bonds; or (iii) notices sent to DTC or Cede & Co., its nominee, as the registered owner of the 2009A Bonds, or that they will do so on a timely basis, or that DTC, the DTC participants, Clearstream, Clearstream customers, Euroclear or Euroclear Participants will serve and act in the manner described in this Official Statement.

The Commission will have no responsibility or obligations to DTC, the DTC participants, Euroclear, Euroclear Participants, Clearstream, Clearstream customers or the Beneficial Owners with respect to: (i) the accuracy of any records maintained by DTC or any DTC participants, Clearstream, Clearstream customers, Euroclear or Euroclear Participants; (ii) the payment by DTC or any DTC participants, Clearstream, Clearstream customers, Euroclear or Euroclear Participants of any amount due to any Beneficial Owner in respect of principal and interest payments (including redemption payments) on the 2009A Bonds; (iii) the delivery by DTC or any DTC participants, Clearstream, Clearstream customers, Euroclear or Euroclear Participants of any notice to any Beneficial Owner that is required or permitted to be given to owners under the terms of the 2009A Bonds; or (iv) any consent given or other action taken by DTC as registered holder of the 2009A Bonds.

The information concerning Clearstream and Euroclear has been derived from information obtained from Clearstream and Euroclear and other sources. Neither the Commission nor the

Underwriters make any representation or warranty regarding the accuracy or completeness thereof.

Clearstream. Clearstream Banking, société anonyme, 42 Avenue J.F. Kennedy, L-1855 Luxembourg ("**Clearstream, Luxembourg**"), was incorporated in 1970 as "Cedel S.A.", a company with limited liability under Luxembourg law (a société anonyme). Cedel S.A. subsequently changed its name to Cedelbank. On 10 January 2000, Cedelbank's parent company, Cedel International, société anonyme ("**CI**") merged its clearing, settlement and custody business with that of Deutsche Börse AG ("**DBAG**"). The merger involved the transfer by CI of substantially all of its assets and liabilities (including its shares in Cedelbank), and the transfer by DBAG of its shares in Deutsche Börse Clearing (DBC), to a new Luxembourg company, which with effect 14 January 2000 was renamed Clearstream International, société anonyme, and was then 50% owned by CI and 50% owned by DBAG.

Following this merger, the subsidiaries of Clearstream International were also renamed to give them a cohesive brand name. On 18 January 2000, Cedelbank was renamed "Clearstream Banking, société anonyme", and Cedel Global Services was renamed "Clearstream Services, société anonyme". On 17 January 2000, Deutsche Börse Clearing AG was renamed "Clearstream Banking AG".

Today Clearstream International is 100% owned by DBAG. The shareholders of DBAG are comprised of mainly banks, securities dealers and financial institutions.

Clearstream, Luxembourg holds securities for its customers and facilitates the clearance and settlement of securities transactions between Clearstream, Luxembourg customers through electronic book-entry changes in accounts of Clearstream, Luxembourg customers, thereby eliminating the need for physical movement of certificates.

Transactions may be settled by Clearstream, Luxembourg in any of 36 currencies, including United States Dollars. Clearstream, Luxembourg provides to its customers, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Clearstream, Luxembourg also deals with domestic securities markets in over 30 countries through established depository and custodial relationships.

Clearstream, Luxembourg is registered as a bank in Luxembourg, and as such is subject to regulation by the Commission de Surveillance du Secteur Financier, "CSSF", and the Banque Centrale du Luxembourg ("**BCL**") which supervise and oversee the activities of Luxembourg banks. Clearstream, Luxembourg's customers are world-wide financial institutions including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Clearstream, Luxembourg's U.S. customers are limited to securities brokers and dealers and banks. Currently, Clearstream, Luxembourg has approximately 2,000 customers located in over 80 countries, including all major European countries, Canada, and the United States. Indirect access to Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of Clearstream, Luxembourg. Clearstream, Luxembourg has established an electronic bridge with Euroclear Bank S.A./N.V. as the Operator of the Euroclear System (the "**Euroclear Operator**") in Brussels to facilitate settlement of trades between Clearstream, Luxembourg and the Euroclear Operator.

Euroclear Bank. Euroclear Bank S.A./N.V. ("**Euroclear Bank**") holds securities and book-entry interests in securities for participating organizations and facilitates the clearance and settlement of securities transactions between Euroclear Participants, and between Euroclear Participants and Participants of certain other securities intermediaries through electronic book-entry changes in accounts of such Participants or other securities intermediaries.

Euroclear Bank provides Euroclear Participants, among other things, with safekeeping,

administration, clearance and settlement, securities lending and borrowing, and related services. Euroclear Participants are investment banks, securities brokers and dealers, banks, central banks, supranationals, custodians, investment managers, corporations, trust companies and certain other organizations. Certain of the managers or underwriters for this offering, or other financial entities involved in this offering, may be Euroclear Participants.

Non-Participants in the Euroclear System may hold and transfer book-entry interests in the 2009A Bonds through accounts with a Participant in the Euroclear System or any other securities intermediary that holds a book-entry interest in the 2009A Bonds through one or more securities intermediaries standing between such other securities intermediary and Euroclear Bank.

*Clearance and Settlement.* Although Euroclear Bank has agreed to the procedures provided below in order to facilitate transfers of securities among Participants in the Euroclear System, and between Euroclear Participants and Participants of other intermediaries, it is under no obligation to perform or continue to perform such procedures and such procedures may be modified or discontinued at any time.

*Initial Distribution.* Investors electing to acquire 2009A Bonds through an account with Euroclear Bank or some other securities intermediary must follow the settlement procedures of such an intermediary with respect to the settlement of new issues of securities. 2009A Bonds to be acquired against payment through an account with Euroclear Bank will be credited to the securities clearance accounts of the respective Euroclear Participants in the securities processing cycle for the business day following the settlement date for value as of the settlement date, if against payment.

*Secondary Market.* Investors electing to acquire, hold or transfer 2009A Bonds through an account with Euroclear Bank or some other securities intermediary must follow the settlement procedures of such an intermediary with respect to the settlement of secondary market transactions in securities. Please be aware that Euroclear Bank will not monitor or enforce any transfer restrictions with respect to the 2009A Bonds.

*Custody.* Investors who are Participants in the Euroclear System may acquire, hold or transfer interests in the 2009A Bonds by book-entry to accounts with Euroclear Bank. Investors who are not Participants in the Euroclear System may acquire, hold or transfer interests in the 2009A Bonds by book-entry to accounts with a securities intermediary who holds a book-entry interest in the 2009A Bonds through accounts with Euroclear Bank.

*Custody Risk.* Investors that acquire, hold and transfer interests in the 2009A Bonds by book-entry through accounts with Euroclear Bank or any other securities intermediary are subject to the laws and contractual provisions governing their relationship with their intermediary, as well as the laws and contractual provisions governing the relationship between such an intermediary and each other intermediary, if any, standing between themselves and the individual securities.

Euroclear Bank has advised as follows:

Under Belgian law, investors that are credited with securities on the records of Euroclear Bank have a co-property right in the fungible pool of interests in securities on deposit with Euroclear Bank in an amount equal to the amount of interests in securities credited to their accounts. In the event of the insolvency of Euroclear Bank, Euroclear Participants would have a right under Belgian law to the return of the amount and type of interests in securities credited to their accounts with Euroclear Bank. If Euroclear Bank did not have a sufficient amount of interests in securities on deposit of a particular type to cover the claims of all Participants credited with such interests in securities on Euroclear Bank's records,

all Participants having an amount of interests in securities of such type credited to their accounts with Euroclear Bank would have the right under Belgian law to the return of their pro-rata share of the amount of interests in securities actually on deposit.

Under Belgian law, Euroclear Bank is required to pass on the benefits of ownership in any interests in securities on deposit with it (such as dividends, voting rights and other entitlements) to any person credited with such interests in securities on its records.

Initial Settlement; Distributions; Actions Upon Behalf of Owners. All of the 2009A Bonds will initially be registered in the name of Cede & Co., the nominee of DTC. Clearstream and Euroclear may hold omnibus positions on behalf of their participants through customers' securities accounts in Clearstream's and/or Euroclear's names on the books of their respective U.S. Depository, which, in turn, holds such positions in customers' securities accounts in its U.S. Depository's name on the books of DTC. Citibank, N.A. acts as depository for Clearstream and JPMorgan Chase Bank acts as depository for Euroclear (the "*U.S. Depositories*").

Holders of the 2009A Bonds may hold their 2009A Bonds through DTC (in the United States) or Clearstream or Euroclear (in Europe) if they are participants of such systems, or directly through organizations that are participants in such systems.

Investors electing to hold their 2009A Bonds through Euroclear or Clearstream accounts will follow the settlement procedures applicable to conventional EuroBonds in registered form. Securities will be credited to the securities custody accounts of Euroclear and Clearstream holders on the business day following the settlement date against payment for value on the settlement date.

Distributions with respect to the 2009A Bonds held beneficially through Clearstream will be credited to the cash accounts of Clearstream customers in accordance with its rules and procedures, to the extent received by its U.S. Depository. Distributions with respect to the 2009A Bonds held beneficially through Euroclear will be credited to the cash accounts of Euroclear Participants in accordance with the Terms and Conditions, to the extent received by its U.S. Depository. Such distributions will be subject to tax reporting in accordance with relevant United States tax laws and regulations.

Clearstream or the Euroclear Operator, as the case may be, will take any other action permitted to be taken by an owner of the 2009A Bonds on behalf of a Clearstream customer or Euroclear Participant only in accordance with the relevant rules and procedures and subject to the U.S. Depository's ability to effect such actions on its behalf through DTC.

Secondary Market Trading. Secondary market trading between Participants (other than U.S. Depositories) will be settled using the procedures applicable to U.S. corporate debt obligations in same-day funds.

Secondary market trading between Euroclear Participants and/or Clearstream customers will be settled using the procedures applicable to conventional EuroBonds in same-day funds.

When securities are to be transferred from the account of a Participant (other than U.S. Depositories) to the account of a Euroclear Participant or a Clearstream customer, the purchaser must send instructions to the applicable U.S. Depository one business day before the settlement date. Euroclear or Clearstream, as the case may be, will instruct its U.S. Depository to receive the securities against payment. Its U.S. Depository will then make payment to the Participant's account against delivery of the securities. After settlement has been completed, the securities will be credited to the respective clearing system and by the clearing system, in accordance with its usual procedures, to the Euroclear participant's

or Clearstream customers' accounts. Credit for the securities will appear on the next day (European time) and cash debit will be back-valued to, and the interest on the 2009A Bonds will accrue from the value date (which would be the preceding day when settlement occurs in New York). If settlement is not completed on the intended value date (i.e., the trade fails), the Euroclear or Clearstream cash debit will be valued instead as of the actual settlement date.

Euroclear Participants and Clearstream customers will need to make available to the respective clearing systems the funds necessary to process same-day funds settlement. The most direct means of doing so is to pre-position funds for settlement, either from cash on hand or existing lines of credit, as they would for any settlement occurring within Euroclear or Clearstream. Under this approach, they may take on credit exposure to Euroclear or Clearstream until the securities are credited to their accounts one day later.

As an alternative, if Euroclear or Clearstream has extended a line of credit to them, Participants/customers can elect not to pre-position funds and allow that credit line to be drawn upon to finance settlement. Under this procedure, Euroclear Participants or Clearstream customers purchasing securities would incur overdraft charges for one day, assuming they cleared the overdraft when the securities were credited to their accounts. However, interest on the securities would accrue from the value date. Therefore, in many cases, the investment income on securities earned during that one day period may substantially reduce or offset the amount of such overdraft charges, although this result will depend on each Participant's/customer's particular cost of funds.

Because the settlement is taking place during New York business hours, Participants can employ their usual procedures for sending securities to the applicable U.S. Depository for the benefit of Euroclear Participants or Clearstream customers. The sale proceeds will be available to the DTC seller on the settlement date. Thus, to the Participant, a cross-market transaction will settle no differently from a trade between two Participants.

Due to time zone differences in their favor, Euroclear Participants and Clearstream customers may employ their customary procedure for transactions in which securities are to be transferred by the respective clearing system, through the applicable U.S. Depository to another Participant's. In these cases, Euroclear will instruct its U.S. Depository to credit the securities to the Participant's account against payment. The payment will then be reflected in the account of the Euroclear Participant or Clearstream customer the following business day, and receipt of the cash proceeds in the Euroclear Participants' or Clearstream customers' accounts will be back-valued to the value date (which would be the preceding day, when settlement occurs in New York). If the Euroclear Participant or Clearstream customer has a line of credit with its respective clearing system and elects to draw on such line of credit in anticipation of receipt of the sale proceeds in its account, the back-valuation may substantially reduce or offset any overdraft charges incurred over that one-day period. If settlement is not completed on the intended value date (i.e., the trade fails), receipt of the cash proceeds in the Euroclear Participant's or Clearstream customer's accounts would instead be valued as of the actual settlement date.

Procedures May Change. Although DTC, Clearstream and Euroclear have agreed to these procedures in order to facilitate transfers of securities among DTC and its Participants, Clearstream and Euroclear, they are under no obligation to perform or continue to perform these procedures and these procedures may be discontinued and may be changed at any time by any of them.

**THE COMMISSION, THE TRUSTEE AND THE UNDERWRITERS CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL DISTRIBUTE TO THE BENEFICIAL OWNERS OF**

**THE 2009A BONDS (1) PAYMENTS OF PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2009A BONDS (2) CONFIRMATIONS OF THEIR OWNERSHIP INTERESTS IN THE 2009A BONDS OR (3) OTHER NOTICES SENT TO DTC OR CEDE & CO., ITS PARTNERSHIP NOMINEE, AS THE REGISTERED OWNER OF THE 2009A BONDS, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SEC AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH ITS PARTICIPANTS ARE ON FILE WITH DTC.**

**NONE OF THE COMMISSION, THE TRUSTEE OR THE UNDERWRITERS WILL HAVE ANY RESPONSIBILITY OR OBLIGATIONS TO DTC, THE DIRECT PARTICIPANTS, THE INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR, EUROCLEAR PARTICIPANTS OR THE BENEFICIAL OWNERS WITH RESPECT TO (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS; (2) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON 2009A BONDS; (3) THE DELIVERY BY DTC OR ANY DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS OF DTC, CLEARSTREAM, CLEARSTREAM CUSTOMERS, EUROCLEAR OR EUROCLEAR PARTICIPANTS OF ANY NOTICE TO ANY BENEFICIAL OWNER THAT IS REQUIRED OR PERMITTED TO BE GIVEN TO OWNERS UNDER THE TERMS OF THE SUBORDINATE INDENTURE; (4) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE 2009A BONDS, OR (5) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS OWNER OF THE 2009A BONDS.**

**APPENDIX E**

**FORM OF OPINION OF CO-BOND COUNSEL**

[See Attached]

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## FORM OF CO-BOND COUNSEL OPINION

January 22, 2009

Pennsylvania Turnpike Commission  
Harrisburg, PA

RE: \$308,035,000 Pennsylvania Turnpike Commission Turnpike Subordinate  
Revenue Bonds, Series A of 2009

Ladies and Gentlemen:

We have acted as Co-Bond Counsel in connection with the issuance and sale by the Pennsylvania Turnpike Commission (the "Commission") of its \$308,035,000 principal amount of Turnpike Subordinate Revenue Bonds, Series A of 2009 (the "2009A Bonds") pursuant to the Subordinate Trust Indenture dated as of April 1, 2008, as amended and supplemented by Supplemental Trust Indenture No. 1 dated as of April 1, 2008, Supplemental Trust Indenture No. 2 dated as of July 1, 2008, Supplemental Trust Indenture No. 3 dated as of October 1, 2008 and Supplemental Trust Indenture No. 4 dated as of January 1, 2009 ("Supplemental Indenture No. 4") (collectively, the "Subordinate Indenture"), between the Commission and TD Bank, National Association, as successor trustee (the "Trustee"). Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Subordinate Indenture.

