

TEXAS TRANSPORTATION COMMISSION

QUARTERLY INVESTMENT REPORT

**AS OF
November 30, 2011**

Table of Contents

MANAGEMENT’S CERTIFICATION OF THE QUARTERLY INVESTMENT REPORT3

2002 PROJECT OF THE CENTRAL TEXAS TURNPIKE SYSTEM

MANAGEMENT DISCUSSION4

INVESTMENT ACTIVITY5

SCHEDULE 1 – INVESTMENTS OUTSTANDING6

SCHEDULE 2 – GRAPH – U.S. TREASURY HISTORICAL YIELDS7

SCHEDULE 3 – ALLOCATION BY ACCOUNT8

SCHEDULE 4 – BAR CHART – MATURITY DISTRIBUTION9

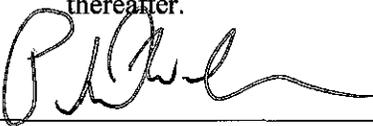
SCHEDULE 5 – BAR CHART – INVESTMENT PORTFOLIO QUARTER END VALUES10

SCHEDULE 6 – PIE CHART – INVESTMENTS BY SECURITY TYPE.....11

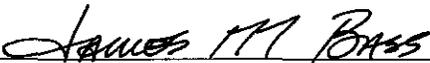
MANAGEMENT'S CERTIFICATION OF THE QUARTERLY INVESTMENT REPORT

I certify that I have reviewed the Quarterly Investment Report as of and for the period ended Nov. 30, 2011 that is being submitted for acceptance by the Texas Transportation Commission. To the best of my knowledge and belief:

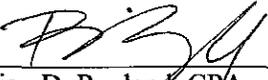
1. In all material respects the Investment Report was prepared in accordance with the guidelines presented in Government Code, Chapter 2256 (Public Funds Investment Act) and Section 9.0 of the investment policy. The investments have been accorded consistent treatment in accordance with generally accepted accounting principles.
2. There have been no material misrepresentations in the report by the inclusion or exclusion of information.
3. An effective system of internal controls has been established to ensure that material financial information is recorded in the accounting system and properly reported in the report and there were no material weaknesses in internal control during the period covered by the report or thereafter.


 Phil Wilson
 Executive Director

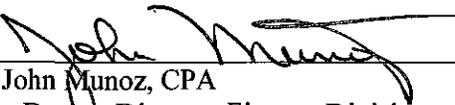
11/25/12
 Date


 James M. Bass
 Chief Financial Officer
 Investment Officer

1/25/2012
 Date


 Brian D. Ragland, CPA
 Director, Finance Division
 Investment Officer

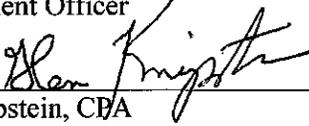
1-9-12
 Date


 John Munoz, CPA
 Deputy Director, Finance Division
 Investment Officer

1/9/12
 Date


 Brian D. Ragland, CPA
 Interim Director, Debt & Portfolio Management Office
 Investment Officer

1-9-12
 Date


 Glen Knipstein, CPA
 Director, Accounting Management, Finance Division

1/6/2012
 Date

2002 PROJECT OF THE CENTRAL TEXAS TURNPIKE SYSTEM

MANAGEMENT DISCUSSION

During the reporting period, all investment funds of the Texas Transportation Commission (Commission) were associated with the Central Texas Turnpike System (the System) obligations. The investments are held by The Bank of New York Mellon, acting as trustee. The funding of investments include bond proceeds, capital contributions for the purpose of financing the 2002 Project of the System, revenues derived from operation of the System's toll roads and related investment earnings.

Suitable investments have been determined using the following criteria and priorities pursuant to the Commission's investment policy and the investment strategy relating to the System:

- 1) suitability of the investment to the financial requirements of the entity;
- 2) preservation and safety of principal;
- 3) liquidity;
- 4) marketability of the investment if the need arises to liquidate the investment before maturity;
- 5) diversification of the investment portfolio; and,
- 6) yield.

