

**NEW ISSUE
BOOK ENTRY ONLY**

**Ratings⁺: Moody's: Aa3
S&P: AA+**

In the opinion of the Attorney General of the State of Michigan and in the opinion of Co-Bond Counsel, subject to compliance with certain covenants, under existing law, as presently interpreted, (i) interest on the Bonds is excluded from gross income for federal income tax purposes, (ii) interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, it should be noted that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing alternative minimum tax imposed on such corporations, and (iii) the Bonds and interest thereon are exempt from all taxation provided by the laws of the State of Michigan except for estate taxes and taxes on gains realized from the sale, payment or other disposition thereof. See "TAX MATTERS" herein and Appendices II and III hereto.

\$146,190,000

**STATE OF MICHIGAN
STATE TRUNK LINE FUND AND REFUNDING BONDS, SERIES 2009**

Dated: Date of Delivery

Due: November 1, as shown below

The Bonds will be issued as fully registered bonds and, when issued, will be registered in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company, New York, New York ("DTC"). So long as Cede & Co. is the registered owner of the Bonds, principal of and interest on the Bonds (commencing May 1, 2010 and semiannually thereafter) are payable by the State Treasurer, as Transfer Agent, to Cede & Co., as nominee for DTC, and payment thereof will be made to purchasers by DTC participants or indirect participants. (See "THE BONDS - DTC; Book-Entry-Only System.") Purchasers will acquire beneficial ownership interests in the Bonds in denominations of \$5,000 or integral multiples thereof.

The Bonds are to be issued in accordance with the authorization provided in Act 51, Public Acts of Michigan, 1951, as amended, and Section 9 of Article IX of the Michigan Constitution. The proceeds of the sale of the Bonds together with investment earnings on such proceeds will be used for the purpose of (i) paying the costs of refunding certain maturities of outstanding State of Michigan State Trunk Line Fund Bonds, (ii) paying a portion of the costs of certain transportation projects, and (iii) to pay costs of issuance of the Bonds. (See "PLAN OF FINANCING.")

The Bonds are payable solely out of those funds restricted as to use for transportation purposes by the Michigan Constitution which are irrevocably pledged by law for deposit in the State Trunk Line Fund as described herein. The Bonds are not general obligations of the State of Michigan, its agencies, instrumentalities or political subdivisions.

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIPS**</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Yield</u>	<u>CUSIPS**</u>
2017	\$ 5,000	3.750%	4.020%	594695S33	2024	\$ 12,090,000	5.000%	4.450%*	594695R59
2019	\$ 35,790,000	5.000%	4.020%	594695Q84	2024	\$ 500,000	4.375%	4.450%	594695R83
2020	\$ 33,720,000	5.000%	4.130%*	594695Q92	2025	\$ 2,425,000	5.000%	4.520%*	594695R91
2021	\$ 35,445,000	5.000%	4.230%*	594695R26	2025	\$ 145,000	4.375%	4.520%	594695R67
2022	\$ 11,390,000	5.000%	4.310%*	594695R34	2026	\$ 1,385,000	5.000%	4.580%*	594695S25
2023	\$ 11,980,000	5.000%	4.390%*	594695R42	2026	\$ 1,315,000	4.500%	4.580%	594695R75

This cover page contains 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 Bonds are offered when, as and if issued by the State of Michigan (the "State") and subject to the receipt of the approving opinions of the Attorney General of the State of Michigan, and of Dickinson Wright PLLC, Lansing, Michigan, and Miller, Canfield, Paddock and Stone, P.L.C., Detroit and Lansing, Michigan, Co-Bond Counsel. Certain legal matters will be passed upon for the Underwriters by their counsel, Lewis & Munday, A Professional Corporation, Detroit and Lansing, Michigan. Public Financial Management, Inc., Atlanta, Georgia, is serving as financial advisor to the Michigan Department of Transportation ("MDOT") in connection with the sale and issuance of the Bonds. Delivery of the Bonds is expected on or about November 3, 2009 through DTC in New York, New York.

**Loop Capital Markets, LLC
Citi
Morgan Stanley & Co.**

**Merrill Lynch & Co.
Goldman, Sachs & Co.
Siebert Brandford Shank & Co., LLC**

Dated: October 16, 2009

⁺ See "BOND RATINGS" herein

^{*} Priced at the stated yield to the November 1, 2019 call date.

^{**} Registered Trademark of American Bankers Association. CUSIP Numbers are provided by Standard & Poor's, CUSIP Service Bureau, a division of The McGraw-Hill Companies, Inc. The CUSIP number listed above is being provided solely for convenience of Bondholders only at the time of issuance of the Bonds. Neither the Department nor do the Underwriters make any representation with respect to such number or undertake any responsibility for its accuracy now or at any time in the future.

STATE OF MICHIGAN

Jennifer M. Granholm, *Governor*
Robert J. Kleine, *State Treasurer*

State Transportation Commission

Ted B. Wahby, *Chairperson*
Linda Miller Atkinson, *Vice Chairperson*
Maureen Miller Brosnan, *Member*
Steven K. Girard, *Member*
Jerrold M. Jung, *Member*
James S. Scalici, *Member*

Michigan Department of Transportation Staff

Kirk T. Steudle, *Director*
Leon E. Hank, *Chief Administrative Officer*
Myron G. Frierson, *Bureau Director – Finance and Administration*

Financial Advisor
Public Financial Management, Inc.

No dealer, broker, salesperson or other person has been authorized by the State of Michigan, the State Transportation Commission, the Michigan Department of Transportation, its Director 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 of the foregoing. This Official Statement does not constitute an offer or a solicitation of an offer to buy nor shall there be any sale of the Bonds in any jurisdiction in which it is unlawful to make such offer, solicitation or sale. The information set forth herein has been furnished by State officers, employees and records, and other sources which are believed to be reliable, including The Depository Trust Company with respect to information contained in "THE BONDS – DTC; Book-Entry-Only System," but is not guaranteed as to accuracy or completeness and is not to be construed as a representation of the Michigan Department of Transportation or the Underwriters. The information and expressions of opinion 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 the affairs of the State of Michigan or the Michigan Department of Transportation since the date hereof.

The Underwriters have provided the following sentence for inclusion in this Official Statement: The Underwriters have reviewed the information in this Official Statement in accordance with, and as a 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 (except for information under the section captioned "UNDERWRITING" which was obtained from the Underwriters).

In connection with the offering of the Bonds, the Underwriters may over-allot and effect transactions that stabilize or maintain the market price of the Bonds at levels above those that might otherwise prevail in the open market. Such over-allotment and stabilizing, if commenced, may be discontinued at any time.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE STATE AND THE STATE TRUNK LINE FUND AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE BONDS HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Official Statement contains forward-looking statements, which can be identified by the use of the future tense or other forward-looking terms such as "may," "intend," "will," "expect," "anticipate," "plan," "management believes," "estimate," "continue," "should," "strategy," or "position" or the negatives of those terms or other variations of them or by comparable terminology. In particular, any statements express or implied, concerning future receipts of federal grants or the ability to generate cash flow to service indebtedness are forward-looking statements. Investors are cautioned that reliance on any of those forward-looking statements involves risks and uncertainties and that, although the State of Michigan believes that the assumptions on which those forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate. As a result, the forward-looking statements based on those assumptions also could be incorrect, and actual results may differ materially from any results indicated or suggested by those assumptions. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Official Statement should not be regarded as a representation by the State of Michigan that its plans and objectives will be achieved. All forward-looking statements are expressly qualified by the cautionary statements contained in this paragraph. Neither the Department nor the State undertakes any duty to update any forward-looking statements.

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OFFICIAL STATEMENT

\$146,190,000

STATE OF MICHIGAN STATE TRUNK LINE FUND AND REFUNDING BONDS, SERIES 2009

INTRODUCTORY STATEMENT

This Official Statement of the State of Michigan (the “State”) is provided for the purpose of setting forth information in connection with its \$146,190,000 State of Michigan State Trunk Line Fund and Refunding Bonds, Series 2009 (the “Bonds”). The Bonds will be issued pursuant to Section 9 of Article IX of the Michigan Constitution of 1963 (the “Michigan Constitution”), Act 51, Public Acts of Michigan, 1951, as amended (“Act 51”), and resolutions adopted by the State Transportation Commission (the “Commission”) and the Director of the Michigan Department of Transportation (“MDOT”) on January 31, 2008 and March 27, 2008, each as supplemented and amended (collectively, the “Resolution”). Proceeds from the sale of the Bonds together with investment earnings on such proceeds will be used (i) to refund certain maturities of outstanding State of Michigan State Trunk Line Fund Bonds (the “Prior Bonds”), (ii) to pay a portion of the costs of certain transportation projects, and (iii) to pay the costs of issuance of the Bonds, including costs incidental to the refunding of the Prior Bonds. (See “PLAN OF FINANCING.”)

The Bonds, together with certain Outstanding Bonds and Additional Bonds (each defined below) of the State issued under Act 51 and described under “SECURITY FOR THE BONDS - Outstanding Bonds and Additional Bonds,” will be secured by a pledge of, and will be payable solely from, funds that are restricted as to use for transportation purposes under Section 9 of Article IX of the Michigan Constitution and that are deposited in the State Trunk Line Fund established pursuant to Act 51. The principal amount of the Bonds and such Outstanding Bonds (exclusive of the Refunded Bonds and the Economically Refunded Bonds, as defined under “SECURITY FOR THE BONDS – Outstanding Bonds and Additional Bonds”) payable from the State Trunk Line Fund is approximately \$1,492,173,719 (using capital appreciation bond principal accrued through September 30, 2009). (See “STATEMENT OF OUTSTANDING OBLIGATIONS.”)

Information contained herein has been obtained from State officers, employees and records, and other sources believed to be reliable. This Official Statement is not to be construed as a contract or agreement between the State and the purchasers or holders of any of the Bonds.