We have examined (i) an executed copy of Supplemental Indenture No. 4, (ii) the form of the 2009A Bonds, and (iii) such constitutional and statutory provisions and such other resolutions, certificates, instruments and documents as we have deemed necessary or appropriate in order to enable us to render an informed opinion as to matters set forth herein.

In rendering this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the aforesaid instruments, certificates and documents without undertaking to verify the same by independent investigation.

The Commission covenants in the Subordinate Indenture to maintain the exclusion of interest on the 2009A Bonds from gross income for federal income tax purposes and, among other things, comply with the requirements of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder or applicable with respect thereto (the "Code"). The Commission further covenants in the Subordinate Indenture that it will not make any investment or other use of the proceeds of the 2009A Bonds which would cause the 2009A Bonds to be "arbitrage bonds" under Section 148 of the Code.

Based upon the foregoing, it is our opinion, under existing law and as of the date hereof, subject to the qualifications and limitations set forth herein, that:

1. The Commission is a validly existing instrumentality of the Commonwealth of Pennsylvania and has the power to enter into the transactions contemplated by Supplemental Indenture No. 4 and to carry out its obligations thereunder.

2. Supplemental Indenture No. 4 has been duly authorized, executed and delivered by the Commission and constitutes the valid, binding and enforceable obligation of the Commission enforceable against it in accordance with its terms.

3. The 2009A Bonds have been duly and validly authorized and issued by the Commission and constitute the valid and binding limited obligations of the Commission enforceable against it in accordance with their terms, payable from the Commission Payments and other sources provided therefor in the Subordinate Indenture. Commission Payments are payable from funds designated by the Commission for release from the General Reserve Fund established under the Commission's Amended and Restated Trust Indenture dated as of March 1, 2001, as amended and supplemented (the "Restated Indenture"). The Restated Indenture provides that deposits for the payment of Bonds, other Parity Obligations and Subordinated Indebtedness issued or incurred thereunder shall be funded from Revenues (as defined in the Restated Indenture) prior to the transfer of Revenues to the General Reserve Fund. Funds, while held in the General Reserve Fund, remain subject to the lien of the Restated Indenture.

4. The 2009A Bonds are exempt from personal property taxes in Pennsylvania and the interest on the 2009A Bonds is exempt from Pennsylvania personal income tax and Pennsylvania corporate net income tax.

5. Under existing statutes, regulations, rulings and court decisions, interest on the 2009A Bonds will not be includible in gross income of the holders thereof for federal income tax purposes and will not be a specific preference item for purposes of computing the federal alternative minimum tax imposed on individuals and corporations. However, interest on the 2009A Bonds is taken into account in determining adjusted current earnings for the purpose of computing the federal alternative minimum tax imposed on corporations (other than an S corporation, regulated investment company, real estate investment trust or real estate mortgage investment conduit). In addition, interest on the 2009A Bonds is included in effectively connected earnings and profits for the purpose of computing the branch profits tax imposed on certain foreign corporations doing business in the United States. Further, interest on the 2009A Bonds may be subject to federal income taxation under Section 1375 of the Code for S corporations that have Subchapter C earnings and profits at the close of the taxable year if more than 25% of the gross receipts of such S corporations is passive investment income.

Attention is invited to the fact that ownership of the 2009A Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, and taxpayers, including financial institutions subject to Section 265 of the Code, who may be deemed to have incurred or continued indebtedness to purchase or to carry the 2009A Bonds, and we express no opinion as to any of such consequences.

In rendering this opinion, we have assumed compliance by the Commission with the covenants contained in the 2009A Bonds, the representations contained in the Subordinate Indenture and the representations of the Commission and the Pennsylvania Department of Transportation (“PennDOT”) provided in the Tax Regulatory Agreement that are intended to comply with the provisions of the Code relating to actions to be taken by the Commission and PennDOT in respect of the 2009A Bonds after the issuance thereof to the extent necessary to effect or maintain the federal tax-exempt status of the interest on the 2009A Bonds. These covenants and representations relate to, inter alia, the use of proceeds of the 2009A Bonds and the rebating to the United States Treasury of specified arbitrage earnings, if required.

Our opinions set forth above as to the enforceability of the 2009A Bonds and Supplemental Indenture No. 4 are subject to applicable bankruptcy, reorganization, moratorium, insolvency or other laws affecting creditors’ rights or remedies generally (including, without limitation, laws relating to fraudulent conveyances or transfers) and are subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

These opinions are rendered on the basis of federal law and the laws of the Commonwealth of Pennsylvania as enacted and construed on the date hereof. We express no opinion as to any matter not set forth in the numbered paragraphs above, including, without limitation, with respect to, and assume no responsibility for, the accuracy, adequacy or completeness of, the Preliminary Official Statement or the Official Statement prepared in respect of the 2009A Bonds, including the appendices thereto, and make no representation that we have independently verified any such information.

The opinions set forth herein are given solely for your benefit and may not be relied on by any other person or entity without our express prior written consent. The opinions set forth herein are given solely as of the date hereof, and we do not undertake to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

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**APPENDIX F**

**DEFINED TERMS CONCERNING  
THE SENIOR INDENTURE AND THE SENIOR REVENUE BONDS**

[See Attached]

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## APPENDIX F

### **DEFINED TERMS CONCERNING THE SENIOR INDENTURE AND THE SENIOR REVENUE BONDS**

*The following is a list of definitions derived from the Senior Indenture concerning the Senior Revenue Bonds and the operation of the Senior Indenture. This summary of such terms does not purport to be complete or definitive and is subject to all of the terms and provisions of the Senior Indenture, a copy of which will be available at the corporate trust office of the Trustee. In addition to words and terms defined elsewhere in this Official Statement, the following words and terms used in this Official Statement and this APPENDIX F shall have the following meanings unless the context clearly indicates otherwise.*

"Additional Senior Revenue Bonds" means Senior Revenue Bonds of any series of bonds authorized to be issued under the Senior Indenture.

"Applicable Long-Term Indebtedness" shall mean all Senior Revenue Bonds, Additional Senior Revenue Bonds, Senior Reimbursement Obligations and obligations of the Commission under Senior Indenture Approved Swap Agreements, to the extent the same constitute Senior Indenture Long-Term Indebtedness, and excludes Senior Indenture Subordinated Indebtedness.

"Credit Facility" means any letter of credit, line of credit, standby letter of credit, indemnity or surety insurance policy or agreement to purchase a debt obligation or any similar extension of credit, credit enhancement or liquidity support obtained by the Commission from a responsible financial or insurance institution, to provide for or to secure payment of principal and purchase price of, and/or interest on Senior Revenue Bonds pursuant to the provisions of a Supplemental Indenture under which such Senior Revenue Bonds are issued.

"Current Expenses" means the Commission's reasonable and necessary current expenses of maintenance, repair and operation of the System, including, without limiting the generality of the foregoing, all premiums for insurance and payments into any self-insurance reserve fund, all administrative and engineering expenses relating to maintenance, repair and operation of the System, fees and expenses of Senior Trustee and of the Senior Indenture Paying Agents, Senior Indenture Policy Costs, legal expenses and any other expenses required to be paid by the Commission as shown in the Senior Indenture Annual Operating Budget for the System.

"General Reserve Fund" means the " General Reserve Fund" created by Section 503 of the Senior Indenture.

"Indebtedness" means any obligation or debt incurred for money borrowed.

"Net Revenues" means the amount by which total Revenues exceed Current Expenses for any particular period.

"Other Revenues" means any funds received or payable to the Commission, other than Revenues, which the Commission chooses to include as security for Senior Indenture Parity Obligations and/or Senior Indenture Subordinated Indebtedness pursuant to a Senior Supplemental Indenture.

"Outstanding" or "outstanding" in connection with Senior Revenue Bonds means all Senior Revenue Bonds which have been authenticated and delivered under the Senior Indenture, except:

(a) Senior Revenue Bonds theretofore cancelled or delivered to the Senior Trustee for cancellation under the Senior Indenture;

(b) Senior Revenue Bonds which are deemed to be no longer Outstanding in accordance with the Senior Indenture; and

(c) Senior Revenue Bonds in substitution for which other Senior Revenue Bonds have been authenticated and delivered pursuant to the Senior Indenture.

In determining whether the owners of a requisite aggregate principal amount of Senior Revenue Bonds Outstanding have concurred in any request, demand, authorization, direction, notice, consent or waiver under the provisions hereof, Senior Revenue Bonds which are held by or on behalf of the Commission (unless all of the Outstanding Senior Revenue Bonds are then owned by the Commission) shall be disregarded for the purpose of any such determination.

"Prior Senior Indenture" means that certain Indenture of Trust dated as of July 1, 1986 between the Commission and the Trustee, as heretofore supplemented and amended.

"Revenues" means (a) all Tolls received by or on behalf of the Commission from the System, (b) any other sources of revenues or funds of the Commission which the Commission chooses to include in the Senior Trust Estate pursuant to a Senior Supplemental Indenture, and (c) the interest and income earned on any fund or account where said interest or income is required to be credited to the Senior Indenture Revenue Fund pursuant to the Senior Indenture. As more fully provided in the Senior Indenture, in the event the Commission receives advances or prepayments or otherwise operates or participates in a system in which funds are collected prior to the actual usage of the System, such funds shall not be deemed to be Revenues until the usage occurs or the funds are earned pursuant to the agreement under which the Commission receives such funds.

"Senior Indenture Annual Capital Budget" means the capital budget adopted by the Commission pursuant to the Senior Indenture.

"Senior Indenture Annual Debt Service" means (a) the amount of principal and interest paid or payable with respect to Senior Revenue Bonds in a Fiscal Year plus (b) Senior Reimbursement Obligations paid or payable by the Commission in such Fiscal Year (but only to the extent they are not duplicative of such principal and interest), plus (c) the amounts, if any, paid or payable by the Commission in such Fiscal Year with respect to Senior Indenture Approved Swap Agreements, minus (d) the amounts, if any, paid or payable to the Commission in such Fiscal Year with respect to Senior Indenture Approved Swap Agreements, provided that the difference between the amounts described in clauses (c) and (d) shall be included only to the extent that such difference would not be recognized as a result of the application of the assumptions set forth below. The following assumptions shall be used to determine the Senior Indenture Annual Debt Service becoming due in any Fiscal Year:

(1) in determining the principal amount paid or payable with respect to Senior Revenue Bonds or Senior Reimbursement Obligations in each Fiscal Year, payment shall be assumed to be made in accordance with any amortization schedule established for such Indebtedness, including amounts paid or payable pursuant to any mandatory redemption schedule for such Indebtedness;

(2) if any of the Indebtedness or proposed Indebtedness constitutes Senior Indenture Balloon Indebtedness, then such amounts thereof as constitute Senior Indenture Balloon Indebtedness shall be treated as if such Indebtedness is to be amortized in substantially equal

annual installments of principal and interest over a term of 25 years from the date of issuance of such Indebtedness. Anything to the contrary herein notwithstanding, during the year preceding the final maturity date of such Indebtedness, all of the principal thereof shall be considered to be due on such maturity date unless the Commission provides to the Trustee a certificate of a Financial Consultant certifying that, in its judgment, the Commission will be able to refinance such Senior Indenture Balloon Indebtedness, in which event the Senior Indenture Balloon Indebtedness shall be amortized over the term of the Indebtedness expected to refinance such Senior Indenture Balloon Indebtedness and shall bear the interest rate specified in the certificate of the Financial Consultant;

(3) if any of the Indebtedness or proposed Indebtedness constitutes Variable Rate Indebtedness, then interest in future periods shall be based on the Assumed Variable Rate.

(4) Termination or similar payments under a Senior Indenture Approved Swap Agreement shall not be taken into account in any calculation of Senior Indenture Annual Debt Service.

"Senior Indenture Annual Operating Budget" means the budget adopted by the Commission pursuant to the Senior Indenture.

"Senior Indenture Approved Swap Agreement" means a Swap Agreement the payments of the Commission made or received with respect thereto are to be taken into account in any calculation of Senior Indenture Annual Debt Service under the Senior Indenture and for which the Commission has filed with the Trustee:

(a) A copy certified by a Commission Official of the resolution or resolutions of the Commission authorizing the execution and delivery of the Swap Agreement (no Senior Supplemental Indenture being required unless the Commission determines it to be necessary or appropriate);

(b) An original executed counterpart of the Swap Agreement;

(c) An opinion of Co-Bond Counsel addressed to the Commission and to the Senior Trustee, to the effect that execution of the Swap Agreement is permitted under the laws of the Commonwealth and will not adversely affect the exclusion from gross income from interest on any Senior Revenue Bonds for federal income tax purposes; provided that if the Swap Agreement relates to Senior Revenue Bonds being issued and the Swap Agreement is entered into prior to the issuance of such Senior Revenue Bonds, the portion of the opinion of Co-Bond Counsel referring to tax-exempt status of the Senior Revenue Bonds need not be delivered until such Senior Revenue Bonds are issued;

(d) A certificate of the Commission, signed by a Commission Official, that the Commission is not under default under the Senior Indenture;

(e) Evidence that the execution of the Swap Agreement will not result in a reduction or withdrawal of the rating then assigned to any Senior Revenue Bonds by the Rating Agency;

(f) Evidence that the reports or certificates required under the terms of the Senior Indenture for the issuance of additional Senior Indenture Long-Term Indebtedness have been delivered; and

(g) Such further documents as are required by the Swap Agreement or Co-Bond Counsel.

"Senior Indenture Assumed Variable Rate" means in the case of (a) any outstanding Senior Indenture Variable Rate Indebtedness, the average interest rate on such Indebtedness for the most recently completed 12-month period; and (b) proposed Senior Indenture Variable Rate Indebtedness, (1) which will, in the opinion of Co-Bond Counsel delivered at the time of the issuance thereof be excluded from gross income for federal income tax purposes, the average of the Bond Market Association Swap Index ("BMA Index") for the 12 months ending 7 days preceding the date of calculation plus 100 basis points, or (2) in the case of Senior Revenue Bonds not described in clause (1), the London Interbank Offered Rate ("LIBOR") most closely resembling the reset period for the Senior Indenture Variable Rate Indebtedness plus 100 basis points; provided that if the BMA Index or LIBOR shall cease to be published, the index to be used in its place shall be that index which the Commission in consultation with the Financial Consultant determines most closely replicates such index, as set forth in a certificate of a Commission Official filed with the Trustee.

"Senior Indenture Balloon Indebtedness" means Senior Indenture Long-Term Indebtedness of which 25% or more of the principal matures in the same Fiscal Year and is not required by the documents pursuant to which such Indebtedness was issued to be amortized by payment or redemption prior to that Fiscal Year, provided that such Indebtedness will not constitute Senior Indenture Balloon Indebtedness if the Senior Trustee is provided a certificate of a Commission Official certifying that such Indebtedness is not to be treated as Senior Indenture Balloon Indebtedness (because, by way of example, such Indebtedness is intended to serve as "wrap around" Indebtedness).