The investment instruments described in Schedule 1 are in compliance with the Public Funds Investment Act, investment policy and strategy of the Commission. This report reflects the changes as approved per House Bill 2226 effective on June 17, 2011.

The invested funds are accounted for in a number of specific accounts, as prescribed in the CTTS Indenture of Trust and shown in Schedule 3 of this report.

1. The Revenue Fund includes proceeds from all revenues and income derived from the operation of the System, including tolls, fees, lease income, certain investment earnings and any excess funds from the Rate Stabilization Fund. Disbursements from the Revenue Fund include funding of amounts necessary for an Arbitrage Rebate Fund (if needed), Debt Service funds, including both interest and principal, the Rate Stabilization Fund, the Operating Account and the General Reserve Fund.
2. The Capital Contributions account was initially funded by amounts received from various local government entities and from the commission for the purpose of paying the costs of the Project. Disbursements from the fund are made to pay costs of the Project, to reimburse entities for excess funds, and to repay related obligations or for other lawful purposes. The current balance in the account consists primarily of commission contributions and account earnings.
3. The First Tier Interest and Principal Accounts and the Subordinate Lien Interest and Principal Accounts are funded primarily from the Revenue Account and used to make periodic debt service payments on first tier and subordinate obligations, respectively. If adequate funds are not available in these accounts or the Revenue Fund, transfers may be made from the General Reserve Fund, the Rate Stabilization Fund and the First Tier Debt Service Reserve Fund, in that order.
4. The Rate Stabilization Fund was initially funded from the Revenue Fund and is required to be maintained at a certain level. If the balance falls below the requirement, the deficiency would be cured by deposits from the Revenue Fund over a period of time. The Rate Stabilization Fund is used to cure deficiencies in the first tier debt service funds, the second tier debt service funds, the subordinate debt service funds, the Operating Account or may be used to pay operating or maintenance expenses or other legal expenses. Excess funds in the Rate Stabilization Fund may be transferred to the Revenue Fund.
5. The Debt Service Reserve Fund (DSRF) is generally invested for a longer time period but may be called upon to make a debt service payment. Therefore, this fund type requires a high degree of market value

protection in the event it is drawn upon. Protection against market value declines can be provided either by rolling short-term securities or purchasing an investment agreement product. A portion of the DSRF (\$15 million) is invested in a Forward Purchase Agreement (FPA) consisting of U.S. Treasury and Agency securities. The balance is invested in a Guaranteed Investment Contract collateralized by U.S. Treasury and Agency securities. Diversity in maturities was achieved with a 10-year term for the FPA and a 20-year term for the Guaranteed Investment Contract.

INVESTMENT ACTIVITY

Attached as Schedule 1 are the investments outstanding for the quarter ending November 30, 2011. Investment activity for the quarter consisted of the purchase and redemption of U.S. Government Agency Securities (“discount notes”) and the purchase and sale of money market investments.

The System experienced a \$22 million net increase in investments during the first quarter. The System recognized toll revenues of \$20.3 million during the first quarter. The increase in investments is primarily due to toll revenue collections. Interest income of \$1.7 million was earned during the period of which \$11 thousand was collected in cash.

Discount notes are intended to be held to maturity. Maturities range from overnight through one year. The discount note outstanding will mature on December 1, 2011.

The Guaranteed Investment Contract is intended to be held to its maturity date of August 15, 2022. The forward purchase agreement is intended to be continued until its termination of August 15, 2012.

Investment income includes interest and dividends earned during the quarter and changes in fair value of investments.

CURRENT MARKET CONDITIONS

Various U.S. Treasury yields as of November 30, 2011 are as follow:

- 3-Month Treasury – 0.01%
- 2-Year Treasury – 0.25%
- 10-Year Treasury – 2.01%
- Discount Rate – 0.75%

Schedule 2 presents the U.S. Treasury Historical Yields.

RECOMMENDED STRATEGY AMENDMENTS

There are no recommended changes to the investment strategy.