Quotations, summaries and explanations of constitutional provisions, statutes, judicial decisions, administrative regulations, resolutions and other documents in this Official Statement do not purport to be complete and are qualified by reference to the complete text of such documents which may be obtained from MDOT, 425 West Ottawa Street, Lansing, Michigan 48909, Attention: Bureau Director - Finance and Administration, telephone: (517) 373-2117.

THE STATE TRANSPORTATION COMMISSION

MDOT's program objectives are established by a six-member Commission appointed to staggered three-year terms by the Governor, no more than three of whom may be members of the same political party. The Chairperson of the Commission is appointed by the Governor, and the Commission elects the Vice Chairperson from among its members. MDOT's Director (the "Director"), the executive head of MDOT, is appointed by the Governor and serves at her pleasure.

The members of the Commission are listed on the inside cover of this Official Statement.

THE MICHIGAN DEPARTMENT OF TRANSPORTATION

Responsibilities and Organization

MDOT was established in 1978 by constitutional amendment and replaced the Michigan State Highway Department. MDOT is the State agency with the primary programmatic and regulatory responsibilities for the development and operation of public transportation facilities, port and harbor improvements, railroad facilities, highways and airports in the State.

In addition to the executive offices, the internal structure of MDOT is comprised of six bureaus responsible for various support or operating functions: (1) Aeronautics and Freight Services, (2) Finance and Administration, (3) Highway Delivery, (4) Highway Development, (5) Passenger Transportation and (6) Transportation Planning. As of October 1, 2009, MDOT had 3,008 appropriated State civil service positions.

Funding for MDOT Programs

Programs for each of the modes of transportation under MDOT's jurisdiction are independently funded from taxes or other sources of revenues which are distributed pursuant to law for specific purposes.

MDOT's highway programs are funded from the State Trunk Line Fund established pursuant to Act 51, after payment of bonds payable solely from such fund, from the proceeds of bonds and notes and from funds provided by the federal government. The revenues of the State Trunk Line Fund include a portion of the motor vehicle fuels taxes, vehicle registration taxes, and interest and miscellaneous fees deposited into the Michigan Transportation Fund established pursuant to Act 51. (See "SOURCES OF CONSTITUTIONALLY RESTRICTED REVENUES OF THE MICHIGAN TRANSPORTATION FUND" and "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

MDOT's urban and mass transportation programs are funded from the Comprehensive Transportation Fund which receives a portion of the sales tax on motor vehicles, motor vehicles parts and accessories, and motor vehicle fuel and a portion of motor fuel taxes, vehicle registration taxes, and interest and miscellaneous fees deposited into the Michigan Transportation Fund. (See "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

MDOT's aeronautic program is primarily funded from the State Aeronautics Fund established pursuant to Public Act 327 of 1945. The revenue of the State Aeronautics Fund primarily includes aviation fuel tax and airport parking tax.

State Highway Program

As of December 31, 2008, Michigan's total highway network consisted of 120,996 miles of highways, roads and streets of which 9,652 miles were under MDOT jurisdiction, 90,162 miles were under the jurisdiction of the county road commissions, and 21,182 miles were under the jurisdiction of various Michigan cities and villages. Although only 8% of Michigan's roads fall under MDOT jurisdiction, such roads carry over 49% of the total vehicular miles traveled in the State.

The highways, roads and streets under MDOT's jurisdiction consisting of the interstate freeways, the Michigan expressway and arterial connector highways, and the State primary roads are collectively referred to as the "State Trunk Line System."

All the operation and maintenance expenditures for the State Trunk Line System as well as the general operating costs of MDOT related to State Trunk Line Fund operations are funded from the State Trunk Line Fund after payment of debt service on the Bonds and the Outstanding Bonds and the State's share of debt service on any Additional Bonds and after transfers of specified amounts to the TEDF (described below) and the Railroad Grade Crossing Account. Operation and maintenance expenditures for the State Trunk Line System were approximately \$284 million in the fiscal year ended September 30, 2008. Operation and maintenance includes such practices as plowing snow, resealing, patching, guardrail and shoulder repair, and other work required on a frequent basis to assure the continued safe operation of the State Trunk Line System. (See "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

The Transportation Economic Development Fund ("TEDF"), a subfund of the State Trunk Line Fund, was created under Acts 231 and 233 of Public Acts of Michigan, 1987, as amended, to make available new funds for the construction and reconstruction of highways, streets and roads which will positively impact job creation and retention and to enhance the local tax base. The TEDF is funded from funds deposited in the Michigan Transportation Fund and from other State revenues. In the fiscal year ended September 30, 2008, the TEDF expended approximately \$75 million to fund TEDF projects.

Moneys remaining in the State Trunk Line Fund after payment of debt service on any outstanding State Trunk Line Fund bonds, operation and maintenance costs, and general operating costs, are used to pay for capital improvements to the State Trunk Line System and for the State's matching share of federally funded State Trunk Line System construction projects. In the fiscal year ended September 30, 2008, MDOT expended approximately \$303 million of State Trunk Line Fund moneys for capital improvements to the State Trunk Line System. The federal government matching contribution to such capital improvement projects was approximately \$636 million for such fiscal year (exclusive of TEDF projects and bond projects).

Pursuant to Act 51, all payments by MDOT from the State Trunk Line Fund for the maintenance, operation, and administration of the State Trunk Line System and for the State's share of the capital costs of the State Trunk Line System are second in priority to the payments of the debt service on the Bonds and the Outstanding Bonds and the State's share of debt service on any Additional Bonds.

Under the State's Constitution and State law, the State adopts a budget for each fiscal year prior to the start of the fiscal year on October 1. The State's 2010 fiscal year budget was not adopted by September 30, 2009. Instead, the State Legislature adopted and the Governor approved a one-month budget, which continues most activities, programs, or projects for which appropriations were authorized for the fiscal year ending September 30, 2009 and includes the Department. This "continuation budget" will expire on October 31, 2009. The State Legislature has approved a fiscal year 2010 appropriation bill for the Department. The Governor signed the bill on October 12, 2009. As described herein under "SECURITY FOR THE BONDS – Sources of Payment for the Bonds," Act 51 contains an irrevocable continuing appropriation of the constitutionally restricted moneys deposited in the State Trunk Line Fund

for the payment of debt service on the Bonds and other obligations. No additional appropriation is required for the use of those funds for the payment of such debt service.

THE BONDS

Description of the Bonds

The Bonds will be dated and bear interest from their date of delivery. Interest on the Bonds shall be payable on May 1, 2010 and semiannually each November 1 and May 1 thereafter until maturity or redemption. Interest on the Bonds shall be computed using a 360-day year and twelve 30 day months, and the Bonds will mature on the dates and in the principal amounts and will bear interest at the rates as set forth on the cover page of this Official Statement.

Purchases of Bonds will be made in book-entry-only form as described under "THE BONDS - DTC; Book-Entry-Only System." So long as Cede & Co., as nominee for The Depository Trust Company ("DTC"), is the Registered Owner of the Bonds, the transfer of interests in the Bonds shall be the sole responsibility of the Direct Participants, the Indirect Participants and the Beneficial Owners (each hereinafter defined). The State shall have no responsibility with respect to such transfers.

The Bonds will be issued in fully registered form in the denomination of \$5,000, or integral multiples thereof not exceeding the aggregate principal amount of the Bonds maturing at any one time. So long as the Bonds are all registered in the name of Cede & Co., as the nominee of DTC under the "book-entry-only" system described below, the State Treasurer (or a bank or trust company appointed by the State Treasurer) shall be the Transfer Agent. If the Bonds are to be registered in names other than a nominee of DTC, the State Treasurer shall appoint a bank or trust company as successor Transfer Agent. The principal of the Bonds is payable at maturity or prior redemption, upon presentation at the principal office of the Transfer Agent. Interest on the Bonds shall be payable when due by check or draft mailed by the Transfer Agent to the person or entity who is, as of the 15th day of the month preceding the month in which each interest payment date occurs, the registered holder of record, at the holder's registered address.

Transfer of the Bonds

So long as Cede & Co., as nominee for DTC, is the registered owner of the Bonds, beneficial ownership interests in the Bonds may be transferred only through a Direct Participant or Indirect Participant and recorded on the book-entry-only system operated by DTC. In the event the book-entry-only system is discontinued, any Bond may be transferred or exchanged by the person in whose name it is registered, in person or by the registered owner's duly authorized attorney or legal representative, upon surrender of the Bond to the Transfer Agent for cancellation, together with a duly executed instrument of transfer in a form approved by the Transfer Agent. Whenever any Bond is surrendered for transfer or exchange the Transfer Agent shall authenticate and deliver a new Bond, in like aggregate principal amount, tenor, interest rate, and maturity. The Transfer Agent may require the registered owner requesting the transfer or exchange to pay any tax or other governmental charge required to be paid with respect to the transfer. The Transfer Agent shall not be required to (i) register the transfer of or exchange any Bond during a period beginning at the opening of business five days before the mailing of a notice of redemption of Bonds selected for redemption and ending at the close of business on the day of that mailing, or (ii) register the transfer of or exchange any Bond selected for redemption in whole or in part within thirty days of the redemption date, except the unredeemed portion of Bonds redeemed in part.

Optional Redemption

The Bonds maturing on or after November 1, 2020 will be redeemable prior to maturity at the option of the Director on or after November 1, 2019 as a whole or in part at any time and by lot within a maturity at par plus interest accrued to the date fixed for redemption.

Notice of Redemption and Manner of Selection

Notice of redemption of the Bonds will be given at least 30 days prior to the date fixed for redemption, by mail to the Registered Owners of the Bonds to be redeemed as of the date of such mailing at the address appearing on the books of the Transfer Agent. Bonds so called for redemption will not bear interest after the date fixed for redemption provided funds are on hand with the Transfer Agent to redeem the same. The Bonds shall be called for redemption in multiples of \$5,000. Any Bonds of denominations of more than \$5,000 shall be treated as representing the number of Bonds obtained by dividing the denomination of the Bond by \$5,000, and such Bond may be selected for redemption in part. Upon surrender of the Bond selected for redemption in part, the holder of the Bond shall receive, without cost, a new Bond of like interest rate and maturity, in the amount of the unredeemed portion of the Bond being surrendered.