"Senior Indenture Bond Owner," "Senior Indenture Bondholder," "Senior Indenture Holder," "Senior Indenture Owner" or "Senior Indenture Registered Owner" (or the lower case version of the same) means the Person in whose name any Senior Revenue Bond or Senior Revenue Bonds are registered on the books maintained by the Senior Indenture Registrar.

"Senior Indenture Debt Service Fund" means the "Debt Service Fund" created by Section 503 of the Senior Indenture.

"Senior Indenture Debt Service Reserve Fund" means the "Debt Service Reserve Fund" created by Section 503 of the Senior Indenture.

"Senior Indenture DSRF Security" means a surety bond, an insurance policy, a letter of credit or similar financial instrument satisfactory to the Rating Agency (as evidenced by a letter from the Rating Agency confirming that such a surety bond, an insurance policy, a letter of credit or similar financial instrument will not result in the rating on any outstanding Senior Revenue Bonds being downgraded) payable to the Senior Trustee for the benefit of the Senior Indenture Bondholders.

"Senior Indenture Long-Term Indebtedness" means all Indebtedness of the Commission, which is not (a) Senior Indenture Short-Term Indebtedness or (b) Senior Indenture Subordinated Indebtedness.

"Senior Indenture Maximum Annual Debt Service" means at any point in time the maximum amount of Senior Indenture Annual Debt Service on all Senior Indenture Applicable Long-Term Indebtedness, as required by the context (e.g., whether relating to all such Senior Indenture Applicable Long-Term Indebtedness or only specified Senior Indenture Applicable Long-Term Indebtedness) paid or payable in the then current or any future Fiscal Year.

"Senior Indenture Operating Account" means the "Operating Account" created by Section 503 of the Senior Indenture.

"Senior Indenture Parity Obligations" means includes Senior Revenue Bonds and other obligations of the Commission owed to Senior Indenture Secured Owners, but excludes Senior Indenture Subordinated Indebtedness.

"Senior Indenture Parity Swap Agreement" means any Senior Indenture Approved Swap Agreement.

"Senior Indenture Paying Agent" means with respect to any series of Senior Revenue Bonds that Person appointed pursuant to the Senior Indenture to make payments to Senior Bondholders of interest and/or principal pursuant to the terms of the Indenture, which initially shall be the Senior Trustee.

"Senior Indenture Policy Costs" means a periodic fee or charge required to be paid to maintain a Senior Indenture DSRF Security.

"Senior Indenture Rate Covenant" means the requirement to establish and maintain a schedule of Tolls sufficient to provide the funds required pursuant to Section 501 of the Senior Indenture.

"Senior Indenture Rebate Fund" means the "Rebate Fund" created by Section 503 of the Senior Indenture.

"Senior Indenture Registrar" means with respect to any series of Senior Revenue Bonds, that Person which maintains the related bond register or such other entity designated under the Senior Indenture to serve such function and the Senior Indenture Registrar initially shall be the Senior Trustee.

"Senior Indenture Reserve Maintenance Fund" means the "Revenue Maintenance Fund" created by Section 503 of the Senior Indenture.

"Senior Indenture Revenue Fund" means the "Revenue Fund" created by Section 503 of the Senior Indenture.

"Senior Indenture Secured Owner" means each Person who is a Senior Bondholder of any Senior Revenue Bonds, each counterparty providing a Senior Indenture Parity Swap Agreement, each bank providing a Credit Facility and each bond insurer providing a bond insurance policy with respect to a Senior Indenture Parity Obligation.

"Senior Indenture Short-Term Indebtedness" means all Indebtedness which matures in less than 365 days and is designated as "Short-Term Indebtedness" pursuant to the Senior Indenture.

"Senior Indenture Subordinated Indebtedness" means Indebtedness which is subordinated and junior in all respects to payment of all Senior Revenue Bonds and other Senior Indenture Parity Obligations incurred pursuant to or in compliance with the Senior Indenture.

"Senior Indenture Swap Agreement Counterparty" means the counterparty to a Senior Indenture Parity Swap Agreement with the Commission or with the Senior Trustee.

"Senior Indenture Variable Rate Indebtedness" means any Indebtedness the interest rate on which fluctuates from time to time subsequent to the time of incurrence.

"Senior Reimbursement Agreement" means an agreement between the Commission and one or more banks pursuant to which, among other things, such bank or banks issue a Credit Facility with respect to Senior Revenue Bonds of one or more series of Senior Revenue Bonds and the Commission

agrees to reimburse such bank or banks for any drawings made thereunder.

"Senior Reimbursement Obligation" means an obligation of the Commission pursuant to a Senior Reimbursement Agreement to repay any amounts drawn under a Credit Facility and to pay interest on such drawn amounts pursuant to such Senior Reimbursement Agreement.

"Senior Supplemental Indenture" means any supplemental indenture to (a) the Senior Indenture, now or hereafter duly authorized and entered into in accordance with the provisions of the Senior Indenture and (b) the Prior Senior Indenture, including any supplemental indenture pursuant to which (and only for so long as) bonds are outstanding thereunder.

"Senior Trust Estate" means all right, title and interest of the Commission in and to (i) all Revenues, (ii) all monies deposited into accounts or funds created by the Senior Indenture and held by or on behalf of the Trustee (other than the Senior Indenture Rebate Fund), (iii) any insurance proceeds and other moneys required to be deposited herein, (iv) all payments received by the Commission pursuant to Senior Parity Swap Agreements, and (v) all investment earnings on all moneys held in accounts and funds established by the Senior Indenture, other than the Senior Indenture Rebate Fund.

"Tolls" means all rates, rents, fees, charges, fines or other income derived by the Commission from vehicular usage of the System, and all rights to receive the same.

**APPENDIX G**

**DEBT SERVICE REQUIREMENTS OF THE SENIOR INDENTURE BONDS  
AND SUBORDINATE INDENTURE BONDS**

**[SEE ATTACHED]**

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**APPENDIX G**  
**ESTIMATED DEBT SERVICE REQUIREMENTS OF THE SENIOR INDENTURE BONDS**  
**AND SUBORDINATE INDENTURE BONDS**

Series A of 2009 Bonds

Fiscal Year Ending May 31	Debt Service on Existing Senior Indenture		Debt Service on Existing Subordinate		Principal	Interest(3)	Total	Total Debt Service on Subordinate Indenture		Combined Total Debt Service (5)
	Bonds (1)(2)	Bonds (3)(4)	Bonds(3)(4)	Bonds(3)(4)				Bonds (3)(4)	Bonds (3)(4)	
2009	\$142,800,478		\$12,065,599		\$0	\$0	\$0	\$12,065,599		\$154,866,077
2010	148,083,230		35,824,646		0	10,361,413	10,361,413	46,186,059		194,269,289
2011	148,141,933		46,778,619		4,950,000	14,761,656	19,711,656	66,490,275		214,632,208
2012	148,070,600		46,770,409		5,100,000	14,610,906	19,710,906	66,481,315		214,551,915
2013	148,158,397		46,808,035		5,255,000	14,455,581	19,710,581	66,518,616		214,677,013
2014	148,286,877		46,795,363		5,415,000	14,295,531	19,710,531	66,505,894		214,792,771
2015	149,808,684		46,780,214		5,610,000	14,102,106	19,712,106	66,492,320		216,301,004
2016	150,020,704		48,540,206		5,870,000	13,843,156	19,713,156	68,253,362		218,274,066
2017	146,489,372		48,499,213		6,170,000	13,542,156	19,712,156	68,211,369		214,700,741
2018	146,747,317		48,466,136		6,485,000	13,225,781	19,710,781	68,176,917		214,924,234
2019	119,343,293		54,770,604		6,820,000	12,893,156	19,713,156	74,483,760		193,827,053
2020	119,484,941		52,978,955		7,120,000	12,592,328	19,712,328	72,691,283		192,176,224
2021	119,621,301		52,959,458		7,435,000	12,276,125	19,711,125	72,670,583		192,291,884
2022	119,731,126		52,938,644		7,815,000	11,894,875	19,709,875	72,648,519		192,379,645
2023	118,907,155		52,921,492		8,220,000	11,494,000	19,714,000	72,635,492		191,542,647
2024	119,518,758		52,941,775		8,640,000	11,072,500	19,712,500	72,654,275		192,173,033
2025	119,563,140		52,932,200		9,085,000	10,629,375	19,714,375	72,646,575		192,209,715
2026	119,632,226		52,895,417		9,550,000	10,163,500	19,713,500	72,608,917		192,241,143
2027	119,694,771		52,865,909		10,040,000	9,673,750	19,713,750	72,579,659		192,274,430
2028	110,518,928		52,837,403		10,555,000	9,158,875	19,713,875	72,551,278		183,070,206
2029	110,704,889		52,826,466		11,095,000	8,617,625	19,712,625	72,539,091		183,243,980
2030	110,864,232		52,777,040		11,665,000	8,048,625	19,713,625	72,490,665		183,354,897
2031	110,986,677		52,746,087		12,260,000	7,450,500	19,710,500	72,456,587		183,443,264
2032	111,119,544		52,708,484		12,890,000	6,821,750	19,711,750	72,420,234		183,539,778
2033	111,162,289		52,687,109		13,550,000	6,160,750	19,710,750	72,397,859		183,560,148
2034	111,227,021		52,646,653		14,245,000	5,465,875	19,710,875	72,357,528		183,584,549
2035	111,287,086		52,612,974		14,975,000	4,735,375	19,710,375	72,323,349		183,610,435
2036	41,159,697		52,561,586		15,745,000	3,967,375	19,712,375	72,273,961		113,433,658
2037	47,623,232		46,001,065		16,550,000	3,160,000	19,710,000	65,711,065		113,334,297
2038	61,479,256		32,164,795		17,400,000	2,311,250	19,711,250	51,876,045		113,355,301
2039	61,553,075		32,119,068		18,295,000	1,418,875	19,713,875	51,832,943		113,386,018
2040	-		-		19,230,000	480,750	19,710,750	19,710,750		19,710,750
TOTAL	\$3,651,790,229		\$1,490,221,624		\$308,035,000	\$293,685,522	\$601,720,522	\$2,091,942,146		\$5,743,732,375

(1) All variable rate series Bonds, unless subject to an interest rate swap agreement, are shown at an assumed rate of 4.0%. All variable rate debt which is swapped to a fixed rate is shown at the assumed swap rate.

(2) Does not include debt service on the \$531,855,000 Turnpike Bond Anticipation Notes, Series 2007 which are to be redeemed on or before their maturity date of October 15, 2009 from the proceeds of bonds expected to be issued under the Subordinate Indenture.

(3) Interest net of capitalized interest; does not reflect any expected earnings credited against debt service.

(4) Does not include debt service on the \$102,060,000 Turnpike Subordinate Revenue Bond Anticipation Notes, Series C-3 of 2008 maturing July 31, 2009 or \$77,715,000 Turnpike Subordinate Revenue Bond Anticipation Notes, Series C-4 of 2008 (Federally Taxable) maturing June 1, 2010. The Series C-3 and Series C-4 BANs are to be redeemed on their respective maturity dates with the proceeds of bonds expected to be issued under the Subordinate Indenture.

(5) Totals may not add due to rounding.

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**APPENDIX H**

**TRAFFIC AND REVENUE STUDY**

[See Attached]

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January 6, 2009

Mr. Tim Scanlon, P.E.  
Project Director  
Pennsylvania Turnpike Commission  
P.O. Box 67676  
Harrisburg, PA 17106-7676

**Re: Pennsylvania Turnpike 2009 Traffic and Revenue Update Study**

Dear Mr. Scanlon:

This letter report summarizes Wilbur Smith Associates' (WSA) work related to updated traffic and revenue projections for the various toll facilities that make up the Pennsylvania Turnpike System (the Turnpike). In addition to considering normal growth forecasts for the Turnpike, this study also analyzes the estimated impacts of various future toll rate increases proposed, or recently implemented, by the Pennsylvania Turnpike Commission (PTC). A 25 percent rate increase was implemented on January 4, 2009; beyond this, three percent annual inflationary adjustments are to be assumed thereafter on or about each January 1<sup>st</sup>. All of these have been incorporated into the forecasts developed in this report.

The last study conducted by WSA for the PTC was in May 2004. That study was in anticipation of the toll increase which took place on August 1, 2004. Updated traffic modeling and actual experience from the 2004 toll increase were used to estimate likely impacts resulting from the upcoming rate adjustments. Though the 25 percent increase took effect on January 4, 2009, not enough information is available yet to estimate its impact on traffic and toll revenue. In addition, this analysis has taken into account a detailed review of Turnpike traffic trends, trends and forecasts of socioeconomic data, as well as an assessment of the near term impacts of the current economic recession. Traffic and revenue forecasts were developed through 2030. Estimates were developed for cars and trucks separately and for the ticket system and the various barrier toll systems that make up the entire Pennsylvania Turnpike System. Actual Turnpike experience through November 2008 has been incorporated into this study.

Only currently funded Turnpike capital projects are assumed in this study. Several major potential improvements are under study, but not included here. No revenue forecasts have been included in this analysis regarding conversion of the east end of the Turnpike to a barrier system or the potential future direct connection between the Turnpike and Interstate 95 in Philadelphia. Both of these would likely have significant positive revenue impacts should they be implemented. Likewise, full build-out of the

Albany NY, Anaheim CA, Atlanta GA, Baltimore MD, Bangkok Thailand, Burlington VT, Charleston SC, Charleston WV, Chicago IL, Cincinnati OH, Cleveland OH, Columbia SC, Columbus OH, Dallas TX, Dubai UAE, Falls Church VA, Greenville SC, Hong Kong, Houston TX, Iselin NJ, Kansas City MO, Knoxville TN, Lansing MI, Lexington KY, London UK, Milwaukee WI, Mumbai India, Myrtle Beach SC, New Haven CT, Orlando FL, Philadelphia PA, Pittsburgh PA, Portland ME, Poughkeepsie NY, Raleigh NC, Richmond VA, Salt Lake City UT, San Francisco CA, Tallahassee FL, Tampa FL, Tempe AZ, Trenton NJ, Washington DC

Southern Beltway is not assumed in this study. Only the existing portion and that currently under construction are considered for revenue purposes here. Finally, no additional sections of the Mon Fayette Expressway (PA 43), beyond that already under construction, is assumed in the traffic and revenue projections.

## TURNPIKE TRAFFIC AND REVENUE TRENDS

Figure 1 provides an overview of the Turnpike. By far, the greatest proportion of traffic and toll revenue is generated on the I-76/276 East-West section (from Interchange 2 near the Ohio border to Interchange 359 near the New Jersey border) and the Northeastern Extension (from Interchange 20 to Interchange 131). Toll collection on the majority of these two sections is based on a ticket system. The exceptions to this are for Gateway barrier plaza at Interchange 2 and the two northernmost tolling locations on the Northeastern Extension, which are also barrier plazas (Interchanges 122 and 131, in Figure 1).

All remaining tolls are collected at fixed barrier locations, though these account for less than 5 percent of total Systemwide toll revenue. In addition to the three barrier locations mentioned above, additional barrier systems include the PA 43, PA 60, PA 66 and PA 576 systems. These are identified in Figure 1.