**TEXAS DEPARTMENT OF TRANSPORTATION
CENTRAL TEXAS TURNPIKE SYSTEM
SCHEDULE 1
Investments Outstanding
Book Value to Fair Value Comparison
November 30, 2011**

Portfolio Fair Value	
Beginning balance @ 9/1/11	\$ 429,635,828
Ending balance @ 11/30/11	\$ 451,947,478
Interest Income	\$1,652,541
Yield	1.48%

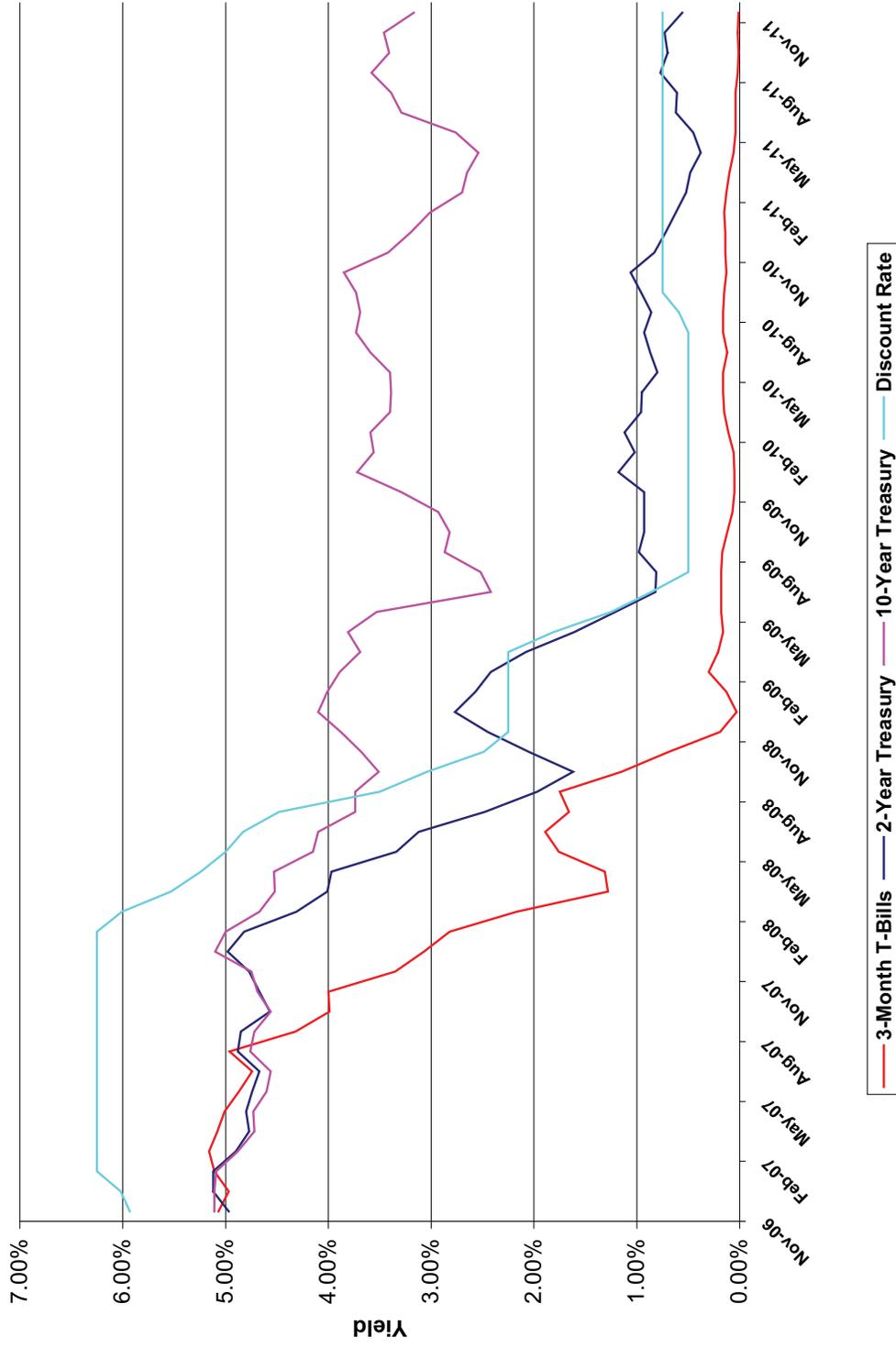
Description	Yield	Maturity Date	November 30, 2011	
			Book Value (Cost)	Fair Value
<i>Money Market Investments</i>				
JPM US Govt MMKT FD 3164 Capital	0.01%		\$ 322,020,100	\$ 322,020,100
<i>U.S. Government Agency Securities*</i>				
Morgan Stanley FDIC (CUSIP 61757UAB6)	4.475%	12/1/11	14,999,038	14,928,000
<i>Guaranteed Investment Contract</i>				
Salomon Master GIC (CUSIP S86538450)	5.20%	8/15/22	114,999,378	114,999,378
			<u>\$ 452,018,516</u>	<u>\$ 451,947,478</u>