So long as the book-entry-only system described below remains in effect, the Transfer Agent will give notice of redemption of Bonds to Cede & Co., as nominee of DTC, only, and only Cede & Co. will be deemed to be an Owner of the Bonds. In the event of any partial redemption DTC is expected to reduce the credit balances of the applicable Direct Participants in respect of the Bonds, and such Direct Participants are expected in turn to select those Beneficial Owners whose ownership interests are to be extinguished by such partial redemption, each by such method as DTC or such Direct Participant, as the case may be, deems fair and appropriate in its sole discretion.

DTC; Book-Entry-Only System

DTC will act as securities depository for the Bonds. The 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 of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest securities 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 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (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 is the holding company for DTC, National Securities Clearing Corporation and Fixed Income all of which are registered clearing agencies. DTC is owned by the users of its regulated subsidiaries. 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 (the "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 and www.dtc.org.

Purchases of the Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("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 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 the Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all 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 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 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 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 the Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Bonds, such as redemptions, tenders, defaults, and proposed amendments to the Bond documents. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the 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 the notices be provided directly to them.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds unless authorized by a Direct Participant in accordance with DTC's procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the State 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 the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the Bonds will be made 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 State or the Transfer Agent, 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, the Transfer Agent or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest, and redemption premium, if any, to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the State or the Transfer Agent, 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.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the State or the Transfer Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered to DTC.

THE INFORMATION IN THIS SECTION HAS BEEN OBTAINED FROM DTC. NO REPRESENTATION IS MADE BY THE STATE, THE COMMISSION, MDOT, THE DIRECTOR, THE TRANSFER AGENT OR THE UNDERWRITERS AS TO THE COMPLETENESS OR ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OF MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF. NO ATTEMPT HAS BEEN MADE BY THE STATE, THE COMMISSION, MDOT, THE DIRECTOR, THE TRANSFER AGENT OR THE UNDERWRITERS TO DETERMINE WHETHER DTC IS OR WILL BE FINANCIALLY OR OTHERWISE CAPABLE OF FULFILLING ITS OBLIGATIONS. NEITHER THE STATE NOR THE TRANSFER AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS OR THE PERSONS FOR WHICH THEY ACT AS NOMINEES WITH RESPECT TO THE BONDS, OR FOR ANY PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST PAYMENT THEREON.

PLAN OF FINANCING

Plan of Refunding

The Prior Bonds to be refunded consist of the following:

State of Michigan
State Trunk Line Fund Refunding Bonds, Series 1998A

<u>Principal Amount</u>	<u>Maturity Date</u>
\$ 67,330,000	11/01/2020
81,765,000	11/01/2026

The proceeds of the Bonds, other than approximately \$4,000,000 that will be deposited in the 2009 Bond Proceeds Fund and used to pay a portion of the costs of certain transportation projects, will be used to provide funds to refund the Prior Bonds and to pay the costs of issuance of the Bonds, including costs incidental to the refunding of the Prior Bonds. The Prior Bonds are being refunded to produce debt service savings.

Pursuant to the terms of the Escrow Deposit Agreement (the “Escrow Agreement”) to be entered into among the Director, the State Treasurer and The Bank of New York Mellon Trust Company, N.A., as escrow agent (the “Escrow Agent”), the refunding of the Prior Bonds will be effected by MDOT depositing with the Escrow Agent in a separate escrow account for the Prior Bonds a portion of the proceeds of the Bonds and other monies, if any, which will be used to pay when due interest of and principal and premium on the Prior Bonds, to and including the optional redemption date.

The Projects

A portion of the proceeds of the Bonds will be used to pay the costs of certain State Trunk Line transportation projects (the "Projects"), which provide for improved highway service and safety throughout Michigan. Major projects and expenditures supported by this bond issue may include highway construction, restoration, rehabilitation, and resurfacing.

ESTIMATED SOURCES AND USES OF FUNDS

The Bonds are being issued by the State to provide funds, which, together with investment earnings on such proceeds will be used to refund the Prior Bonds and to pay costs related to the issuance of the Bonds and to the refunding.

Sources

Original Principal Amount of Bonds	\$ 146,190,000.00
Plus Net Original Issue Premium	<u>9,321,045.00</u>
Total Sources	<u>\$155,511,045.00</u>

Uses

Refunding Deposits to Escrow	\$ 150,488,157.22
Deposit to 2009 Bond Proceeds Fund ⁽¹⁾	4,224,921.27
Underwriters' Discount	<u>797,966.51</u>
Total Uses	<u>\$155,511,045.00</u>

(1) Includes approximately \$4,000,000 to pay a portion of the costs of the Projects. The balance to be used, together with investment earnings thereon, to pay costs related to the refunding and the issuance of the Bonds.

SECURITY FOR THE BONDS

Sources of Payment for the Bonds

The Bonds, the Outstanding Bonds, and the State's share of the debt service on any Additional Bonds are secured by a pledge of and first lien on funds deposited in the State Trunk Line Fund which are derived from the proceeds of taxes on motor vehicle fuels and registered motor vehicles, as described herein.

The Michigan Constitution provides generally that the net proceeds of all specific taxes (except general sales and use taxes and regulatory fees) imposed by the State on motor vehicle fuels and on registered motor vehicles and all or a portion of the proceeds of certain other transportation-related taxes shall be used exclusively for transportation purposes. The Constitution further provides that at least 90% of all such taxes on motor vehicle fuels and registered motor vehicles must be used for the transportation purposes of planning, administering, constructing, reconstructing, financing and maintaining state, county, city, and village roads, streets, and bridges designed primarily for the use of motor vehicles using tires, and reasonable appurtenances to those state, county, city, and village roads, streets, and bridges (herein called "Highway, Street and Road Purposes"). (See "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

Act 51 provides that all proceeds of specific taxes on motor vehicle fuels and all motor vehicle registration taxes be deposited in the Michigan Transportation Fund (the "MTF"), which is held by the Michigan Department of Treasury, and that the legislatively allocated portion of the sales taxes on motor vehicle fuels, motor vehicles and motor vehicle parts and accessories be credited directly into the Comprehensive Transportation Fund. Pursuant to law, until paid out, money credited to the MTF, the Comprehensive Transportation Fund, and the State Trunk Line Fund is deposited with other moneys of the State in the Common Cash Fund, which is managed and invested by the State Treasurer as provided by law.

Act 51 further provides for the allocation and distribution of funds deposited into the MTF (after deduction of certain specified amounts) to and among the State Trunk Line Fund, the Comprehensive Transportation Fund, the county road commissions of the State, and the cities and villages of the State, all for use for transportation purposes. Act 51 also provides for the transfer, after payment of debt service on the Bonds, the Outstanding Bonds, and Additional Bonds, of funds from the State Trunk Line Fund to the TEDF and the Railroad Grade Crossing Account. As described below under "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION," the percentage allocation and distribution formula for the funds deposited in the MTF is established by Act 51 for each fiscal year.

Act 51 provides that the first annual priority for the use of funds restricted for use for transportation purposes by the Michigan Constitution and deposited in the State Trunk Line Fund is the payment, when due, of debt service on State Trunk Line Fund bonds, notes and other obligations, including the Bonds, issued or incurred by the State under Section 18b of Act 51, and the payment of the State's contractually required contributions pledged to the payment of debt service on bonds issued under Section 18d of Act 51. Section 11 of Act 51 contains an irrevocable continuing appropriation of the funds deposited in the State Trunk Line Fund for such purpose. Pursuant to the requirements of Act 51, the Resolution contains an irrevocable pledge of the funds restricted for use by the Michigan Constitution and deposited in the State Trunk Line Fund for the payment of the principal of and interest on the Bonds, on a parity basis with the Outstanding Bonds and the State's share of debt service payments on any Additional Bonds.

In the opinion of the Attorney General of the State and Bond Counsel, any action by the State, including the adoption of legislation or constitutional amendments, which would (1) reduce the current rates of taxes on motor vehicle fuel or registered motor vehicles, or the current sales tax rates on motor vehicle fuels, motor vehicles or motor vehicle parts or accessories, or (2) alter the allocation formula for the distribution of funds deposited in the MTF from that specified in Act 51 would be invalid to the extent that such reduction in such tax rates or alteration of the allocation formula would result in insufficient funds being deposited in any future year into the State Trunk Line Fund to pay debt service on the Bonds and the Outstanding Bonds. The State legislature is not required, however, to appropriate general fund moneys to pay debt service on the Bonds or the Outstanding Bonds, or to increase the rates of taxes on motor vehicle fuels, motor vehicles or motor vehicle parts and accessories in any future year, even if the revenues produced from such taxes and allocated to the State Trunk Line Fund result in insufficient revenues to pay debt service on the Bonds and the Outstanding Bonds.

THE BONDS ARE PAYABLE SOLELY FROM THE SOURCES OF FUNDS SPECIFIED ABOVE, AND ARE NOT GENERAL OR MORAL OBLIGATIONS OF THE STATE, ITS AGENCIES, INSTRUMENTALITIES AND POLITICAL SUBDIVISIONS.

Enforceability of the Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance and other similar laws affecting creditors' rights generally, now existing or enacted in the future, to the extent constitutionally applicable, and may further be subject to the exercise of judicial discretion in accordance with general principles of equity, including those relating to equitable subordination.