### TICKET SYSTEM TRAFFIC TRENDS BETWEEN 1987 AND 2007

Table 1 identifies average annual daily traffic trends for each of the ticket system locations between 1987 and 2007. Gateway barrier plaza (Interchange 2) is also shown in this table. More recent trends will be discussed in Table 3. Please note that in 2003 the west end of the system converted from a ticket system to a barrier system. Thus, volumes shown at Gateway are not comparable between 2002 and 2003. Also at this time, exit toll plazas were removed from Interchanges 10, 13 and 28 as the new endpoint of the ticket system (identified in this table as Interchange 30) was shifted to between Interchanges 28 and 39. Also as footnoted in Table 1, two-way toll collection was replaced by one-way toll collection at Gateway in 2006. Traffic values in Table 1 were doubled from that point forward to simulate total two-way traffic volumes in order to be comparable to historical trends.

Passenger car trends are shown in the upper portion of Table 1. Average annual percent changes (AAPC) are shown for various periods. Relatively strong growth was exhibited for the 1987-1993 and 1994-2002 periods (3.7 and 3.4 AAPC, respectively). Growth between 2003 and 2007 averaged only 0.7 percent per year for passenger cars. Low to negative growth was experienced over much of the western half of the tickets system, and low, positive growth was experienced on the eastern section and Northeastern Extension. Average annual passenger car growth on the ticket system has been 3.3 percent over the 20 years of historical trends shown in Table 1.

The second portion of Table 1 shows commercial vehicle historical traffic trends on the ticket system. Over the entire 20 year period, commercial vehicles have grown at an average annual rate very similar to that for passenger cars (3.5 percent for commercial vehicles versus 3.3 percent for passenger cars). But it is interesting to note that commercial vehicle growth was quite low (1.5 percent per annum) during the earliest period shown between 1987 and 1993. On the other hand, commercial vehicle growth was considerably higher than that for passenger cars for the more recent period between 2003 and 2007 (3.4 AAPC for commercial vehicles versus 0.7 AAPC for passenger cars).



Table 1  
Summary of Annual Ticket System and Gateway Average Daily Toll Transaction Trends  
Pennsylvania Turnpike System

Calendar Year	Passenger Cars												Commercial Vehicles												Total Vehicles															
	1	2	3	4	5	6	7	8	9	10	11	12	1	2	3	4	5	6	7	8	9	10	11	12	1	2	3	4	5	6	7	8	9	10	11	12				
1987 <sup>(1)</sup>	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757	5,757			
1988	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020	6,020		
1989	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488	6,488		
1990	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813		
1991	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1992	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1993	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1994	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1995	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1996	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	
1997	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
1998	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
1999	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2000	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2001	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2002	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2003	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2004	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2005	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2006	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813
2007	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813	6,813

Calendar Year: 1987-2007. Average Annual Percent Change: 1987-93: 3.3, 1994-02: 4.4, 2003-07: 5.4. (1) A toll increase of 42% was implemented on January 1, 1997. (2) A toll increase of 42% was implemented on August 1, 2004. (3) A toll increase of 42% was implemented on August 1, 2004. (4) Several changes have occurred at Gateway Plaza during this time period. It was converted from the western terminus of the ticket system to a barrier plaza on June 1, 2003; all time-lot classifications were switched from weight-based to axle-based. On January 2, 2008, lot collection at the barrier location was converted from heavy-duty to one-way collection. (5) Once Gateway was converted to a barrier plaza, interchange 30, Warfordsburg, became the new start of the Turnpike ticket system in 2004. Toll collection was removed from interchanges 10, 13 and 26 at this time.



Wilbur Smith Associates

Total vehicle traffic trends are shown in the lower portion of Table 1. Because passenger cars make up about 85 percent of total ticket system toll transactions, the trends and growth rates for total vehicles closely mirror those for passenger cars. It should also be noted that three toll increases have occurred over the time frame shown in Table 1. Rate increases were implemented in 1987, 1991 and 2004. These would have had some negative impact on traffic levels and this will be discussed in more detail below.

**BARRIER SYSTEM TRAFFIC TRENDS BETWEEN 1994 AND 2007**

Table 2 identifies average annual daily traffic trends for each of the Turnpike barrier systems. As mentioned above, these contribute relatively little to overall traffic and revenue (about 15 percent of traffic and 5 percent of revenue), but, as shown in Table 2, they have been growing at a slightly greater level than the ticket system. The higher growth in these corridors is likely related to the fact that they are newer facilities than the ticket system, and that the potential for “induced” and “ramp-up” growth is greater. These facilities tend to be on the fringe of urban areas and are benefiting from the increasing spread of development into their corridors.

**Table 2  
Barrier System: Average Daily Transactions by Interchange  
Pennsylvania Turnpike**

		Passenger Cars													Commercial Vehicles										Total Vehicles									
		Northeastern Facilities					Toll 60 <sup>(1)</sup>					AKH			Mon Fayette					Southern Beltway					Total									
Calendar Year	Keser Ave.	Clarks Summit	Subtotal	South	Beaver	Moravia	North	MI Jackson	Subtotal	Rte 136	Mainline	Route 30	Route 13C	Route 66	Subtotal	Ramp M4	M5	California	Ramp M39	Ramp M44	Ramp M48	M52	Subtotal	Route 30	Bald Knob Rd	Route 22	Subtotal	Barrier Facilities						
1994	0	2,831	2,831	6,965	271	481	3,915	720	12,352	295	5,754	1,641	822	413	8,925	5,436	0	0	0	0	0	0	0	5,436	0	0	0	0	0	29,544				
1995	4,803	5,177	9,980	7,268	319	520	4,130	826	13,063	303	6,411	1,977	873	459	10,023	5,942	0	0	0	0	0	0	0	5,942	0	0	0	0	0	39,008				
1996	6,491	6,814	13,305	7,897	334	546	4,614	1,097	14,488	366	7,259	2,191	1,017	501	11,334	6,714	0	0	0	0	0	0	0	6,714	0	0	0	0	0	45,841				
1997	6,941	7,281	14,222	8,407	336	579	4,964	1,211	15,497	413	8,081	2,471	1,190	523	12,678	7,314	0	0	0	0	0	0	0	7,314	0	0	0	0	0	49,711				
1998	6,461	6,769	13,230	8,724	359	613	5,192	1,313	16,201	437	8,911	3,020	1,123	527	14,018	6,643	0	0	0	0	0	0	0	6,643	0	0	0	0	0	50,992				
1999	5,686	5,844	11,530	8,798	370	610	5,298	1,385	16,461	469	8,850	3,105	966	458	13,848	7,312	0	0	0	0	0	0	0	7,312	0	0	0	0	0	49,151				
2000	5,527	5,642	11,169	9,008	382	619	5,481	1,454	16,944	478	9,283	3,390	893	455	14,499	8,274	0	0	0	0	0	0	0	8,274	0	0	0	0	0	50,886				
2001	5,622	5,847	11,469	9,390	399	682	5,866	1,606	17,943	518	9,613	3,751	1,001	516	15,399	9,546	29	1,659	8,437	954	0	0	0	11,050	0	0	0	0	0	55,861				
2002 <sup>(1)</sup>	5,948	6,169	12,117	9,585	406	714	6,021	1,607	18,000	544	10,044	3,843	1,044	529	16,441	10,044	29	1,726	5,582	1,360	0	0	0	8,669	0	0	0	0	0	46,437				
2003	6,274	6,492	12,766	9,782	413	732	6,176	1,558	19,588	562	10,476	3,936	1,046	530	17,058	10,476	30	1,794	2,728	1,766	0	0	0	5,689	0	0	0	0	0	51,205				
2004 <sup>(2)</sup>	6,719	6,747	13,466	9,821	413	732	6,176	1,558	19,588	562	10,476	3,936	1,046	530	17,058	10,476	30	1,794	2,728	1,766	0	0	0	5,689	0	0	0	0	0	52,320				
2005	6,489	6,519	13,008	9,896	413	732	6,176	1,558	19,588	562	10,476	3,936	1,046	530	17,058	10,476	30	1,794	2,728	1,766	0	0	0	5,689	0	0	0	0	0	63,328				
2006	6,573	6,545	13,117	9,854	413	732	6,176	1,558	19,588	562	10,476	3,936	1,046	530	17,058	10,476	30	1,794	2,728	1,766	0	0	0	5,689	0	0	0	0	0	67,765				
2007	6,736	6,740	13,476	10,334	434	756	7,524	1,277	20,326	597	12,308	2,889	1,260	580	17,633	11,050	39	2,151	10,224	1,030	745	3,213	7,179	24,581	166	283	2,914	3,363	79,379					
Average Annual Percent Change																																		
1994 <sup>(3)</sup> -00	2.8	1.7	2.3	4.4	5.9	4.3	5.8	12.4	5.4	8.4	8.3	12.9	1.4	1.5	8.4	NA	NA	7.3	NA	NA	NA	NA	NA	7.3	NA	NA	NA	NA	9.5					
2000-07	2.9	2.6	2.7	2.0	1.9	2.9	4.6	(1.8)	2.6	3.2	4.1	(2.3)	5.0	3.5	2.8	NA	NA	3.1	NA	NA	NA	NA	NA	16.8	NA	NA	NA	NA	6.6					
1994 <sup>(3)</sup> -07	2.9	2.2	2.5	3.1	3.7	3.5	5.2	4.5	3.9	5.6	6.0	4.4	3.3	2.6	5.4	NA	NA	5.0	NA	NA	NA	NA	12.3	NA	NA	NA	NA	7.9						

(1) 2002 traffic data is not available. It is estimated by averaging 2001 and 2003 traffic data.  
 (2) New rates became effective Sunday, August 1, 2004. Rates were increased by 42.5%.  
 (3) Toll 60 ramp counts are not available from 2002 to 2006.  
 (4) Toll 66 ramp counts are not available from 2002 to 2006.  
 (5) Average annual growth rate of Northeastern Facilities began in 1995.

### RECENT MONTHLY TRAFFIC AND REVENUE TRENDS

Table 3 provides monthly traffic volumes on all facilities for FY 2005-06 through mid FY 2008-09. Information is also provided for passenger cars and commercial vehicles separately. Similar to the longer term historical trends shown in Tables 1 and 2, the ticket system has exhibited much lower growth compared to the barrier locations. The effect of the current negative economic climate is evident in the most current monthly traffic trends. As shown, total ticket system transactions have been trending negative for some time and are currently lower by 2.7 percent for the first half of FY 2008-09. Though more positive, the contribution of the barrier locations still results in a total Turnpike traffic loss of 1.8 percent for the first half of FY 2008-09. A review of other toll facilities in the area has shown the same trends.

It should be pointed out that the impact on commercial vehicles was especially negative in November 2008. Total commercial traffic declined by 12.3 percent in November 2008 compared to November 2007. Part of this decline is real and part due to the fact that November 2008 had two more weekend days than November 2007. Commercial traffic is typically much lower on weekend days and this likely contributed to the especially large negative growth in the most recent month.

Monthly gross toll revenue trends over the same time period are shown in Table 4 for each toll facility. The same general trends are seen here as exhibited in the transaction trends. Because of the higher average commercial vehicle toll rates, however, the effect of larger negative commercial vehicle growth has a bigger impact on total revenue growth. Thus, while total ticket system transactions were down by 2.7 percent in the first half of FY 2008-09, revenue growth is down by 5.2 percent over the same period.

On a total Systemwide basis, gross toll revenue grew by 1.7 percent between FY 2005-06 and FY 2006-07. Growth amounted to only 0.2 percent between FY 2006-07 and FY 2007-08. In the most recent six month period (June through November) revenue growth has continued to decrease and amounted to a decrease of 4.8 percent over the same period in the last fiscal year.

**Table 3**  
**Pennsylvania Turnpike Monthly Traffic Volume Trends By Facility and Vehicle Class**  
Volumes in Thousands

Month	Passenger Cars					Commercial Vehicles					Total Vehicles										
	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08						
	2008-09																				
June	12,486	(5.7)	11,769	1.9	11,992	(3.6)	11,561	2,103	(4.5)	2,009	(0.9)	1,991	(4.8)	1,895	14,589	(5.6)	13,778	1.5	13,983	(3.8)	13,456
July	12,805	(6.5)	11,979	1.8	12,197	(0.8)	12,100	1,969	(4.9)	1,872	3.4	1,906	0.6	1,947	14,774	(6.2)	13,851	2.0	14,133	(0.6)	14,047
August	12,668	(4.1)	12,345	3.1	12,731	(1.8)	12,502	2,133	(2.4)	2,081	(0.1)	2,079	(8.5)	1,902	15,001	(3.0)	14,426	2.7	14,810	(2.7)	14,404
September	11,401	(1.3)	11,253	1.6	11,431	(3.6)	11,014	2,004	(5.9)	1,886	(2.1)	1,847	(0.6)	1,835	13,405	(2.0)	13,139	1.1	13,278	(3.2)	12,849
October	11,702	0.5	11,762	2.0	12,002	(1.3)	11,843	2,005	(1.2)	1,980	3.3	2,045	(6.5)	1,912	13,707	0.3	13,742	2.2	14,047	(2.1)	13,755
November	11,418	(1.4)	11,262	(0.2)	11,236	(2.8)	10,927	1,987	(3.8)	1,816	(0.7)	1,803	(13.4)	1,562	13,305	(1.7)	13,078	(0.3)	13,039	(4.2)	12,489
December	11,073	0.2	11,096	(4.6)	10,585			1,786	(5.8)	1,683	(3.4)	1,626			12,859	(0.6)	12,779	(4.4)	12,211		
January	10,348	(0.1)	10,336	0.1	10,347			1,670	5.3	1,759	(0.8)	1,745			12,016	0.6	12,095	(0.0)	12,092		
February	9,559	(3.8)	9,200	5.6	9,718			1,572	2.4	1,609	0.9	1,624			11,131	(2.9)	10,809	4.9	11,342		
March	11,226	(2.7)	10,925	1.4	11,077			1,885	(2.2)	1,843	(5.2)	1,747			13,111	(2.6)	12,768	0.4	12,824		
April	11,063	(0.4)	11,022	0.5	11,078			1,783	2.0	1,818	4.3	1,897			12,846	(0.0)	12,840	1.1	12,975		
May	11,625	1.6	11,816	(1.6)	11,625			1,989	2.5	2,038	(6.1)	1,913			13,614	1.8	13,854	(2.3)	13,538		
Total Year	137,574	(2.0)	134,765	0.9	136,019			22,786	(1.7)	22,394	(0.6)	22,253			160,360	(2.0)	157,159	0.7	158,272		
June-Nov	72,680	(3.2)	70,370	1.7	71,589	(2.3)	69,947	12,101	(3.8)	11,644	0.5	11,701	(5.5)	11,053	84,781	(3.3)	82,014	1.6	83,290	(2.7)	81,000