Notes:

*This security was purchased under the terms of a forward purchase agreement that was executed in August 2002 at rates that were available at that time.

Yields and Fair Values as reported on Bank of New York Mellon November 2011 bank statements.

Schedule 2
U.S. Treasury Historical Yields



Source:
<http://www.federalreserve.gov/releases/h15/data.htm>
http://www.wsjprimerate.us/libor/libor_rates_history.htm

SCHEDULE 3
Allocation by Account
November 30, 2011

Allocation - Fair Value*September 1, 2011*

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	1st Tier Interest Account	1st Tier Debt Service Reserve	Sub Lien Interest Account
Money Market Investments	\$ 299,596,639	\$ 67,838,501	\$ 192,997,073	\$ 0	\$ 16,286,334	\$ 6,629,578	\$ 15,845,153
U.S. Government Agency Securities	15,039,811					15,039,811	
Guaranteed Investment Contract	114,999,378					114,999,378	
Totals	\$ 429,635,828	\$ 67,838,501	\$ 192,997,073	\$ 0	\$ 16,286,334	\$ 136,668,767	\$ 15,845,153

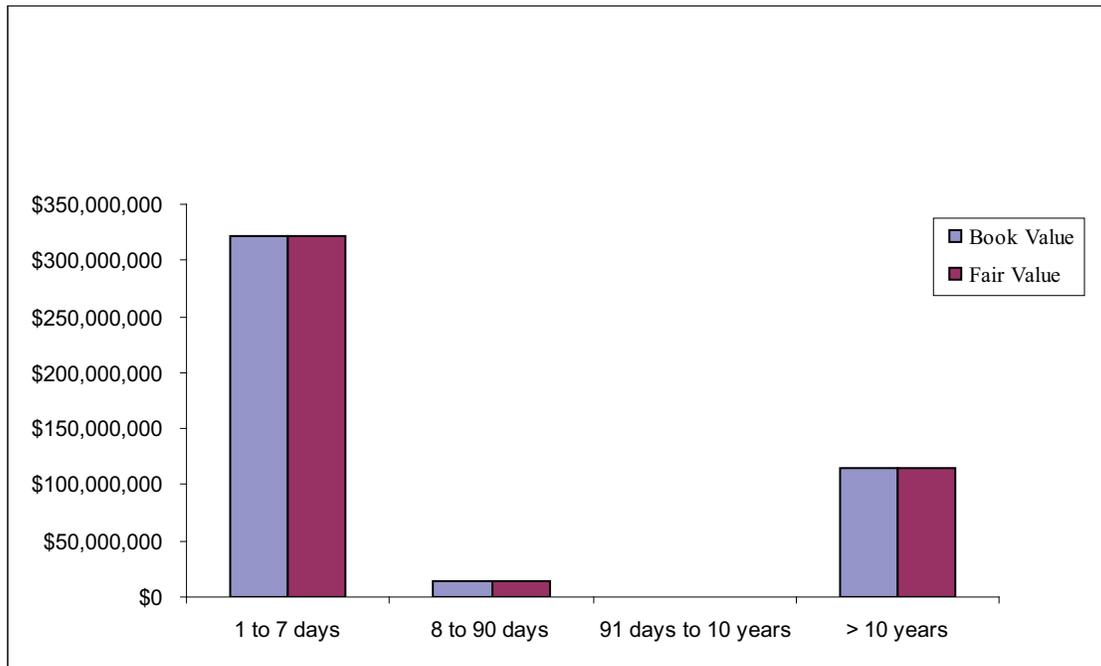
November 30, 2011

Description	Portfolio Total	Rate Stabilization Fund	Capital Contributions Account	Revenue Fund	1st Tier Interest Account	1st Tier Debt Service Reserve	Sub Lien Interest Account