Outstanding Bonds and Additional Bonds

The State has previously issued bonds under Section 18b of Act 51, payable from funds in the State Trunk Line Fund. (Those bonds remaining unpaid, excluding the Refunded Bonds described below, are called the "Outstanding Bonds.") (See "STATEMENT OF OUTSTANDING OBLIGATIONS.") Principal of and interest on bonds issued by the State for Highway, Street and Road Purposes under Section 18b are payable (unless issued as grant or bond anticipation bonds or notes) entirely from moneys deposited in the State Trunk Line Fund. Principal of and interest on bonds issued under Section 18d of Act 51 are payable partly from pledged contractual obligations of the State payable from moneys deposited in the State Trunk Line Fund and partly from pledged contractual obligations of cities, villages, or county road commissions. (See "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.") As described above, the payment of principal of and interest on the Bonds and the Outstanding Bonds, and the State's share of principal and interest requirements on any Additional Bonds or notes issued in the future for Highway, Street and Road Purposes under Sections 18b or 18d of Act 51 and pledging for their payment funds deposited in the State Trunk Line Fund ("Additional Bonds") except when legally defeased, constitute a first lien on the moneys restricted as to use for transportation purposes by Section 9 of Article IX of the Michigan Constitution and deposited in the State Trunk Line Fund.

The State has previously legally defeased all or part of certain previously issued series of State Trunk Line Fund bonds under the resolutions authorizing the same. These bonds which have been legally defeased are together called the "Refunded Bonds." The Refunded Bonds are payable solely from the escrowed cash and investments held for such purposes, and the holders thereof have no claim against the State Trunk Line Fund for payment of debt service. The State has also previously economically defeased, but not legally defeased, all or part of certain previously issued series of State Trunk Line Fund Bonds under the resolutions authorizing the same (the "Economically Refunded Bonds"). Economically Refunded Bonds do not constitute Refunded Bonds as defined above. The debt service requirements on the Refunded Bonds and the Economically Refunded Bonds are excluded in the calculation of debt service on Outstanding Bonds in this Official Statement.

The State may issue Additional Bonds for Highway, Street and Road Purposes (or incur contractual obligations in connection with bonds issued for such purposes), subject to certain limitations in Sections 18b and 18d of Act 51, and the State's share of the debt service requirements thereon shall be payable on a parity with the Bonds and the Outstanding Bonds from the constitutionally restricted moneys deposited in the State Trunk Line Fund. Additional Bonds may only be issued under Section 18b to the extent that the maximum annual debt service on bonds and notes issued under Section 18b for Highway, Street and Road Purposes under Section 18b and pledging for the payment thereof moneys deposited in the State Trunk Line Fund, together with the annual amounts contractually pledged to be paid from the State Trunk Line Fund for debt service on bonds issued under Section 18d (excluding any bonds such as the Refunded Bonds which have been refunded or for which refunding bonds have been sold) does not exceed 50% of the total amount of money constitutionally restricted to use for transportation purposes and deposited in the State Trunk Line Fund during the State fiscal year immediately preceding the issuance of the Additional Bonds.

ADDITIONAL MDOT FINANCINGS

The State expects to issue, from time to time, Additional Bonds payable from the State Trunk Line Fund, based on its need for funding transportation programs. The State may issue additional bonds for refunding purposes from time to time when market conditions are favorable.

Pursuant to the provisions of Act 51, the State has previously issued, and may hereafter issue, bonds for comprehensive transportation purposes as defined by law payable from moneys deposited in the Comprehensive Transportation Fund. Moneys deposited in the Comprehensive Transportation Fund are not available for payment of the Bonds, the Outstanding Bonds or Additional Bonds and moneys deposited in the State Trunk Line Fund are not available for the payment of principal of and interest on bonds payable from the Comprehensive Transportation Fund.

The State has previously issued and may hereafter issue Grant Anticipation Notes and/or Grant Anticipation Bonds (collectively, the Grant Anticipation Obligations) payable solely from federal grant receipts. The State issued approximately \$280 million of Grant Anticipation Obligations in the fiscal year ended September 30, 2009. The State has previously issued and may hereafter issue Comprehensive Transportation Fund Bonds (the "Comprehensive Transportation Fund Bonds"). The State issued approximately \$43 million of such bonds in the fiscal year ended September 30, 2009. Any such Comprehensive Transportation Fund Bonds would not be payable from the sources of payment described under "SECURITY FOR THE BONDS."

SOURCES OF CONSTITUTIONALLY RESTRICTED REVENUES OF THE MICHIGAN TRANSPORTATION FUND

Under the Michigan Constitution, the restriction of the proceeds of certain taxes for use for transportation purposes allows such proceeds to be pledged for the payment of debt service on bonds of the State issued for transportation purposes. This section describes the sources of constitutionally restricted revenues allocated by Act 51 to the MTF. The money credited to the MTF and the State Trunk Line Fund is held by the Michigan Department of Treasury as part of the State Treasurer's Common Cash Fund. A portion of the revenue of the MTF is credited to the State Trunk Line Fund and is irrevocably pledged on a first lien basis for debt service on the Bonds and the Outstanding Bonds and the State's share of debt service on any Additional Bonds. (See "SECURITY FOR THE BONDS" and "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

The sources of constitutionally restricted revenues allocated by Act 51 to the MTF, including amounts transferred from the MTF to the State Trunk Line Fund, but excluding investment earnings, for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated amounts for fiscal year ending September 30, 2009, are set forth below. Each revenue source is described in more detail in the subsections which follow the table.

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Table 1

**Constitutionally Restricted Revenues of the
Michigan Transportation Fund
Fiscal Years 2004-2009
(in millions)**

<u>Fiscal Year Ended September 30</u>	<u>Motor Fuel Taxes</u>	<u>Registration Taxes</u>	<u>Misc. Fees</u>	<u>Total Revenues⁽¹⁾</u>	<u>Portion Transferred to State Trunk Line Fund By Formula⁽²⁾</u>
2004	\$ 1,073.3	\$ 933.8	\$ 51.4	\$ 2,058.4	\$ 702.4
2005	1,069.1	863.4	37.3 ⁽³⁾	1,969.8	647.7 ⁽³⁾
2006	1,055.3	867.7	36.0 ⁽³⁾	1,959.0	628.1 ⁽³⁾
2007	1,027.8	871.7	35.7 ⁽⁴⁾	1,935.3	621.8 ⁽⁴⁾
2008	989.3	855.0	36.2 ⁽⁵⁾	1,880.6	601.5 ⁽⁵⁾
2009 ⁽⁶⁾	962.4	838.0	34.6 ⁽⁵⁾	1,835.0	587.2

(1) Line items may not add to total due to rounding.

(2) Excludes MTF investment earnings and other revenues.

(3) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 141 P.A. of 2005 (Act 141), to pay costs of collection of these fees and taxes.

(4) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 70 P.A. of 2007 (Act 70), and Act 71 P.A. of 2007 (Act 71), to pay costs of collection of these fees and taxes.

(5) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 280 P.A. of 2008 (Act 208), and Act 281 P.A. of 2008 (Act 281), to pay costs of collection of these fees and taxes.

(6) Estimated. There can be no assurance that actual revenues will be generated in the amounts shown.

NOTE: This is a summary table. See footnotes to component tables that follow in this section

SOURCES: Fiscal Years 2004-2008: Michigan Department of Management and Budget, Annual Reports and Annual Reports of MDOT.

Fiscal Year 2009: MDOT and Michigan Department of Treasury, Economic and Revenue Forecasting Division, Michigan Department of Transportation Revenue Estimates.

Each of the sources of constitutionally restricted revenues of the MTF is described below.

Motor Fuel Taxes

Motor fuel taxes (“Motor Fuel Taxes”) include specific State taxes imposed upon the sale of gasoline, diesel fuel and liquid petroleum gas (“LPG”) used to propel motor vehicles on highways (collectively “Motor Fuel”) but do not include general sales and use taxes imposed on Motor Fuel. Prior to January 1, 1993, Motor Fuel Taxes were collected from licensed wholesale distributors of gasoline and retailers of diesel fuel. Legislation was adopted on October 15, 1992, which modified the method of imposing and collecting Motor Fuel Taxes (other than LPG) and which became effective January 1, 1993. Under this legislation “suppliers” (which include importers of Motor Fuel into the State and refiners who produce Motor Fuel within the State) are required to file monthly statements with the Michigan Department of Treasury on or before the 20th day of each month following the close of the report period, showing the number of gallons of gasoline or diesel motor fuel received by the supplier in this State, the amount sold tax-exempt to wholesale distributors and other purchasers, and other supporting information.

Suppliers are responsible for payment of these taxes. In computing the tax, a supplier may deduct 1.5% of the quantity of gasoline removed by the supplier to allow for the cost of remitting the tax. A deduction for certain uncollectible sales to wholesale distributors, retail dealers or other purchasers is also permitted in certain situations. There were 112 licensed suppliers in the State as of September 30, 2009. The forms and other supporting information filed by such suppliers are subject to monthly internal review by the Department of Treasury. The Department of Treasury is empowered to audit supplies of Motor Fuel of those suppliers, which represent major oil companies and distribute approximately 95% of the Motor Fuel sold in Michigan. These suppliers are audited internally on a monthly basis, and audited on site at least once every four years. The remaining suppliers are regularly reviewed and as a result of such review may be audited. Taxes on LPG will continue to be collected and paid on a quarterly basis (by the 20th of the month following the close of the report period) at the retail level by the licensed dealer.

The Motor Fuel Tax is imposed at a cents-per-gallon rate. For the period of time commencing January 1, 1984 and ending July 31, 1997, a tax of 15 cents per gallon of gasoline was imposed. From 1984 until April 1, 1997 the tax on diesel motor fuel was the same as that imposed on gasoline, however, operators of commercial motor vehicles with three or more axles who paid an annual registration fee of \$92 for Michigan-registered vehicles and \$25 for out-of-state registered vehicles received a six cents per gallon discount on the tax. In addition, operators of commercial motor vehicles with three or more axles who purchase fuel outside the State paid a tax calculated on the amount of diesel fuel consumed in the State. The related registration fees, however, were discontinued and a diesel fuel rate of 21 cents was established effective April 1, 1997, in accordance with Act 584 of the Michigan Public Acts of 1996 ("Act 584"). Act 584 also provided for a rebate in the amount of six cents per gallon for fuel purchased in Michigan, establishing a net 15 cents per gallon tax on diesel motor fuel. In addition, Act 584 changed the definition of Commercial Motor Vehicle to include vehicles with over two axles and 26,000 pounds gross vehicle weight to conform with the definition in the International Fuel Tax Agreement.