Month	Passenger Cars					Commercial Vehicles					Total Vehicles										
	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08						
	2008-09																				
June	666	1.2	674	5.6	712	1.5	723	23	4.3	24	12.5	27	22.2	33	689	1.3	698	5.9	739	2.3	756
July	671	3.3	693	4.2	722	4.6	755	22	4.5	23	21.7	28	28.5	36	683	3.3	716	4.7	750	5.5	791
August	710	6.1	753	4.5	787	3.7	816	24	0.0	24	20.8	29	24.1	36	734	5.9	777	5.0	816	4.4	852
September	717	6.1	761	2.5	780	4.0	811	21	4.8	22	9.1	24	37.5	33	738	6.1	783	2.7	804	5.0	844
October	736	7.6	792	3.4	819	7.4	880	20	20.0	24	12.5	27	29.6	35	756	7.9	816	3.7	846	8.2	915
November	681	6.0	722	1.8	735	11.8	822	18	11.1	20	10.0	22	45.5	32	699	6.2	742	2.0	757	12.8	854
December	664	6.8	709	(2.4)	692			16	6.3	17	0.0	17			680	6.8	726	(2.3)	709		
January	628	4.6	657	3.3	679			15	6.7	16	18.8	19			643	4.7	673	3.7	698		
February	613	0.7	617	9.6	676			14	21.4	17	17.6	20			627	1.1	634	9.8	696		
March	692	4.9	726	(1.5)	715			19	5.3	20	5.0	21			711	4.9	746	(1.3)	736		
April	695	3.7	721	5.1	758			20	9.0	20	25.0	25			715	3.6	741	5.7	783		
May	695	7.8	750	(0.1)	749			22	9.1	24	20.6	29			718	7.8	774	0.5	778		
Total Year	8,169	5.0	8,575	2.9	8,824			234	7.3	251	14.7	288			8,403	5.0	8,826	3.2	9,112		
June-Nov	4,181	5.1	4,395	3.6	4,555	5.5	4,807	128	7.0	137	14.6	157	30.6	205	4,309	5.2	4,532	4.0	4,712	6.4	5,012

Month	Passenger Cars					Commercial Vehicles					Total Vehicles										
	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08						
	2008-09																				
June	358	8.1	387	39.0	538	10.8	596	64	15.6	74	17.6	87	(1.1)	86	422	9.2	461	35.6	625	9.1	682
July	358	23.7	443	23.5	547	12.8	617	61	29.5	79	10.1	87	3.4	90	419	24.6	522	21.5	634	11.5	707
August	364	33.5	466	18.7	577	11.3	642	65	36.9	89	2.2	91	(3.3)	88	429	34.0	575	16.2	668	9.3	730
September	340	37.9	469	20.5	565	7.4	607	64	21.9	78	6.4	83	6.0	88	404	35.4	547	18.5	648	7.3	695
October	345	42.6	492	30.1	640	0.0	640	60	40.0	84	14.3	96	(3.0)	89	405	42.2	576	27.8	738	(1.0)	729
November	326	41.4	461	27.3	587	(0.7)	583	52	38.5	72	6.9	77	(9.1)	70	378	41.0	533	24.6	664	(1.7)	653
December	320	43.1	456	26.4	579			45	35.6	61	3.3	63			385	42.2	519	23.7	642		
January	303	38.0	418	29.7	542			46	39.1	64	9.4	70			349	38.1	482	27.0	612		
February	288	28.8	371	39.1	516			43	27.9	55	21.8	67			331	28.7	426	36.9	583		
March	341	35.8	463	23.8	573			55	29.1	71	1.4	72			396	34.8	534	20.8	645		
April	352	35.8	478	24.3	594			56	32.1	74	12.2	83			408	35.3	552	22.6	677		
May	361	51.5	547	11.7	611			61	45.9	89	(5.6)	84			422	50.7	636	9.3	695		
Total Year	4,056	34.9	5,473	25.5	6,869			672	32.4	890	7.9	960			4,728	34.6	6,363	23.0	7,829		
June-Nov	2,091	30.9	2,738	26.2	3,454	6.7	3,685	366	30.1	476	9.5	521	(1.9)	511	2,457	30.8	3,214	23.7	3,975	5.6	4,196

Month	Passenger Cars					Commercial Vehicles					Total Vehicles										
	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08	2005-06	% Chg	2006-07	% Chg	2007-08						
	2008-09																				
June	430	(3.7)	414	3.6	429	1.4	435	71	7.0	76	5.3	80	(2.5)	78	501	(2.2)	490	3.9	509	0.8	513
July	524	(3.8)	504	1.4	511	1.2	517	71	8.5	77	3.9	80	3.5	83	595	(2.4)	591	1.7	591	1.5	600
August	507	0.2	508	8.7	523	3.3	570	76	7.9	82	7.3	88	(6.8)	82	583	1.2	590	8.5	640	1.9	652
September	390	6.4	415	2.9	427	(6.1)	401	70	10.0	77	2.6	79	1.3	80	460	7.0	492	2.8	506	(4.9)	481
October	392	11.0	435	(3.4)	420	2.6	431	68	16.2	79	1.3	80	(2.5)	78	460	11.7	514	(2.7)	500	1.8	509
November	380	7.6	409	(4.4)	391	0.8	394	64	9.4	70	(5.7)	66	(7.6)	61	444	7.9	479	(4.6)	457	(0.4)	455
December	337	8.9	367	(9.5)	332			58	6.9	62	(3.2)	60			395	8.6	429	(8.6)	392		
January	290	4.8	304	(2.3)	297			58	13.8	66	(1.5)	65			348	6.3	370	(2.2)	362		
February	283	(5.3)	268	6.7	286			56	16.1	65	(3.1)	63			339	(1.8)	333	4.8	349		
March	336	6.5	358	(0.8)	355			65	12.3	73	(11.0)	65			401	7.5	431	(2.6)	420		
April	383	5.5	404	(1.7)	397			64	17.2	75	4.0	78			447	7.2	479	(0.8)	475		
May	411	9.2	449	1.3	455			74	16.2	86	(3.5)	83			485	10.3	535	0.6	538		
Total																					





## SOCIOECONOMIC TRENDS AND FORECASTS

A detailed analysis of longer term economic trends and forecasts in the corridor was conducted as part of this analysis. These were used as input to the corridor growth analysis. Tables 5-8 provide a summary of various economic measures reviewed for this study, including population, employment, retail sales and gross state product. Additional detailed information is provided regarding monthly unemployment levels in the Turnpike corridor as well as weekly gasoline price trends.

The nation is now, according to most economists, in a recession. Traffic and revenue trends on the Pennsylvania Turnpike, and on most other toll facilities, clearly show the effect of the current economic downturn. Actual long term traffic and revenue trends along with the information provided in Tables 5-8 provide a good indication of the longer term growth potential for the Pennsylvania Turnpike, but short term (one to two year) adjustments are required to reflect the likely continued negative effects of the recession.

While there is no “crystal ball”, it is widely expected that, on a national level, negative GDP growth will continue for the next one to two quarters, with low to flat GDP growth for another one to two quarters before an economic recovery begins to take effect. For purposes of developing the current forecasts, WSA has assumed continued negative growth through the middle of FY 2009-10. And then flat to no growth through the middle of FY 2010-11. Thereafter, we expect some recovery and then a continuation of more “normal” growth patterns as would be expected by the longer term economic growth forecasts shown in Tables 5-8.

### POPULATION TRENDS AND FORECASTS

Historic population data were obtained from the U.S. Census, and future rates of growth were obtained from an economic research firm, Woods and Poole, for counties and states that significantly contribute to Pennsylvania Turnpike traffic demand. The historic and forecast rates of growth in total population are presented in Table 5, from 1980 through 2030. Historic data were available up to 2007. The rates of growth are summarized as the AAPC between the following time periods:

- 1980 through 1990;
- 1990 through 2000;
- 2000 through 2007;
- 2007 through 2010;
- 2010 through 2020;
- 2020 through 2030; and
- 2007 through 2030.

The rates of growth are presented for the following five states: New Jersey, New York, Ohio, Pennsylvania, and West Virginia. Information for the United States is provided as well. The county level data were summarized into the following four groups:

- **Pittsburgh Area Counties:** Allegheny, Armstrong, Beaver, Butler, Indiana, Lawrence, Washington and Westmoreland,
- **Interurban Area Counties:** Adams, Bedford, Blair, Cambria, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, Somerset and York,
- **Philadelphia Area Counties:** Berks, Bucks, Chester, Delaware, Montgomery and Philadelphia, and
- **Northeastern Corridor Counties:** Carbon, Lackawanna, Lehigh, Luzerne, Northampton and Wyoming.

**Table 5**  
**Population Trends and Forecast**

Area		Average Annual Percent Change						
		1980 - 90	1990 - 00	2000 - 07	2007 - 10	2010 - 20	2020 - 30	2007 - 30
Pittsburgh Area	(1)	(0.7)	(0.2)	(0.3)	0.3	0.4	0.5	0.4
Interurban Area	(2)	0.6	0.7	0.7	0.7	0.8	0.8	0.8
Philadelphia Area	(3)	0.2	0.4	0.3	0.3	0.4	0.5	0.4
Northeastern Corridor	(4)	0.2	0.2	0.6	0.3	0.4	0.5	0.4
<b>Subtotal</b>		<b>0.0</b>	<b>0.3</b>	<b>0.3</b>	<b>0.4</b>	<b>0.5</b>	<b>0.6</b>	<b>0.5</b>
New Jersey		0.5	0.8	0.6	0.8	0.8	0.9	0.8
New York		0.3	0.5	0.3	0.3	0.4	0.4	0.4
Ohio		0.1	0.5	0.2	0.2	0.3	0.4	0.3
Pennsylvania		0.0	0.3	0.3	0.4	0.5	0.6	0.5
West Virginia		(0.9)	0.1	0.1	0.2	0.2	0.4	0.3
<b>Subtotal</b>		<b>0.2</b>	<b>0.5</b>	<b>0.3</b>	<b>0.4</b>	<b>0.4</b>	<b>0.5</b>	<b>0.5</b>
United States		0.9	1.2	1.0	1.0	1.0	1.0	1.0

(1) Pittsburgh Area Counties: Allegheny, Armstrong, Beaver, Butler, Indiana, Lawrence, Washington, and Westmoreland.

(2) Interurban Counties: Adams, Bedford, Blair, Cambria, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, Somerset, and York.

(3) Philadelphia Area Counties: Berks, Bucks, Chester, Delaware, Montgomery, and Philadelphia.

(4) Northeastern Corridor Counties: Carbon, Lackawanna, Lehigh, Luzerne, Northampton, and Wyoming.

Note: Years 1980 to 2000 represents U.S. Census data. Forecast year growth rates were obtained from Woods & Poole CEDDS, 2007 edition.

These groups of counties were used to describe areas of the Turnpike centered on the Pittsburgh metropolitan area, mid-state Pennsylvania, the Philadelphia metropolitan area, and the Northeastern Extension corridor. The data helped WSA to analyze the longer term growth potential of traffic demand on the Turnpike through 2030.

As can be seen in Table 5, population growth is very moderate in the Turnpike subregion, the states and the United States. Historically, Pennsylvania population has increased by between 0.0 and 0.3 percent per year between 1980 and 2007; this is about the same as population growth in the Turnpike corridor as

well. For comparative purposes, population growth in the United States has averaged about 1.0 percent growth per year over the same period.

It is interesting to note that, as shown in Table 1, traffic growth on the Turnpike grew at 3.3 percent between 1987 and 2007; a much greater level than population growth, even in spite of multiple toll increases over this period. This demonstrates the ability of the Turnpike to attract a greater and greater share of travel in the corridor. It is also indicative of the nature of a facility of this type to both attract and generate its own traffic as motorists and businesses choose to locate along the Turnpike corridor to take advantage of the high level of service it offers.

Future population growth in the Turnpike corridor is forecast to increase slightly compared to historical levels. As shown, estimates average about 0.5 percent per year through 2030. This is more or less comparable to that for the states in the region, but only about half of the longer term population forecasts for the U.S.

#### EMPLOYMENT AND UNEMPLOYMENT TRENDS AND FORECASTS

Rates of growth in employment are shown in Table 6. Historical data are from the U.S. Department of Commerce, and the future growth rates are based on data from Woods & Poole.

**Table 6**  
**Employment Trends and Forecast**

Area	Average Annual Percent Change						
	1980 - 90	1990 - 00	2000 - 07	2007 - 10	2010 - 20	2020 - 30	2007 - 30
Pittsburgh Area (1)	0.4	0.9	0.5	1.4	1.3	1.1	1.2
Interurban Area (2)	1.9	1.2	1.0	1.3	1.2	1.1	1.2
Philadelphia Area (3)	1.3	0.8	0.6	1.1	1.0	0.9	1.0
Northeastern Corridor (4)	1.1	0.9	0.8	1.2	1.1	1.0	1.1
<b>Subtotal</b>	<b>1.2</b>	<b>0.9</b>	<b>0.7</b>	<b>1.2</b>	<b>1.1</b>	<b>1.0</b>	<b>1.1</b>
New Jersey	1.9	0.9	1.1	1.3	1.2	1.0	1.1
New York	1.3	0.6	0.7	0.8	0.8	0.7	0.8
Ohio	1.2	1.5	0.3	1.3	1.2	1.1	1.2
Pennsylvania	1.2	1.0	0.7	1.2	1.1	1.0	1.1
West Virginia	(0.0)	1.3	0.8	1.4	1.3	1.1	1.2
<b>Subtotal</b>	<b>1.3</b>	<b>1.0</b>	<b>0.7</b>	<b>1.1</b>	<b>1.1</b>	<b>1.0</b>	<b>1.0</b>
United States	2.0	1.8	1.1	1.6	1.4	1.3	1.4

(1) Pittsburgh Area Counties: Allegheny, Armstrong, Beaver, Butler, Indiana, Lawrence, Washington, and Westmoreland.

(2) Interurban Counties: Adams, Bedford, Blair, Cambria, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, Somerset, and York.

(3) Philadelphia Area Counties: Berks, Bucks, Chester, Delaware, Montgomery, and Philadelphia.

(4) Northeastern Corridor Counties: Carbon, Lackawana, Lehigh, Luzerne, Northampton, and Wyoming.

Note: Historical data through 2000 are based on the U.S. Department of Commerce. Forecast data are based on growth rates obtained from Woods & Poole CEDDS, 2007 edition.

Historically, employment growth has averaged between 0.7 and 1.2 percent per year in Pennsylvania and the Turnpike corridor from 1980 through 2007. Employment growth in the United States increased at a faster rate, averaging between 1.1 and 2.0 percent per year during this time period. As with historical population growth, the 3.3 percent annual growth in traffic on Turnpike toll facilities is more than triple the average annual rate of growth in employment.

From 2000 through 2030, employment growth is estimated to increase by 1.4 percent per year in the United States, 1.1 percent in Pennsylvania, and 1.1 percent in the Turnpike corridors. Within the Turnpike corridor, employment growth rates are fairly consistent, estimated to average between 1.0 percent and 1.2 percent per year through 2030.

Figure 2 provides a detailed monthly trend in unemployment levels for various segments of the Turnpike, for the state and the U.S. Data are shown from January 1998 through November 2008 for the state and the U.S., and through October 2008 for the state sub-regions. This graph shows both the seasonal variations in unemployment levels during each year as well as the longer, multi-year, cyclical patterns.