Money Market Investments	\$ 322,020,100	\$ 67,840,281	\$ 193,102,919	\$ 20,632,763	\$ 23,931,859	\$ 666,848	\$ 15,845,430
U.S. Government Agency Securities	14,928,000					14,928,000	
Guaranteed Investment Contract	114,999,378					114,999,378	
Totals	\$ 451,947,478	\$ 67,840,281	\$ 193,102,919	\$ 20,632,763	\$ 23,931,859	\$ 130,594,226	\$ 15,845,430

**SCHEDULE 4
Maturity Distribution
November 30, 2011**

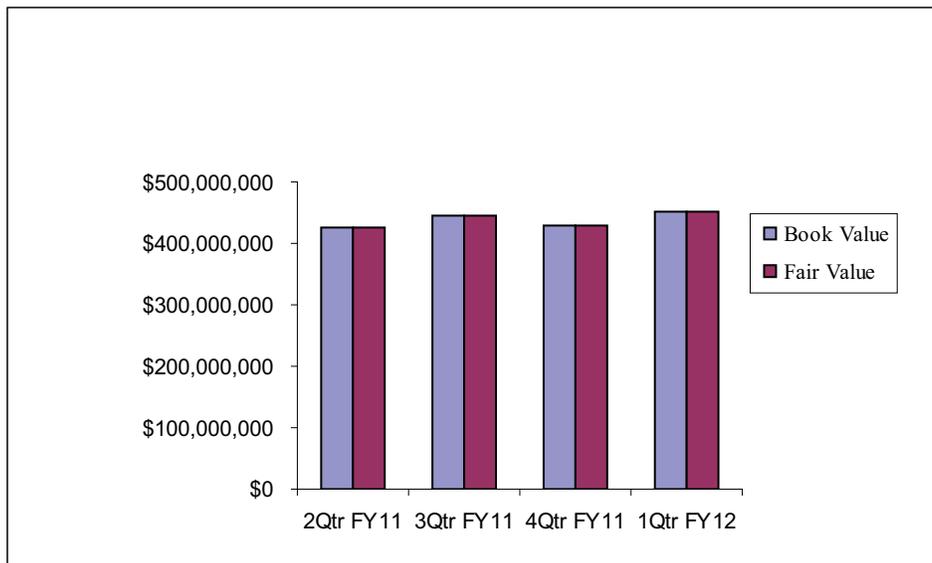
Maturity Date
1 to 7 days
8 to 90 days
91 days to 10 years
> 10 years
Total Investments

	Book Value	Fair Value
	\$322,020,100	\$322,020,100
	14,999,038	14,928,000
	-	-
	114,999,378	114,999,378
	\$452,018,516	\$451,947,478



SCHEDULE 5
Investment Portfolio Quarter End Values

<u>Quarter End Values</u>	<u>Book Value</u>	<u>Fair Value</u>	<u>% Change</u>
2Qtr FY11	424,890,276	424,998,322	
3Qtr FY11	445,717,906	445,703,835	5%
4Qtr FY11	429,595,055	429,635,828	-4%
1Qtr FY12	452,018,516	451,947,478	5%



SCHEDULE 6
Investments by Security Type
November 30, 2011

Security Type	<u>Fair Value</u>
Money Market Investments	\$322,020,100
U.S. Government Agency Securities	14,928,000
Guaranteed Investment Contract	<u>114,999,378</u>
Total Investments	<u>\$451,947,478</u>