Effective August 1, 1997, in accordance with Act 83 of the Michigan Public Acts of 1997, the tax imposed on gasoline was increased to 19 cents per gallon, and the tax imposed on diesel motor fuel was set at a flat 15 cents per gallon rate.

Motor Fuel Tax rates and revenues for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated amounts for fiscal year ending September 30, 2009, are set forth below.

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Table 2
Motor Fuel Tax Revenues
Fiscal Years 2004-2009
(in millions)

<u>Fiscal Year</u> <u>Ended</u> <u>September 30</u>	<u>Gasoline</u> <u>Tax</u> <u>Revenue</u>	<u>Diesel</u> <u>Tax</u> <u>Revenue</u>	<u>LPG</u> <u>Tax</u> <u>Revenue</u>	<u>Total</u> <u>Motor Fuel</u> <u>Tax</u> <u>Revenues⁽¹⁾</u>
2004	\$ 932.1	\$ 140.5	\$ 0.6	\$ 1,073.3
2005	922.4	146.3	0.5	1,069.1
2006	906.2	148.6	0.6	1,055.3
2007	883.7	143.8	0.4	1,027.8
2008	848.9	140.1	0.4	989.3
2009 ⁽²⁾	831.0	131.0	0.4	962.4

(1) Line items may not add to total due to rounding.

(2) Estimated. There can be no assurance that actual revenues will be generated in the amounts shown.

SOURCES: Fiscal Years 2004-08: Michigan Department of Management and Budget, Annual Financial Reports and annual reports of MDOT. Fiscal Year 2009: MDOT and Michigan Department of Treasury, Economic and Revenue Forecasting Division, Michigan Transportation Revenue Estimates.

A number of factors, including but not limited to consumption changes resulting from increased gasoline prices, could impact future motor fuel tax revenues.

Motor vehicle fuel consumption (excluding LPG) for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated amounts for fiscal year ending September 30, 2009, are set forth below.

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Table 3

**Motor Vehicle Fuel Consumption⁽¹⁾
Fiscal Years 2004 -2009
(millions of gallons taxed)**

Fiscal Year Ended September 30	Gasoline ⁽²⁾	% Annual Increase/ (Decrease)	Diesel Fuel ⁽³⁾	% Annual Increase/ (Decrease)	Total Fuels ⁽⁴⁾	% Annual Increase/ (Decrease)	Diesel Fuel as % of Total Fuel Consumed
2004	4,989.9	(1.1)	969.5	1.7	5,959.3	(0.7)	16.3
2005	4,923.1	(1.3)	944.4	(2.6)	5,867.4	(1.5)	16.1
2006	4,820.8	(2.1)	926.2	(1.9)	5,747.1	(2.1)	16.1
2007	4,748.1	(1.5)	918.5	(0.8)	5,666.6	(1.4)	16.2
2008	4,554.2	(4.1)	867.9	(5.5)	5,422.1	(4.3)	16.0
2009 ⁽⁵⁾	4,456.3	(2.1)	810.1	(6.7)	5,266.4	(3.2)	15.4

(1) The fuel consumption reported in this table when multiplied by the tax per gallon does not precisely track the tax revenues reported in Table 1 and Table 9, because of timing differences and refunds paid out.

(2) Gallons of gasoline taxed include gasohol as well as Ethanol Blend E70-E99.

(3) Gallons of diesel fuel taxed include Biodiesel Blend B05+.

(4) Line items may not add to total due to rounding.

(5) Estimated. There can be no assurance that actual consumption will be realized in the amounts shown.

SOURCES: Fiscal Years 2004-2008: MDOT, based on Michigan Department of Treasury, Motor Fuel Consumption Report.
Fiscal Year 2009: MDOT

A number of factors, including but not limited to consumption changes resulting from increased gasoline prices, could impact future results.

Michigan's economy, like the national economy, declined in 2008. Broad national trends, including the downturn in the housing market, credit crunch, higher than normal unemployment, low consumer confidence and falling consumer spending, have and are expected to act as a drag on the State's economy through 2010. The majority of the Department's state revenues are derived from motor fuel tax and vehicle registration revenues. Declines in these revenue sources have occurred during the economic downturn and during periods of rising fuel costs.

Motor Vehicle Registration Taxes

A Motor Vehicle Registration Tax (the "Registration Tax") is paid by the owner of each registered motor vehicle at the time license plates are issued by the Michigan Department of State. Registration Tax receipts are deposited daily and promptly credited to the MTF. The Registration Taxes on trucks and other commercial vehicles are established by legislative formula generally based on vehicle weight.

Since October 1, 1983, the tax basis for passenger vehicles has been a value basis. Such vehicles are taxed at the rate of 0.5% of base purchase price, or value if purchased out of State, with a descending scale for the second, third and fourth years at 90% of the previous year's rate and with the rate thereafter

fixed at the rate for the fourth year. Reduced Registration Taxes are charged on farm vehicles, hearses, ambulances, public service vehicles and historical vehicles, among others.

The number of registered vehicles for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated numbers for fiscal year ending September 30, 2009, are set forth below.

Table 4

**Registered Motor Vehicles
Fiscal Years 2004-2009
(in thousands)**

<u>Fiscal Year Ended September 30</u>	<u>Passenger Vehicles</u>	<u>Commercial Vehicles</u>	<u>Other Vehicles</u>	<u>Total Vehicles⁽¹⁾</u>	<u>% Annual Increase/(Decrease)</u>
2004	6,646	1,692	1,353	9,692	(2.4)
2005	6,907	1,281	508	8,695	(10.3)
2006	6,998	1,092	416	8,506	(2.2)
2007	7,402	722	421	8,546	0.5
2008	7,304	575	408	8,287	(3.0)
2009 ⁽²⁾	7,232	540	408	8,180	(1.3)

(1) Line items may not add to total due to rounding.

(2) Estimated. There can be no assurance that actual registrations will be realized in the amounts shown.

SOURCES: Fiscal Years 2004-2008: Michigan Department of State, Annual Vehicle Registration Report.
Fiscal Year 2009: MDOT and Michigan Department of State.

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The Registration Tax revenues for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated amounts for fiscal year ending September 30, 2009, are set forth below.

Table 5
Motor Vehicle Registration Tax Revenues⁽¹⁾
Fiscal Years 2004-2009
(in millions)

Fiscal Year Ended September 30	Passenger Vehicles	Commercial Vehicles	Other Vehicles	Total Vehicles ⁽²⁾	% Annual Increase/(Decrease)
2004	\$ 541.2	\$ 266.9	\$ 126.2	\$ 934.3	10.3
2005	585.5	243.5	33.1	862.1	(7.7)
2006	608.0	230.2	26.0	864.2	0.2
2007	650.0	199.8	25.6	875.3	1.3
2008	645.7	181.4	21.6	848.7	(3.0)
2009 ⁽³⁾	680.0	132.7	25.3	838.0	(1.3)

(1) Registration Tax Revenues shown above differ from Registration Taxes as shown in Table 1 and Table 9 due to the Michigan Department of State reporting on a cash basis in contrast to the State Department of Management and Budget reporting on an accrual basis.

(2) Line items may not add to total due to rounding

(3) Estimated. There can be no assurance that actual revenues will be generated in the amounts shown.

SOURCES: Fiscal Years 2004-2008: Michigan Department of State, Annual Motor Vehicle Registration Report.
 Fiscal Year 2009: MDOT and Michigan Department of State.

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Miscellaneous Fees

Miscellaneous Fees include motor vehicle title fees, special license plate registration taxes (not based on vehicle weight, purchase price or value), and license plate transfer fees paid by the vehicle owner to the Michigan Department of State. The title and license plate transfer fees are usually occasioned by the purchase of a new or used vehicle. Upon receipt by the Michigan Department of State, such funds are deposited daily and promptly credited to the Transportation Fund. Miscellaneous fees for the fiscal years ended September 30, 2004 through September 30, 2008, and estimated fees for fiscal year ending September 30, 2009, are set forth below.

Table 6
Miscellaneous Fee Revenues
Fiscal Years 2004-2009
(in millions)

<u>Fiscal Year Ended September 30</u>	<u>Miscellaneous Fees</u>
2004	\$ 51.4
2005	37.3 ⁽¹⁾
2006	36.0 ⁽¹⁾
2007	35.7 ⁽²⁾
2008	36.2 ⁽³⁾
2009 ⁽⁴⁾	34.6 ⁽³⁾

-
- (1) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 141 P.A. of 2005, to pay costs of collection of these fees and taxes.
- (2) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 70 P.A. of 2007 and Act 71 P.A. of 2007, to pay costs of collection of these fees and taxes.
- (3) The expeditious treatment fee and the registration fees deposited into the MTF were redirected to the transportation administration collection fund in accordance with Act 280 P.A. of 2008 and Act 281 P.A. of 2008, to pay costs of collection of these fees and taxes.
- (4) Estimated. There can be no assurance that the actual revenues will be generated in the amounts shown.

SOURCES: Fiscal years 2004-2008: Michigan Department of Management and Budget, Annual Financial Reports and annual reports of MDOT. Fiscal year 2009: MDOT, and Michigan Department of Treasury, Economic and Revenue Forecasting Division, Michigan Transportation Revenue Estimates.