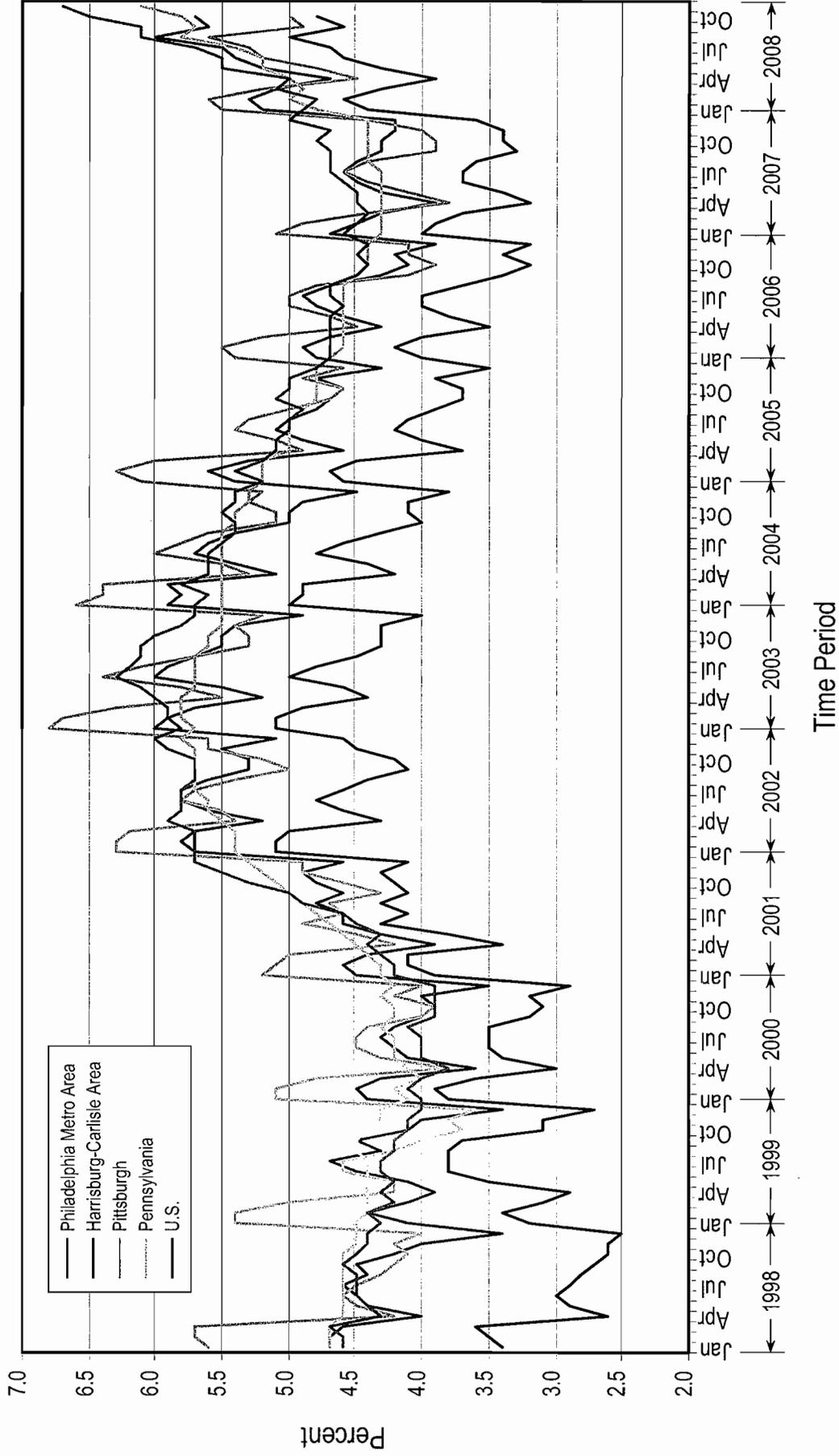
Historically, the Harrisburg-Carlisle area has exhibited the lowest unemployment rates. This is probably a result of state government employment in the state capitol. Unemployment levels for the state, Philadelphia metro area and Pittsburgh have generally tended to vary at, or near, levels for the U.S. Only in the last few months has there been a divergence where unemployment levels for the U.S. have begun to exceed those for the state and corridor areas. Estimated November 2008 unemployment for the US reached 6.7 percent while that for Pennsylvania was 6.1 percent. October 2008 unemployment estimates totaled 5.7 percent for the Philadelphia metro area, 4.8 percent for Harrisburg-Carlisle, and 5.0 percent for Pittsburgh.

Economists are estimating continued short term increases in unemployment levels for the U.S. before a recovery to pre-recession levels. Various estimates for national unemployment levels reach the 9 to 10 percent level. This would put unemployment rates at levels not seen since 1982 when they averaged 9.7 percent. However, based on recent historical trends, it would appear that unemployment levels for Pennsylvania, and particularly for the Turnpike corridor itself, will be lower than those at the national level.

#### **RETAIL SALES TRENDS AND FORECASTS**

Retail sales trend and forecast information is shown in Table 7. Trends for Pennsylvania and the Turnpike corridor are very similar with the surrounding states, though lower than those for the U.S. as a whole.

Growth rates in retail sales are estimated to be slightly lower in the future, averaging 2.0 percent per year in the United States, 1.6 percent in Pennsylvania, and 1.6 percent in the Turnpike corridor between 2007 and 2030. The strongest growth in retail sales within the Turnpike corridor is forecast to occur in the Interurban Area (1.9 percent per year), followed by the Philadelphia Area (1.7 percent per year). The Northeastern Corridor is forecast to experience growth in retail sales averaging 1.4 percent per year from



SUMMARY OF HISTORICAL MONTHLY UNEMPLOYMENT RATES

FIGURE 2

2007 through 2030, and retail sales in the Pittsburgh Area are forecast to average 1.4 percent per year through the same time period.

**Table 7**  
**Retail Sales Trends and Forecast**

Area		Average Annual Percent Change						
		1980 - 90	1990 - 00	2000 - 07	2007 - 10	2010 - 20	2020 - 30	2007 - 30
Pittsburgh Area	(1)	0.3	2.2	0.8	1.3	1.4	1.5	1.4
Interurban Area	(2)	2.1	2.7	1.8	1.8	1.8	1.9	1.9
Philadelphia Area	(3)	2.0	2.5	1.6	1.6	1.6	1.7	1.7
Northeastern Corridor	(4)	1.5	2.3	1.7	1.3	1.4	1.5	1.4
<b>Subtotal</b>		<b>1.5</b>	<b>2.4</b>	<b>1.5</b>	<b>1.5</b>	<b>1.6</b>	<b>1.7</b>	<b>1.6</b>
New Jersey		2.1	2.4	1.8	1.9	2.0	2.0	2.0
New York		1.4	2.0	1.5	1.4	1.5	1.6	1.5
Ohio		1.1	3.1	1.4	1.3	1.4	1.5	1.4
Pennsylvania		1.5	2.4	1.5	1.5	1.6	1.7	1.6
West Virginia		(0.3)	2.7	1.3	1.3	1.4	1.5	1.4
<b>Subtotal</b>		<b>1.4</b>	<b>2.4</b>	<b>1.5</b>	<b>1.5</b>	<b>1.6</b>	<b>1.7</b>	<b>1.6</b>
United States		1.8	3.3	2.0	2.0	2.0	2.0	2.0

(1) Pittsburgh Area Counties: Allegheny, Armstrong, Beaver, Butler, Indiana, Lawrence, Washington, and Westmoreland.

(2) Interurban Counties: Adams, Bedford, Blair, Cambria, Cumberland, Dauphin, Franklin, Fulton, Huntingdon, Juniata, Lancaster, Lebanon, Mifflin, Perry, Somerset, and York.

(3) Philadelphia Area Counties: Berks, Bucks, Chester, Delaware, Montgomery, and Philadelphia.

(4) Northeastern Corridor Counties: Carbon, Lackawana, Lehigh, Luzerne, Northampton, and Wyoming.

Note: Data is based on Woods & Poole, CEDDS, 2007 Edition.

### GROSS STATE PRODUCT TRENDS AND FORECASTS

Another economic indicator that can reflect changing traffic demand is gross state product (GSP) and the gross domestic product (GDP) of the United States. The historic and forecast rates of growth for these variables are shown in Table 8. U.S. GDP increased by an average of about 3.0 percent per year between 1980 through 2007. Pennsylvania's GSP increased by an average 2.4 percent during the same time period. The growth rate of the combined five states averaged 2.6 percent per year, though much of this average growth was fueled by the high 4.5 percent growth exhibited by New Jersey between 1980 and 1990.

Future growth rates are estimated to decrease somewhat, averaging 2.3 percent for the US GDP from 2007 through 2030. Pennsylvania is estimated to experience an average increase in GSP of about 2.0 percent per year, while the combined five states are forecast to average an increase in GSP of 1.9 percent during that time period. Increasing GSP and GDP are positive indicators reflecting the potential for increasing traffic demand on the Turnpike.

**Table 8**  
**Gross State Product Trends and Forecast**

State	Average Annual Percent Change						
	1980 - 90	1990 - 00	2000 - 07	2007 - 10	2010 - 20	2020 - 30	2007 - 30
New Jersey	4.5	2.4	2.5	2.0	2.1	2.2	2.2
New York	3.3	2.4	2.0	1.5	1.6	1.8	1.7
Ohio	1.9	2.5	2.2	1.9	2.0	2.1	2.0
Pennsylvania	2.2	2.3	2.6	1.9	2.0	2.1	2.0
West Virginia	(0.4)	1.6	3.1	2.1	2.1	2.2	2.1
<b>Subtotal</b>	<b>2.9</b>	<b>2.4</b>	<b>2.3</b>	<b>1.8</b>	<b>1.9</b>	<b>2.0</b>	<b>1.9</b>
United States	3.1	3.2	2.5	2.3	2.3	2.4	2.3

Note: Data was obtained from Woods & Poole, CEDDS, 2007 Edition.

It should be pointed out that these longer term forecasts are about one year old at this time. Current short term GDP forecasts are much more pessimistic than those shown in Table 8 for the 2007 to 2010 period. In their December 10, 2008 report, the Wachovia Economic Group is estimating negative US GDP growth of 2.0 percent in 2009 and positive 1.4 percent growth in 2010.

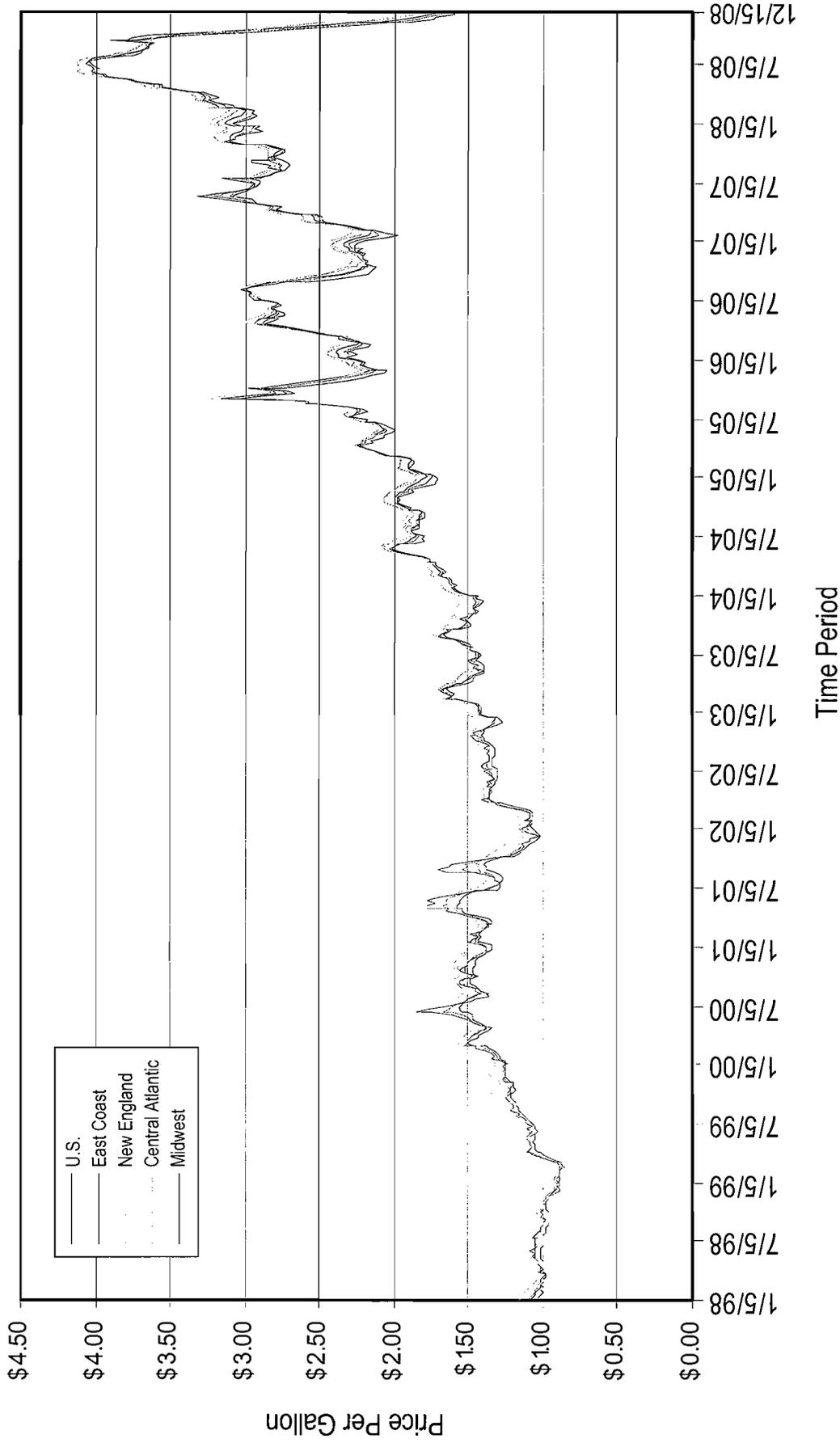
As discussed at the beginning of this section (Socioeconomic Trends and Forecasts), WSA has assumed continued short term negative growth for purposes of developing traffic and revenue forecasts for the Pennsylvania Turnpike. As discussed above, we assume continued negative growth through the middle of FY 2009-10 and then flat to no growth through the middle of FY 2010-11. Thereafter, we expect some recovery and then a continuation of more “normal” growth patterns as would be expected by the longer term economic growth forecasts shown for the economic indicators in Tables 5 through 8.

#### **HISTORICAL GASOLINE PRICES**

Another variable that can influence driver behavior is the price of gasoline. Figure 3 shows the weekly price per gallon of regular unleaded gasoline from January 5, 1998 through December 15, 2008. Data are shown for the U.S., the East Coast, New England, Central Atlantic (including Pennsylvania) and Midwest states. The most obvious characteristic is how consistent prices are for all of these regions. Prices tend not to vary more than about \$0.10 to \$0.20 between the five regions shown.

Prices peaked in June and July 2008 at just over \$4.00 per gallon. This price increase was accompanied by decreasing traffic volumes on the Pennsylvania Turnpike and other toll and non-toll roads around the country. Many attributed this decline in trip making to high gas prices. Since July 2008, gas prices have dropped dramatically to a U.S. average of \$1.65 per gallon by December 15, 2008. Averages for the Central Atlantic region are slightly higher at about \$1.80 per gallon.

Trip making has continued to decline, however, even as gasoline prices have declined to levels not seen in the last five years. Thus, it is clear that the primary cause of declining traffic volumes was, and is, the underlying economic conditions of the region (and the US as a whole) and not simply gasoline prices. That said, however, low fuel costs do result in real savings to the consumer, and longer term that can only be positive in terms of future trip making.



WEEKLY REGULAR UNLEADED GASOLINE PRICES

FIGURE 3

### **DEVELOPMENT OF NORMAL GROWTH ASSUMPTIONS**

All of the socioeconomic data described above was used in the development of estimated growth rates on the Turnpike. Regression analyses were used to develop a relationship between these various measures and historical Turnpike traffic growth. While the data shown in Tables 5-8 are summarized into the four county groupings, WSA actually analyzed each interchange and barrier location based on the market area it serves. Using data collected as part of the 1999 origin and destination survey, WSA developed an interchange level profile (for both cars and commercial vehicles) identifying the Pennsylvania counties and states that contribute traffic to each Turnpike interchange.

As these types of data were not available for the barrier locations, county data were used based on the surrounding counties at each barrier location. Based on the analysis of the ticket system market share, this probably reflects an accurate reflection of actual barrier usage.

It should be emphasized again, however, that the regression analysis was used to develop longer term normal growth estimates beyond FY 2011-12. Shorter term estimates were developed recognizing the current economic recession and assumed continued negative growth through the middle of FY 2009-10 and zero to very low growth through the end of FY 2010-11.

### **ESTIMATED TRAFFIC AND TOLL REVENUE**

This section of the report summarizes the study findings. Estimates of toll transaction and gross and net toll revenue are presented through FY 2030-31. These forecasts take into account the recent 25 percent toll rate increase on January 4, 2009 as well as the 3.0 percent annual toll rate adjustments on or about each subsequent January 1. A brief discussion is also provided of historical toll rate increases on the Pennsylvania Turnpike and the estimated effect they have had on traffic. Lastly, the currently proposed future rate structure will be discussed.

#### **HISTORICAL AND PROPOSED PENNSYLVANIA TURNPIKE TOLL RATES**

Table 9 provides a historical summary of all past rate increases on the Turnpike, up to and including the one implemented on January 4, 2009. Since 1940, when the Turnpike's first section opened to traffic, there have only been five rate increases. The one on January 4, 2009 was the sixth. Table 9 also shows the average annual percent rate of growth in the per mile rate charged to use the Turnpike. Since 1940 the rate of growth has averaged 2.9 percent per year.

To keep up with inflation and to improve funding capability for proposed capital projects, the Turnpike will now implement a 3.0 percent toll adjustment that occurs each year (beginning on or about January 1, 2010) instead of a toll increase once every 10 years, at a compounded rate of 3.0 percent per year. Table 10 shows an example of how rates will increase through 2030 for various rates, including a current \$1.00, \$2.50 and \$10.00 toll. This table begins with hypothetical rates just prior to the January 4, 2009 rate increase. As shown, the rounding convention will be different for cash and E-ZPass transactions. Today, there is no difference between these two payment types. E-ZPass tolls will be rounded to the nearest \$0.01 while cash rates will be rounded up to the nearest \$0.05.

**Table 9**  
**Historical and Future Per Mile Toll Rates**  
Pennsylvania Turnpike System

Year	Car Per Mile Toll	Total Percent Increase	Average Annual Increase
1940 (1)	\$0.010	---	---
1969	0.020	100.0%	2.4%
1978	0.022	10.0	1.1
1987	0.031	40.9	3.9
1991	0.041	32.3	7.2
2004	0.059	43.9	2.8
2009 (2)	0.074	25.4	4.6
1940 - 2009			2.9

(1) The first section of the Turnpike opened in October 1940.

(2) This is the most recent rate increase which took place on January 4, 2009. Annual 3.0 percent rate increases will occur on or about January 1 of each succeeding year.

**Table 10**  
**Sample of Future Cash and E-ZPass Toll Rates**  
Pennsylvania Turnpike System

Calendar Year (1)	Percent Toll Rate Increase (2)	Growth in Rates from Levels Prior to January 4, 2009 Rate Increase					
		\$1.00 Toll		\$2.50 Toll		\$10.00 Toll	
		Cash (3)	E-ZPass (3)	Cash (3)	E-ZPass (3)	Cash (3)	E-ZPass (3)
2008 (4)	—	\$1.00	\$1.00	\$2.50	\$2.50	\$10.00	\$10.00
2009 (5)	25.0%	1.25	1.25	3.15	3.13	12.50	12.50
2010	3.0	1.30	1.29	3.25	3.22	12.90	12.88
2011	3.0	1.35	1.33	3.35	3.32	13.30	13.27
2012	3.0	1.40	1.37	3.45	3.42	13.70	13.67
2013	3.0	1.45	1.41	3.55	3.52	14.10	14.08
2014	3.0	1.45	1.45	3.65	3.63	14.50	14.50
2015	3.0	1.50	1.49	3.75	3.74	14.95	14.94
2016	3.0	1.55	1.53	3.85	3.85	15.40	15.39
2017	3.0	1.60	1.58	4.00	3.97	15.85	15.85
2018	3.0	1.65	1.63	4.10	4.09	16.35	16.33
2019	3.0	1.70	1.68	4.25	4.21	16.85	16.82
2020	3.0	1.75	1.73	4.35	4.34	17.35	17.32
2021	3.0	1.80	1.78	4.50	4.47	17.85	17.84
2022	3.0	1.85	1.83	4.60	4.60	18.40	18.38
2023	3.0	1.90	1.88	4.75	4.74	18.95	18.93
2024	3.0	1.95	1.94	4.90	4.88	19.50	19.50
2025	3.0	2.00	2.00	5.05	5.03	20.10	20.09
2026	3.0	2.10	2.06	5.20	5.18	20.70	20.69
2027	3.0	2.15	2.12	5.35	5.34	21.35	21.31
2028	3.0	2.20	2.18	5.50	5.50	21.95	21.95
2029	3.0	2.25	2.25	5.70	5.67	22.65	22.61
2030	3.0	2.35	2.32	5.85	5.84	23.30	23.29

(1) The 25 percent rate increase occurred on January 4, 2009; all other rate increases are assumed to occur on or about January 1 of the indicated year.

(2) These rate increases apply to all Turnpike toll facilities except for tolls on the Findlay Connector. Passenger Car toll rates on the Findlay Connector are currently \$0.50 (with higher rates for commercial vehicles) and are assumed to remain unchanged over the forecast period.

(3) Cash rates are rounded up to the nearest \$0.05 and E-ZPass rates are rounded to the nearest \$0.01.

(4) These rates reflect those that would have been in effect prior to January 4, 2009.

(5) These are the rates that would currently be in effect subsequent to the January 4, 2009 rate increase.

Table 11 shows the historical growth in E-ZPass transactions. Over the last five years, passenger car E-ZPass market share has increased from almost 32 percent to nearly 47 percent of toll transactions. Commercial vehicle market share growth has been even greater, growing from about 40 percent in FY 2003-04 to over 70 percent by FY 2007-08. The actual rate of growth has been declining each year and we would expect that trend to continue. Some toll facilities offer toll discounts to those who pay electronically, that is not the case on the Pennsylvania Turnpike. Though the new rate schedules will introduce a very small toll savings for some E-ZPass users, that difference will never be greater than \$0.04 and is not, therefore, expected to create an inducement to join the E-ZPass program. All of the other benefits of E-ZPass (no need for cash, faster toll transactions, payment accountability, etc.) will be the driving factors behind continued growth in the E-ZPass program.

**Table 11**  
**E-ZPass Transaction**  
**Market Share Trends**  
**Pennsylvania Turnpike System**

<b>Fiscal Year</b>	<b>Passenger Car</b>	<b>Commercial Vehicle</b>	<b>Total</b>
2003-04	31.9%	40.1%	33.0%
2004-05	36.4	49.1	38.1
2005-06	40.4	60.2	43.2
2006-07	44.3	67.9	47.6
2007-08	46.8	71.1	50.1

As shown in Table 9, the most recent toll increase for which data are available on the Pennsylvania Turnpike occurred in 2004 (August 1<sup>st</sup>). Impact information is not yet available for the January 4, 2009 increase. Table 12 provides a summary of the estimated impact the 42.5 percent rate increase had on toll transactions. Traffic volumes for the June and July period just before the toll increase (2004) were compared to the June and July period following the toll increase (2005). The impact between these two periods would include both normal growth between 2004 and 2005 and the impact of the toll increase.

As shown in Table 12, passenger car traffic decreased by 1.2 percent and commercial vehicle transactions dropped by 0.6 percent. Based on general growth trends after the toll increase, we estimate normal growth between 2004 and 2005 to have been 0.5 percent for passenger cars and about 3.0 percent for commercial vehicles. The difference between observed growth and estimated normal growth reflects the impact of the toll rate increase. In this case, the passenger car toll rate increase impact is estimated at negative 1.7 percent and a loss of about 3.6 percent for commercial vehicles. The elasticity measure is a way to benchmark these impacts. Thus, for each 100 percent increase in rates, passenger car traffic would be expected to decrease by about 4.0 percent and commercial vehicle trips by about 8.5 percent.

**Table 12**  
**Estimated Impact of 2004 Toll Rate Increase (1)**  
**Pennsylvania Turnpike System**

<u>Time Period/Impact Estimates</u>	<u>Passenger Car</u>	<u>Commercial Vehicle</u>	<u>Total</u>
Toll Increase plus Normal Growth Impact (2)	-1.2%	-0.6%	-1.1%
Estimated Normal Growth Only	0.5%	3.0%	0.8%
Estimated Toll Increase Impact (3)	-1.7%	-3.6%	-1.9%
Percent Toll Increase	42.5%	42.5%	42.5%
Elasticity of Demand (4)	-4.0%	-8.5%	-4.5%

- (1) A rate increase of 42.5 percent was implemented for all vehicle classes on August 1, 2004.
- (2) This reflects growth between June/July 2005 compared to June/July 2004. The June/July 2004 period excludes the toll increase impact while the June/July 2005 period does include the toll increase impact. Thus, the percent impacts shown in this row reflect the impact of the toll increase plus normal growth between 2004 and 2005
- (3) The estimated toll impact is calculated by subtracting normal growth (row two) from the toll increase plus normal growth estimates in row one.
- (4) Elasticity of demand is calculated by dividing the estimated toll increase impact by the percent toll rate increase.

### ESTIMATED TRAFFIC AND TOLL REVENUE

Tables 13 through 15 show the resulting estimates of annual traffic and gross toll revenue. Table 13 provides information for the ticket system only (including Gateway barrier plaza information as well) while Table 14 shows estimated traffic and gross toll revenue for the barrier systems (excluding Gateway). Table 15 provides a summary of total Turnpike traffic and toll revenue. All data for FY 2007-08 are actual and FY 2008-09 includes actual data for the first six months of the year (June through November 2008).

As shown in Table 13, total ticket transactions are expected to increase from about 158 million in FY 2007-08 to 233.1 million by FY 2030-31, an average annual growth rate of 1.7 percent. Estimated annual toll revenue increases from \$571.5 million (after accounting for discounts and adjustments) to approximately \$2,004.3 million over the same period. This represents an average annual growth rate of 5.6 percent and reflects the impact of both normal growth and the effects of annual toll rate increases.

Barrier system toll traffic (Table 14) is expected to increase from almost 31.3 million in FY 2007-08 to 61.4 million by the last forecast year, reflecting an average growth rate of about 3.0 percent per year. Growth rates on these facilities are higher than those on the ticket system due to the new market areas these facilities tend to serve. They are located on the fringes of urban areas where new suburban growth rates exceed those of the more developed areas served by the ticket system. Annual barrier toll revenue

is shown to grow from about \$27.4 million to \$125.1 million over the forecast period; this represents an annualized growth of 6.8 percent.

Table 15 shows total Turnpike traffic and toll revenue. Total toll transactions are estimated to increase from 189.6 million in FY 2007-08 to almost 294.5 million by FY 2030-31. This represents annual growth of 1.9 percent. Total adjusted gross toll revenue is estimated to increase from \$598.9 million to \$2,129.5 million over the same period, representing 5.7 percent annualized growth.

**Table 13**  
**Estimated Annual Traffic and Gross Toll Revenue**  
**Ticket System Only**

Fiscal Year	Annual Traffic (1,000s)			Annual Gross Revenue (1,000s)			Revenue Discounts and Adjustments (1,000s) (4)	Adjusted Annual Gross Revenue (1,000s)
	Passenger Cars	Commercial Vehicles	Total Vehicles	Passenger Cars	Commercial Vehicles	Total Vehicles		
	2007-08 (1)	136,018	22,253	158,272	\$307,299	\$283,511		
2008-09 (2)	132,241	20,788	153,029	323,715	285,714	609,430	(19,904)	589,526
2009-10 (3)	129,996	19,887	149,883	366,066	314,577	680,643	(22,230)	658,413
2010-11 (3)	130,618	19,984	150,601	378,797	325,641	704,438	(23,007)	681,431
2011-12 (3)	135,189	20,883	156,072	403,817	350,503	754,320	(24,636)	729,684
2012-13 (3)	139,245	21,718	160,963	428,409	375,459	803,869	(26,254)	777,614
2013-14 (3)	142,726	22,479	165,205	452,293	400,258	852,551	(27,844)	824,707
2014-15 (3)	146,009	23,153	169,162	476,577	424,634	901,211	(29,434)	871,777
2015-16 (3)	149,075	23,824	172,899	501,183	450,057	951,239	(31,067)	920,172
2016-17 (3)	152,205	24,515	176,721	527,059	477,002	1,004,060	(32,793)	971,268
2017-18 (3)	155,402	25,202	180,604	554,271	505,068	1,059,339	(34,598)	1,024,741
2018-19 (3)	158,510	25,907	184,417	582,317	534,787	1,117,103	(36,485)	1,080,619
2019-20 (3)	161,680	26,607	188,287	611,782	565,703	1,177,485	(38,457)	1,139,028
2020-21 (3)	164,914	27,325	192,239	642,738	598,406	1,241,144	(40,536)	1,200,608
2021-22 (3)	168,047	28,063	196,110	674,599	633,000	1,307,598	(42,706)	1,264,892
2022-23 (3)	171,240	28,793	200,033	708,039	668,941	1,376,980	(44,972)	1,332,008
2023-24 (3)	174,493	29,541	204,035	743,136	706,924	1,450,060	(47,359)	1,402,701
2024-25 (3)	177,809	30,309	208,118	779,973	747,063	1,527,036	(49,873)	1,477,163
2025-26 (3)	181,009	31,097	212,107	817,833	789,481	1,607,315	(52,495)	1,554,820
2026-27 (3)	184,268	31,875	216,142	857,531	833,495	1,691,026	(55,229)	1,635,797
2027-28 (3)	187,584	32,672	220,256	899,155	879,962	1,779,118	(58,106)	1,721,012
2028-29 (3)	190,961	33,488	224,449	942,800	929,020	1,871,821	(61,134)	1,810,687
2029-30 (3)	194,398	34,326	228,724	988,564	980,813	1,969,377	(64,320)	1,905,057
2030-31 (3)	197,897	35,184	233,081	1,036,549	1,035,493	2,072,042	(67,673)	2,004,369

(1) Reflects actual traffic and revenue experience.

(2) Assumes implementation of the 25 percent rate increase on January 4, 2009. FY 2008-09 contains six months of actual experience.

(3) Assumes implementation of a 3 percent rate increase on or about January 1 of the indicated year.

(4) Discounts and adjustments are based on actual experience in FY 2007-08 and reflect approximately 3.3 percent of gross toll revenue.