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STATEMENT OF OUTSTANDING OBLIGATIONS

The following table shows the amounts of State bonds issued under Section 18b of Act 51 payable from the State Trunk Line Fund and the Comprehensive Transportation Fund and outstanding as of September 30, 2004, 2005, 2006, 2007, 2008 and 2009. The table excludes the Refunded Bonds and the Economically Refunded Bonds.

Table 7
Act 51 Bonds as of September 30, 2004-2009,
(in thousands) ^{(1) (2)}

	<u>2004</u>	<u>2005</u>	<u>2006⁽³⁾</u>	<u>2007⁽⁴⁾</u>	<u>2008</u>	Pro Forma as of September <u>30, 2009</u>
State Trunk Line Fund Bonds ⁽⁵⁾	\$1,055,645	\$1,402,587	\$1,622,979	\$1,597,573	\$1,547,445	\$1,494,734 ⁽⁸⁾
Comprehensive Transportation Bonds ⁽⁶⁾	<u>\$ 267,655</u>	<u>\$ 249,170</u>	<u>\$ 265,840</u>	<u>\$ 245,610</u>	<u>\$ 224,335</u>	<u>\$ 216,235</u>
Grant Anticipation Obligations ⁽⁷⁾	-----	-----	-----	<u>\$485,115</u>	<u>\$485,115</u>	<u>\$763,520</u>
Total Act 51 Bonds	<u>\$1,323,300</u>	<u>\$1,651,757</u>	<u>\$1,888,819</u>	<u>\$2,328,298</u>	<u>\$2,256,895</u>	<u>\$2,474,489</u>

(1) Includes the accretion value of capital appreciation bonds.

(2) Does not include any previously refunded bonds.

(3) Does not include \$84.0 million in grant anticipation bonds outstanding in four series as of September 30, 2006 secured by Federal Highway Administration Grant revenues and amortizing on September 15 in the years 2006 through 2009.

(4) Does not include \$32.0 million in grant anticipation bonds outstanding in four series as of September 30, 2007 secured by Federal Highway Administration Grant revenues and amortizing on September 15 in the years 2006 through 2009. This \$32.0 million outstanding was subsequently paid off on November 7, 2007.

(5) Secured by State Trunk Line Fund revenues.

(6) Secured by Comprehensive Transportation Fund revenues.

(7) Secured by Federal Highway Administration Grant revenues.

(8) Does not include the Bonds.

SOURCE: MDOT

DEBT SERVICE ON THE OUTSTANDING BONDS AND THE BONDS

The debt service requirements for the Bonds and the Outstanding Bonds (excluding the Refunded Bonds and the Economically Refunded Bonds), which will constitute all bond debt service payable from the State Trunk Line Fund upon the issuance of the Bonds are set forth on the following table.

Table 8
State Trunk Line Fund
Annual Debt Service Requirements for the Outstanding Bonds and the Bonds
Fiscal Years 2009-2027

<u>Fiscal Year</u> Ending <u>September 30</u>	<u>The Bonds</u>			<u>Total</u> <u>Debt</u> <u>Service</u>	<u>Total Debt</u> <u>Service on the</u> <u>Outstanding Bonds</u> <u>and the Bonds⁽¹⁾</u>
	Debt Service on <u>Outstanding</u> <u>Bonds⁽¹⁾</u>	<u>Principal</u> <u>Requirements</u>	<u>Interest</u>		
2010	\$ 156,504,685	\$ 0	\$ 3,617,427	\$ 3,617,427	\$ 160,122,111
2011	152,849,849	0	7,316,144	7,316,144	160,165,993
2012	152,846,399	0	7,316,144	7,316,144	160,162,543
2013	152,816,419	0	7,316,144	7,316,144	160,132,563
2014	152,771,331	0	7,316,144	7,316,144	160,087,475
2015	152,958,288	0	7,316,144	7,316,144	160,274,432
2016	152,915,419	0	7,316,144	7,316,144	160,231,563
2017	152,915,988	0	7,316,144	7,316,144	160,232,132
2018	152,891,719	5,000	7,316,019	7,321,019	160,212,738
2019	152,860,975	0	7,315,894	7,315,894	160,176,869
2020	72,487,506	35,830,000	6,420,144	42,250,144	114,737,650
2021	72,451,688	33,760,000	4,680,394	38,440,394	110,892,081
2022	72,426,681	35,485,000	2,949,269	38,434,269	110,860,950
2023	66,092,000	11,430,000	1,776,394	13,206,394	79,298,394
2024		12,020,000	1,190,144	13,210,144	13,210,144
2025		12,635,000	575,331	13,210,331	13,210,331
2026		2,620,000	195,972	2,815,972	2,815,972
2027		2,750,000	65,463	2,815,463	2,815,463

(1) Excludes the Refunded Bonds and the Economically Refunded Bonds as defined under "SECURITY FOR THE BONDS – Outstanding Bonds and Additional Bonds."

Note: Totals may not add due to rounding.

SOURCE: MDOT.

HISTORICAL AND PROJECTED DEBT SERVICE COVERAGE ON THE BONDS AND THE OUTSTANDING BONDS

The following tables show the estimated coverage of maximum future annual debt service on the Bonds and the Outstanding Bonds (excluding the Refunded Bonds and the Economically Refunded Bonds) by the constitutionally restricted revenues credited to the State Trunk Line Fund, and the amounts of non-federal funds available, after payment of actual debt service, for transportation program costs of the State Trunk Line Fund during the fiscal years ended September 30, 2004 through 2008, and estimated amounts for fiscal year ending September 30, 2009. (See "SECURITY FOR THE BONDS" and "SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN CONSTITUTION, ACT 51, AND THE RESOLUTION.")

Table 9

**State Trunk Line Fund Historical Pro Forma
Debt Service Coverage on the Bonds and the Outstanding Bonds
(in millions)**

Constitutionally Restricted						
Transportation Fund Revenues:	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009⁽¹⁾</u>
Motor Fuel Taxes	\$ 1,073.3	\$1,069.1	\$1,055.3	\$1,027.8	\$ 989.3	\$ 962.4
Registration Taxes	933.8	863.4	867.7	871.7	855.0	838.0
Miscellaneous Fees	<u>51.4</u>	<u>37.3</u>	<u>36.0</u>	<u>35.7</u>	<u>36.2</u>	<u>34.6</u>
Total	\$ 2,058.4	\$1,969.8	\$1,959.0	\$1,935.3	\$1,880.6	\$1,835.0
Less Deductions:	<u>350.5⁽⁴⁾</u>	<u>366.0</u>	<u>388.2</u>	<u>375.9</u>	<u>371.5</u>	<u>367.3</u>
Constitutionally Restricted Revenues Available for Distribution by Formula	<u>\$ 1,707.9</u>	<u>\$1,603.8</u>	<u>\$1,570.8</u>	<u>\$1,559.4</u>	<u>\$1,509.1</u>	<u>\$1,467.7</u>
Constitutionally Restricted Revenues Transferred by Formula	\$ 702.4	\$ 647.7	\$ 628.1	\$ 621.8	\$ 601.5	\$ 587.2
Additional Constitutionally Restricted Revenues ⁽²⁾	<u>\$ 118.5</u>	<u>\$ 118.5</u>	<u>\$ 118.7</u>	<u>\$ 119.1</u>	<u>\$ 119.1</u>	<u>\$ 119.3</u>
Total	<u>\$ 820.9</u>	<u>\$ 766.2</u>	<u>\$ 746.8</u>	<u>\$ 740.9</u>	<u>\$ 720.6</u>	<u>\$ 706.5</u>
Maximum Future Annual Debt Service on the Bonds and the Outstanding Bonds ⁽³⁾⁽⁵⁾	\$ 160.3	\$ 160.3	\$ 160.3	\$ 160.3	\$ 160.3	\$160.3
Debt Service Coverage ⁽⁵⁾	5.1x	4.8x	4.7x	4.6x	4.5x	4.4x

- (1) Estimated. There can be no assurance that the actual revenues will be realized in the amounts shown.
- (2) Includes distribution to the State Trunk Line Fund for subsequent allocation to the Local Program Fund, the Transportation Economic Development Fund and debt service.
- (3) Excludes the Prior Bonds and Refunded Bonds as defined under "SECURITY FOR THE BONDS-Outstanding Bonds and Additional Bonds."
- (4) The apportionment of Michigan Transportation Fund (MTF) money distributed to the Comprehensive Transportation Fund was reduced by \$10 million in Fiscal Year 2004 in accordance with Act 151 P.A. of 2003. The \$10 million was given to the State Trunk Line Fund for capacity improvements to state trunk lines.
- (5) Preliminary, subject to change.

Note: Line items may not add to totals due to rounding.

SOURCES: Fiscal years 2004 -2008: State Department of Management and Budget Annual Financial Report and annual reports of MDOT.

Fiscal year 2009: MDOT and Michigan Department of Treasury, Economic and Revenue Forecasting Division, Michigan Transportation Revenue Estimates.

Table 10

**State Trunk Line Fund
Funds Available for Program after Debt Service
(in Millions)**

	<u>2004</u>	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009⁽¹⁾</u>
Constitutionally Restricted Revenues Available for Debt Service	\$ 820.9	\$ 766.2	\$ 746.8	\$ 740.9	\$ 720.6	\$ 706.5
Actual Debt Service	<u>67.8</u>	<u>74.5</u>	<u>94.6</u>	<u>104.8</u>	<u>135.0</u>	<u>135.7</u>
Constitutionally Restricted Revenues Available After Debt Service	\$ 753.1	\$ 691.7	\$ 652.2	\$ 636.1	\$ 585.6	\$ 570.8
Additional Nonfederal Revenues ⁽²⁾	<u>42.2</u>	<u>58.9</u>	<u>51.4</u>	<u>295.2</u>	<u>45.3</u>	<u>46.1</u>
Total Nonfederal Revenues Available After Debt Service for Program	<u>\$ 795.3</u>	<u>\$ 750.6</u>	<u>\$ 703.6</u>	<u>\$ 931.3</u>	<u>\$ 630.8</u>	<u>\$ 616.9</u>

(1) Estimated. There can be no assurance that the actual amounts will be generated in the amounts shown.

(2) Includes State Trunk Line Fund investment earnings, sales of assets, and miscellaneous revenues as well as MTF other revenues.

Note: Line items may not add to totals due to rounding.

SOURCES: Fiscal Years 2004-2008: MDOT.

Fiscal Year 2009: MDOT and Michigan Department of Treasury, Economic and Revenue Forecasting Division, Michigan Transportation Revenue Estimates.

**SUMMARY OF CERTAIN PROVISIONS OF THE MICHIGAN
CONSTITUTION, ACT 51, AND THE RESOLUTION**

The following is a summary of certain provisions of the Michigan Constitution of 1963, Act 51, and the Resolution. This summary does not purport to be a complete statement of all provisions of the documents summarized, and reference is made to said documents for a complete statement of the provisions thereof.

Transportation Tax Provisions of the Michigan Constitution

Section 9 of Article IX of the Michigan Constitution provides as follows:

All specific taxes, except general sales and use taxes and regulatory fees, imposed directly or indirectly on fuels sold or used to propel motor vehicles upon highways and to propel aircraft and on registered motor vehicles and aircraft shall, after the payment of necessary collection expenses, be used exclusively for transportation purposes as set forth in this section.

Not less than 90 percent of the specific taxes, except general sales and use taxes and regulatory fees, imposed directly or indirectly on fuels sold or used to propel motor vehicles upon highways and on registered motor vehicles shall, after the payment of necessary collection expenses, be used exclusively for the transportation purposes of planning, administering, constructing, reconstructing, financing, and maintaining state, county, city, and village roads, streets, and bridges designed primarily for the use of motor vehicles using tires, and reasonable appurtenances to those state, county, city and village roads, streets and bridges.

The balance, if any, of the specific taxes, except general sales and use taxes and regulatory fees, imposed directly or indirectly on fuels sold or used to propel motor vehicles upon highways and on registered motor vehicles, after the payment of necessary collection expenses; 100 percent of the specific taxes, except general sales and use taxes and regulatory fees, imposed directly or indirectly on fuels sold or used to propel aircraft and on registered aircraft, after the payment of necessary collection expenses; and not more than 25 percent of the general sales taxes, imposed directly or indirectly on fuels sold to propel motor vehicles upon highways, on the sale of motor vehicles, and on the sale of the parts and accessories of motor vehicles, after the payment of necessary collection expenses; shall be used exclusively for the transportation purposes of comprehensive transportation purposes as defined by law.

The legislature may authorize the incurrence of indebtedness and the issuance of obligations pledging the taxes allocated or authorized to be allocated by this section, which obligations shall not be construed to be evidence of State indebtedness under this constitution.

Act 51

Allocation of Tax Proceeds

Act 51 provides for the distribution of funds received by the State for transportation purposes. Section 10 of Act 51 requires that all money received and collected under (a) Act 150, Public Acts of Michigan, 1927, as amended, being gasoline, diesel fuel and liquefied petroleum gas taxes (see “SOURCES OF CONSTITUTIONALLY RESTRICTED REVENUES OF THE MICHIGAN TRANSPORTATION FUND”), except a license fee provided in that act; (b) Sections 801 to 810 of Act 300, Public Acts of Michigan, 1949, as amended (Registration Taxes, title fees, special registration taxes and transfer fees) except a truck safety fund fee; and (c) Act 254, Public Acts of Michigan, 1933, as amended (taxes on trailers and common carriers) be deposited into the State Treasury to the credit of the Transportation Fund. Except for investment income or profit from investing moneys of the Transportation Fund which are deposited therein, no other moneys from any other source are deposited into the Transportation Fund.

Before distributions are made from the Transportation Fund pursuant to the formula outlined below, the following distributions must be made: (a) payment of the amounts appropriated by the legislature for the necessary expenses incurred in the collection and administration of the transportation taxes and enforcement of the statutes described in the section hereof entitled “SOURCES OF CONSTITUTIONALLY RESTRICTED REVENUES OF THE MICHIGAN TRANSPORTATION FUND”; (b) payment of amounts equal to 2% of the net gasoline tax (excluding aircraft gasoline taxes),

which are credited to the Recreational Improvement Fund, and used to improve recreational facilities; and (c) payment of certain administrative costs of the State's transportation system.

Subsequent to these initial distributions, moneys remaining in the Transportation Fund are apportioned and appropriated as follows:

(a) Not more than \$3,000,000.00 as may be annually appropriated each fiscal year to the State Trunk Line Fund for subsequent deposit in the Railroad Grade Crossing Account.

(b) Not less than \$3,000,000.00 each year to the Local Bridge Fund created pursuant to PA 384 of 2004 subsection 5(a) of Section 10 of Act 51 for the purpose of payment of the principal, interest and redemption premium on any notes or bonds issued by the State Transportation Commission under former Section 11b of Act 51 or subsection 10 of Section 10 of Act 51.

(c) Revenue from 3 cents of the tax levied under section 8 of 2000 PA 403, MCL 207.1008, MCL 207.102, to the State Trunk Line Fund, county road commissions, and cities and villages in the percentages provided in subdivision (i).

(d) One-half of the revenue from 1 cent of the tax levied under section 8(1)(a) of 2000 PA 403, MCL 207.1008, to the State Trunk Line Fund for repair of state bridges under Section 11 of Act 51, and one-half of the revenue to the Local Bridge Fund.

(e) \$43,000,000.00 to the State Trunk Line Fund for debt service costs on State of Michigan projects.

(f) 10% to the Comprehensive Transportation Fund.*

(g) \$5,000,000.00 to the Local Bridge Fund.

(h) \$36,775,000.00 to the State Trunk Line Fund for subsequent deposit in the Transportation Economic Development Fund, and with first priority for allocation to debt service on bonds issued to fund Transportation Economic Development Fund Projects. In addition, \$3,500,000.00 is appropriated from the Michigan Transportation Fund to the State Trunk Line Fund for subsequent deposit in the Transportation Economic Development Fund to be used for economic development road projects in any of the targeted industries described in section 9(1)(a) of 1987 PA 231, MCL 247.909.

(i) Not less than \$33,000,000.00 as may be annually appropriated each fiscal year to the Local Program Fund created in Section 11e of Act 51.

(j) The balance of the Michigan Transportation Fund as follows, after deduction of the amounts appropriated in subparagraphs (a) through (i) and former section 11b of Act 51:

(i) 39.1% to the State Trunk Line Fund for the purposes described in Section 11 of Act 51.

(ii) 39.1% to the county road commissions of the State.

(iii) 21.8% to the cities and villages of the State.

* Public Act 151 of 2003 provided for a one-time \$10,000,000 transfer in fiscal year 2004 to the State Trunk Line Fund for capacity improvements to State Trunk Line highways.

Use of Pledged Specific Taxes and Limitations

Section 11 of Act 51 provides that money deposited in the State Trunk Line Fund is appropriated for the following purposes in the following order of priority:

(a) For the payment, but only from money restricted as to use by Section 9 of Article IX of the Michigan Constitution, of bonds, notes, or other obligations issued under Section 18b of Act 51 for Highway, Street and Road Purposes and which have pledged for their payment money deposited in the State Trunk Line Fund and the payment of contributions of the Commission to be made pursuant to contracts entered into under Section 18d of Act 51 which contributions are pledged to the payment of principal and interest on bonds issued under the authorization of Section 18d of Act 51. A sufficient portion of the Fund is irrevocably appropriated to pay, when due, the principal and interest on bonds or notes issued under Section 18b of Act 51 for Highway, Street and Road Purposes, and which have pledged for their payment money deposited in the State Trunk Line Fund and to pay the annual contributions of the Commission as are pledged for the payment of bonds issued pursuant to contracts authorized by Section 18d of Act 51. (Section 11 of Act 51 also identifies payments for contracts and bonds which have now been fully paid and with respect to which the statutory authority to issue obligations has been repealed. Thus, currently, under Section 11 the payment of principal and interest on bonds issued under Section 18b of Act 51 and contract obligations issued under Section 18d of Act 51 have first priority for payments from the State Trunk Line Fund.)

(b) For the transfer of funds appropriated pursuant to Section 10(1)(g) of Act 51 to the Transportation Economic Development Fund, but the transfer shall be reduced each fiscal year by the amount of debt service to be paid in that year from the State Trunk Line Fund for bonds, notes, or other obligations issued to fund projects of the Transportation Economic Development Fund, which amount shall be certified by MDOT.

(c) For the transfer of funds appropriated pursuant to Section 10(1)(a) of Act 51 to the Railroad Grade Crossing Account in the State Trunk Line Fund for expenditure to meet the cost, in whole or in part, of providing for the improvement, installation, and retirement of new or existing safety devices at railroad grade crossings on public roads and streets subject to the procedures set forth on Act 51.

(d) For the total operating expenses of the State Trunk Line Fund for each fiscal year as appropriated by the legislature.

(e) For the maintenance of the State Trunk Line highways and bridges.

(f) For the opening, widening, improving, construction and reconstruction of state trunk line highways and bridges, including the acquisition of necessary rights of way and the work incidental to that opening, widening, improving, construction or reconstruction. Those sums in the State Trunk Line Fund not otherwise appropriated, distributed, determined or set aside by law shall be used for the construction or reconstruction of the national system of interstate and defense highways, referred to in Act 51 as “the interstate highway system” to the extent necessary to match federal aid funds as the federal aid funds become available for that purpose; and, for the construction and reconstruction of the State Trunk Line system.