**Table 14**  
**Estimated Annual Traffic and Gross Toll Revenue**  
**Barrier System Only**

Fiscal Year	Annual Traffic (1,000s)			Annual Revenue (1,000s)			Discounts and Adjustments (1,000s) (4)	Adjusted Annual Gross Revenue (1,000s)
	Passenger Cars	Commercial Vehicles	Total Vehicles	Passenger Cars	Commercial Vehicles	Total Vehicles		
2007-08 (1)	28,078	3,201	31,280	\$20,462	\$7,878	\$28,340	(\$926)	\$27,415
2008-09 (2)	28,438	3,200	31,639	22,811	8,590	31,402	(1,026)	30,376
2009-10 (3)	28,316	3,135	31,451	26,157	9,690	35,847	(1,171)	34,676
2010-11 (3)	28,557	3,159	31,717	27,175	10,057	37,232	(1,216)	36,016
2011-12 (3)	29,912	3,297	33,210	29,340	10,809	40,149	(1,311)	38,838
2012-13 (3)	31,182	3,425	34,607	31,528	11,561	43,089	(1,407)	41,682
2013-14 (3)	32,352	3,550	35,901	33,717	12,338	46,055	(1,504)	44,551
2014-15 (3)	33,539	3,669	37,209	36,040	13,133	49,173	(1,606)	47,567
2015-16 (3)	34,733	3,783	38,516	38,483	13,943	52,426	(1,712)	50,714
2016-17 (3)	35,971	3,891	39,863	41,093	14,770	55,863	(1,824)	54,038
2017-18 (3)	37,220	3,997	41,217	43,839	15,622	59,460	(1,942)	57,519
2018-19 (3)	38,514	4,105	42,619	46,771	16,517	63,288	(2,067)	61,221
2019-20 (3)	39,855	4,212	44,068	49,900	17,453	67,353	(2,200)	65,153
2020-21 (3)	41,205	4,322	45,527	53,190	18,436	71,626	(2,339)	69,287
2021-22 (3)	42,604	4,434	47,038	56,699	19,475	76,174	(2,488)	73,686
2022-23 (3)	44,009	4,546	48,555	60,383	20,559	80,942	(2,644)	78,298
2023-24 (3)	45,425	4,661	50,086	64,253	21,703	85,955	(2,807)	83,148
2024-25 (3)	46,889	4,778	51,667	68,372	22,911	91,283	(2,981)	88,302
2025-26 (3)	48,362	4,899	53,261	72,694	24,186	96,881	(3,164)	93,717
2026-27 (3)	49,841	5,019	54,860	77,224	25,516	102,740	(3,355)	99,384
2027-28 (3)	51,317	5,142	56,459	81,958	26,918	108,876	(3,556)	105,321
2028-29 (3)	52,839	5,268	58,107	86,985	28,398	115,383	(3,768)	111,615
2029-30 (3)	54,362	5,398	59,759	92,241	29,959	122,200	(3,991)	118,209
2030-31 (3)	55,882	5,530	61,413	97,729	31,607	129,335	(4,224)	125,111

(1) Reflects actual traffic and revenue experience.

(2) Assumes implementation of the 25 percent rate increase on January 4, 2009. FY 2008-09 contains six months of actual experience.

(3) Assumes implementation of a 3 percent rate increase on or about January 1 of the indicated year.

(4) Discounts and adjustments are based on actual experience in FY 2007-08 and reflect approximately 3.3 percent of gross toll revenue.

**Table 15**  
**Estimated Annual Traffic and Gross Toll Revenue**  
**Total Turnpike System**

Fiscal Year	Annual Traffic (1,000s)			Annual Revenue (1,000s)			Discounts and Adjustments (1,000s) (4)	Adjusted Annual Gross Revenue (1,000s)
	Passenger Cars	Commercial Vehicles	Total Vehicles	Passenger Cars	Commercial Vehicles	Total Vehicles		
2007-08 (1)	164,097	25,455	189,552	\$327,761	\$291,389	\$619,150	(\$20,221)	\$598,929
2008-09 (2)	160,679	23,988	184,667	346,527	294,305	640,831	(20,930)	619,902
2009-10 (3)	158,312	23,022	181,334	392,223	324,266	716,489	(23,401)	693,089
2010-11 (3)	159,175	23,143	182,318	405,972	335,698	741,670	(24,223)	717,447
2011-12 (3)	165,101	24,181	189,282	433,157	361,312	794,469	(25,947)	768,522
2012-13 (3)	170,427	25,143	195,571	459,938	387,020	846,958	(27,662)	819,296
2013-14 (3)	175,078	26,028	201,106	486,011	412,596	898,607	(29,348)	869,258
2014-15 (3)	179,548	26,822	206,370	512,617	437,767	950,384	(31,040)	919,344
2015-16 (3)	183,808	27,607	211,415	539,665	464,000	1,003,665	(32,780)	970,885
2016-17 (3)	188,177	28,407	216,584	568,151	491,772	1,059,923	(34,617)	1,025,306
2017-18 (3)	192,622	29,199	221,821	598,110	520,690	1,118,800	(36,540)	1,082,260
2018-19 (3)	197,024	30,012	227,036	629,087	551,304	1,180,391	(38,552)	1,141,840
2019-20 (3)	201,535	30,819	232,355	661,682	583,156	1,244,838	(40,656)	1,204,181
2020-21 (3)	206,119	31,647	237,766	695,928	616,842	1,312,770	(42,875)	1,269,895
2021-22 (3)	210,651	32,497	243,148	731,298	652,475	1,383,772	(45,194)	1,338,578
2022-23 (3)	215,249	33,339	248,587	768,422	689,500	1,457,922	(47,616)	1,410,306
2023-24 (3)	219,918	34,202	254,120	807,389	728,627	1,536,015	(50,166)	1,485,849
2024-25 (3)	224,698	35,088	259,785	848,346	769,974	1,618,319	(52,854)	1,565,465
2025-26 (3)	229,371	35,996	265,367	890,528	813,668	1,704,195	(55,659)	1,648,536
2026-27 (3)	234,108	36,894	271,002	934,755	859,011	1,793,765	(58,584)	1,735,181
2027-28 (3)	238,901	37,814	276,715	981,114	906,880	1,887,994	(61,662)	1,826,332
2028-29 (3)	243,800	38,757	282,556	1,029,785	957,418	1,987,203	(64,902)	1,922,301
2029-30 (3)	248,760	39,723	288,483	1,080,804	1,010,772	2,091,577	(68,311)	2,023,266
2030-31 (3)	253,780	40,714	294,494	1,134,277	1,067,100	2,201,377	(71,897)	2,129,480

(1) Reflects actual traffic and revenue experience.

(2) Assumes implementation of the 25 percent rate increase on January 4, 2009. FY 2008-09 contains six months of actual experience.

(3) Assumes implementation of a 3 percent rate increase on or about January 1 of the indicated year.

(4) Discounts and adjustments are based on actual experience in FY 2007-08 and reflect approximately 3.3 percent of gross toll revenue.

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## DISCLAIMER

Current professional practices and procedures were used in the development of these findings. However, there is considerable uncertainty inherent in future traffic and revenue forecasts for any toll facility. There may sometimes be differences between forecasted and actual results caused by events and circumstances beyond the control of the forecasters. These differences could be material. Also, it should be recognized that traffic and revenue forecasts in this document are intended to reflect the overall estimated long-term trend. Actual experience in any given year may vary due to economic conditions and other factors.

Respectfully submitted,

WILBUR SMITH ASSOCIATES



Edward J. Regan, III  
Executive Vice President

**APPENDIX I**

**SPECIMEN FINANCIAL GUARANTY INSURANCE POLICY**

[See Attached]

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## Financial Guaranty Insurance Policy

Issuer:

Policy No.:

Obligations:

Premium:

Effective Date:

Assured Guaranty Corp., a Maryland corporation ("**Assured Guaranty**"), in consideration of the payment of the Premium and on the terms and subject to the conditions of this Policy (which includes each endorsement hereto), hereby unconditionally and irrevocably agrees to pay to the trustee (the "**Trustee**") or the paying agent (the "**Paying Agent**") for the Obligations (as set forth in the documentation providing for the issuance of and securing the Obligations) for the benefit of the Holders that portion of the Insured Payments which shall become Due for Payment but shall be unpaid by reason of Nonpayment.

Assured Guaranty will make such Insured Payments to the Trustee or the Paying Agent on the later to occur of (i) the date applicable principal or interest becomes Due for Payment, or (ii) the Business Day next following the day on which Assured Guaranty shall have Received a completed Notice of Nonpayment. If a Notice of Nonpayment by Assured Guaranty is incomplete or does not in any instance conform to the terms and conditions of this Policy, it shall be deemed not Received, and Assured Guaranty shall promptly give notice to the Trustee or the Paying Agent. Upon receipt of such notice, the Trustee or the Paying Agent may submit an amended Notice of Nonpayment. The Trustee or the Paying Agent will disburse the Insured Payments to the Holders only upon receipt by the Trustee or the Paying Agent, in form reasonably satisfactory to it of (i) evidence of the Holder's right to receive such payments, and (ii) evidence, including without limitation any appropriate instruments of assignment, that all of the Holder's rights to payment of such principal or interest Due for Payment shall thereupon vest in Assured Guaranty. Upon and to the extent of such disbursement, Assured Guaranty shall become the Holder of the Obligations, any appurtenant coupon thereto and right to receipt of payment of principal thereof or interest thereon, and shall be fully subrogated to all of the Holder's right, title and interest thereunder, including without limitation the right to receive payments in respect of the Obligations. Payment by Assured Guaranty to the Trustee or the Paying Agent for the benefit of the Holders shall discharge the obligation of Assured Guaranty under this Policy to the extent of such payment.

This Policy is non-cancelable by Assured Guaranty for any reason. The Premium on this Policy is not refundable for any reason. This Policy does not insure against loss of any prepayment premium or other acceleration payment which at any time may become due in respect of any Obligation, other than at the sole option of Assured Guaranty, nor against any risk other than Nonpayment.

Except to the extent expressly modified by any endorsement hereto, the following terms shall have the meanings specified for all purposes of this Policy. "**Avoided Payment**" means any amount previously distributed to a Holder in respect of any Insured Payment by or on behalf of the Issuer, which amount has been recovered from such Holder pursuant to the United States Bankruptcy Code in accordance with a final, nonappealable order of a court having competent jurisdiction that such payment constitutes an avoidable preference with respect to such Holder. "**Business Day**" means any day other than (i) a Saturday or Sunday, (ii) any day on which the offices of the Trustee, the Paying Agent or Assured Guaranty are closed, or (iii) any day on which banking institutions are authorized or required by law, executive order or governmental decree to be closed in the City of New York or in the State of Maryland. "**Due for Payment**" means (i) when referring to the principal of an Obligation, the stated maturity date thereof, or the date on which such Obligation shall have been duly called for mandatory sinking fund redemption, and does not refer to any earlier date on which payment is due by reason of a call for redemption (other than by mandatory sinking fund redemption), acceleration or other advancement of maturity (unless Assured Guaranty in its sole discretion elects to make any principal payment, in whole or in part, on such earlier date) and (ii) when referring to interest on an Obligation, the stated date for payment of such interest. "**Holder**" means, in respect of any Obligation, the person or entity who, at the time of Nonpayment, is entitled under the terms of such Obligation to payment of principal or interest thereunder, except that Holder shall not include the Issuer or any person or entity whose direct or indirect obligation constitutes the underlying security for the Obligations. "**Insured Payments**" means that portion of the principal of and interest on the Obligations that shall become Due for Payment but shall be unpaid by reason of Nonpayment. Insured Payments shall not include any additional amounts owing by the Issuer solely as a result of the failure by the Trustee or the Paying Agent to pay such amount when due and payable, including without limitation any such additional amounts as may be attributable to penalties or to interest accruing at a default rate, to amounts payable in respect of indemnification, or to any other additional amounts payable by the Trustee or the Paying Agent by reason of such failure. "**Nonpayment**" means, in respect of an Obligation, the failure of the Issuer to have provided sufficient funds to the Trustee or the Paying Agent for payment in full of all principal and interest Due for Payment on such Obligation. It is further understood that the term "Nonpayment" in respect of an Obligation includes any Avoided Payment. "**Receipt**" or "**Received**" means actual receipt or notice of or, if notice is given by overnight or other delivery service, or by certified or registered United States mail, by a delivery receipt signed by a person authorized to accept delivery on behalf of the person to whom the notice was given. Notices to Assured Guaranty may be mailed by registered mail or personally delivered or telecopied to it at 1325 Avenue of the Americas, New York, New York 10019, Telephone Number: (212) 974-0100, Facsimile Number: (212) 581-3268, Attention: Risk Management Department - Public Finance Surveillance, with a copy to the General Counsel, or to such other address as shall be specified by Assured Guaranty to the Trustee

or the Paying Agent in writing. A Notice of Nonpayment will be deemed to be Received by Assured Guaranty on a given Business Day if it is Received prior to 12:00 noon (New York City time) on such Business Day; otherwise it will be deemed Received on the next Business Day. "Term" means the period from and including the Effective Date until the earlier of (i) the maturity date for the Obligations, or (ii) the date on which the Issuer has made all payments required to be made on the Obligations.

At any time during the Term of this Policy, Assured Guaranty may appoint a fiscal agent (the "Fiscal Agent") for purposes of this Policy by written notice to the Trustee or the Paying Agent, specifying the name and notice address of such Fiscal Agent. From and after the date of Receipt of such notice by the Trustee or the Paying Agent, copies of all notices and documents required to be delivered to Assured Guaranty pursuant to this Policy shall be delivered simultaneously to the Fiscal Agent and to Assured Guaranty. All payments required to be made by Assured Guaranty under this Policy may be made directly by Assured Guaranty or by the Fiscal Agent on behalf of Assured Guaranty. The Fiscal Agent is the agent of Assured Guaranty only, and the Fiscal Agent shall in no event be liable to the Trustee or the Paying Agent for any acts of the Fiscal Agent or any failure of Assured Guaranty to deposit, or cause to be deposited, sufficient funds to make payments due under this Policy.

To the fullest extent permitted by applicable law, Assured Guaranty hereby waives, in each case for the benefit of the Holders only, all rights and defenses of any kind (including, without limitation, the defense of fraud in the inducement or in fact or any other circumstance that would have the effect of discharging a surety, guarantor or any other person in law or in equity) that may be available to Assured Guaranty to deny or avoid payment of its obligations under this Policy in accordance with the express provisions hereof. Nothing in this paragraph will be construed (i) to waive, limit or otherwise impair, and Assured Guaranty expressly reserves, Assured Guaranty's rights and remedies, including, without limitation, its right to assert any claim or to pursue recoveries (based on contractual rights, securities law violations, fraud or other causes of action) against any person or entity, in each case, whether directly or acquired as a subrogee, assignee or otherwise, subsequent to making any payment to the Trustee or the Paying Agent, in accordance with the express provisions hereof, and/or (ii) to require payment by Assured Guaranty of any amounts that have been previously paid or that are not otherwise due in accordance with the express provisions of this Policy.

This Policy (which includes each endorsement hereto) sets forth in full the undertaking of Assured Guaranty with respect to the subject matter hereof, and may not be modified, altered or affected by any other agreement or instrument, including, without limitation, any modification thereto or amendment thereof. THIS POLICY IS NOT COVERED BY THE PROPERTY/CASUALTY INSURANCE SECURITY FUND SPECIFIED IN ARTICLE 76 OF THE NEW YORK INSURANCE LAW. This Policy will be governed by, and shall be construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, Assured Guaranty has caused this Policy to be affixed with its corporate seal, to be signed by its duly authorized officer, and to become effective and binding upon Assured Guaranty by virtue of such signature.

**ASSURED GUARANTY CORP.**

(SEAL)

By: \_\_\_\_\_  
[Insert Authorized Signatory Name]  
[Insert Authorized Signatory Title]

Signature attested to by:

\_\_\_\_\_  
Counsel