(g) MDOT may enter into agreements with county road commissions and with cities and villages to perform work on a highway, road or street. MDOT also may contract with a county road commission, city and village to advance money to a county road commission, city and village to pay their costs of improving railroad grade crossings on the terms and conditions agreed to in the contract. A contract may be executed before or after the Commission borrows money for the purpose of advancing money to a county road commission, city, or village, but the contract shall be executed before the advancement of any money to a county road commission, city or village by the commission and shall

provide for the full reimbursement of any advancement by a county road commission, city or village to MDOT, with interest, within 15 years after advancement, from any available revenue sources of the county road commission, city or village or, if provided in the contract, by deduction from the periodic disbursements of any money returned by the State to the county road commission, city or village.

- (h) For providing inventories of supplies and materials required for the activities of MDOT.

Issuance of Bonds and Notes

The State may borrow money and issue bonds and notes pursuant to Section 18b of Act 51 for the following transportation purposes:

- (a) To pay all or any portion of, or to make loans, grants or contract payments to pay all or any portion of, any capital costs for the purposes described in Section 9 of Article IX of the Michigan Constitution, including the funding of State Trunk Line Fund projects and Transportation Economic Development Fund projects.

- (b) To pay the principal or the principal and interest on notes issued for transportation purposes.

- (c) If the Commission considers refunding to be expedient, to refund bonds payable from money in the State Trunk Line Fund or the Comprehensive Transportation Fund or received or to be received from the Motor Vehicle Highway Fund or the Transportation Fund regardless of when the refunded bonds were issued, by the issuance of new bonds, whether or not the bonds to be refunded have matured or are subject to prior redemption or are to be paid, redeemed or surrendered at the time of issuance of the refunding bonds; and to issue new bonds partly to refund bonds or pay notes then outstanding and partly for any other transportation purpose authorized by Act 51.

- (d) To pay all costs relating to the issuance of bonds permitted by Section 18b of Act 51 including funding capitalized interest and debt service reserves.

In addition Act 51 permits issuance by the State of notes payable from money deposited in the State Trunk Line Fund subject to the same limitations on the amount that may be issued as are applicable to the Additional Bonds. The State may issue notes in anticipation of the issuance of grants and in anticipation of bonds which, to the extent they do not pledge the deposits in the State Trunk Line Fund, are not subject to the debt service limitations described below. Any bonds to be issued to pay such notes would, however, be subject to such limitations.

Bonds or notes issued for Highway, Street and Road Purposes under Section 18b of Act 51 can be issued only after authorization by resolution of the Commission, which resolution (except with respect to grant or bond anticipation bonds or notes) shall contain, among other items, an irrevocable pledge providing for the payment of all or part of the principal and interest on such bonds from money restricted as to use by Section 9 of Article IX of the Michigan Constitution and which is deposited or to be deposited in the State Trunk Line Fund.

Section 18d of Act 51 also permits the Commission to enter into contracts with county road commissions, cities or villages providing for the construction or reconstruction of highways, including limited access highways, under the jurisdiction and control of one of the contracting parties. Under Section 18d, the Commission is authorized to issue bonds payable from an irrevocable pledge of the receipts by each of the contracting parties of funds allocated and distributed to it from the Transportation Fund. As described above, any contractual obligation of the State under Section 18d is to be paid as a first priority from the funds deposited in the State Trunk Line Fund, on a parity basis with all other Section 18d contract obligations of the State, and on a parity basis with the obligations of the State to pay debt service on bond and notes issued under Section 18b for Highway Street and Road Purposes and

payable from money deposited to the State Trunk Line Fund, including the Bonds. The obligation of the State to pay debt service on bonds issued under Section 18d is limited to the amount of the State's contractual obligation, with the balance of the debt service to be paid from the funds pledged by the other contracting parties.

The State may issue bonds or notes under Section 18b of Act 51 for Highway, Street and Road Purposes and payable from money deposited to the State Trunk Line Fund, or enter into contractual obligations under Section 18d only to the extent that the maximum annual debt service on bonds or notes issued under Section 18b for Highway, Street and Road Purposes together with the amounts contractually pledged by the State for debt service on bonds issued under Section 18d (excluding bonds which have been refunded or for the refunding of which refunding bonds have been sold, and excluding debt service not payable from the State Trunk Line Fund) does not exceed 50% of the total amount of money constitutionally restricted to use for transportation purposes and deposited in the State Trunk Line Fund during the State fiscal year (October 1 to September 30) immediately preceding the issuance of the bonds or notes.

Act 51 allows the State to utilize techniques such as grant anticipation notes and variable rate demand bonds in its transportation financing program. If such bonds or notes are subject to payment or purchase on demand or prior to maturity at the option of the holder, and the obligation of the State to make payment or effect purchases on demand or prior to maturity at the option of the holder is limited to the proceeds of one or more additional security devices (such as letters of credit or bond purchase agreements) and is not payable from constitutionally restricted funds deposited in the State Trunk Line Fund, then, for purposes of computing maximum annual principal and interest requirements as described in the preceding paragraph, the principal and interest on the bonds or notes subject to payment or purchase on demand or prior redemption at the option of the holder shall be disregarded and the maximum annual principal and interest requirements which would arise with respect to the repayment of the proceeds of the additional security device shall be substituted therefor.

Section 18l of the Act 51 permits the borrowing of funds in anticipation of the receipt of federal aid under the Intermodal Surface Transportation Efficiency Act of 1991, also under a resolution consistent with the requirements of Section 18b of Act 51.

The Resolution

Establishment of Funds and Accounts

The Resolution requires the establishment of the following funds and accounts in the State Treasury: (a) the 2009 State Trunk Line Bond Proceeds Fund (the "2009 Bond Proceeds Fund"); and (b) the 2009 Bond Payment Account (the "2009 Bond Payment Account") in the combined State Trunk Line Bond and Interest Redemption Fund (the "Bond Payment Fund"). The Resolution provides that the proceeds of the sale of the Bonds shall be deposited as follows:

A. All accrued interest, if any, received on delivery of the Bonds shall be deposited in the 2009 Bond Payment Account and used to pay interest on the Bonds on the first interest payment date;

B. The balance of the net proceeds shall be deposited in the 2009 Bond Proceeds Fund and used to pay costs related to the issuance of the Bonds, the refunding of the Prior Bonds, the costs of the Projects and, as the Director may direct, rebate obligations to the United States Government.

In accordance with Act 51, the Resolution creates an irrevocable pledge for the payment of the principal of, and interest on the Bonds as the same become due, of sufficient money restricted as to use by Section 9 of Article IX of the Michigan Constitution and deposited by law in the State Trunk Line Fund. This pledge creates a first lien against the money so deposited in the State Trunk Line Fund for the

payment of principal of and interest on the Bonds, on a parity with the debt service requirements on the Outstanding Bonds and any Additional Bonds which may hereafter be issued under the conditions and limitations prescribed in Act 51. The Resolution provides that there shall be deposited into the 2009 Bond Payment Account sufficient moneys (together with funds then on deposit in the account) allocated to the State Trunk Line Fund to pay, as the same becomes due by maturity, redemption prior to maturity or otherwise, the principal, redemption premiums, if any, and interest on the Bonds, and sufficient amounts to pay the fees and expenses of the Transfer Agent. On or before each date specified for the payment of principal, premium, if any, and/or interest on the Bonds, the State Treasurer shall transfer from the 2009 Bond Payment Account sufficient immediately available funds to pay the principal, premium, if any, and/or interest, respectively, due, whether by maturity, redemption prior to maturity, or otherwise, on such date to the Transfer Agent or the holders of the Bonds if the State Treasurer is the acting Transfer Agent. Periodically, the State Treasurer shall pay the fees and expenses of the Transfer Agent, if any, from the 2009 Bond Payment Account.

Money in the 2009 Bond Payment Account shall, if deposited therein prior to the date it is required to be transferred to the Transfer Agent or paid to the holders of the Bonds, be held as part of the State's Common Cash Fund and as nearly as may be practicable, be continuously invested and reinvested by the State Treasurer in such investments as are permitted and authorized by law and described below. Investments of money in the 2009 Bond Payment Account shall be deemed at all times to be part of the 2009 Bond Payment Account, and the interest accruing thereon and any loss or profit realized from such investment shall be applied to the 2009 Bond Payment Account. Permitted investments include:

1. Certificates of deposit of eligible financial institutions.
2. Bonds, notes, and other evidences of indebtedness of the United States Government and its agencies (or funds composed of such obligations or fully collateralized repurchase agreements with respect thereto).
3. Prime commercial paper.
4. Emergency loans to municipalities.

Investments of money in the 2009 Bond Proceeds Fund and the interest accruing thereon and any loss or profit realized from such investment shall be applied to the appropriate account in the 2009 Bond Proceeds Fund.

Designation, Removal, Resignation and Replacement of Transfer Agent

The Resolution provides that so long as the Bonds remain in the book-entry-only system, the State Treasurer (or a bank or trust company appointed by the State Treasurer) shall perform the duties of Transfer Agent for the Bonds. In the event DTC discontinues the book-entry-only system or the Director determines that the continuation of the system of book-entry-only transfers through DTC (or a successor securities depository) is not in the best interests of the Beneficial Owners of the Bonds, or the State, the Director will notify the Transfer Agent and the Transfer Agent will direct DTC to make Bond certificates available to the Beneficial Owners through DTC. In such event, the Transfer Agent shall transfer and exchange Bonds as requested by DTC of like tenor principal amount, series, maturity, and interest rate in authorized denominations to the identifiable Beneficial Owners in replacement of the beneficial interests of such Beneficial Owners in the Bonds. In addition, the State Treasurer shall, in such event, appoint a successor Transfer Agent.

Any Transfer Agent other than the State Treasurer may resign by giving not less than 90 days' prior written notice to the State Treasurer, and the State Treasurer may remove the successor Transfer Agent by giving not less than 90 days' prior written notice to the successor Transfer Agent, but no

resignation shall be effective until the appointment of a successor Transfer Agent. In such event, the State Treasurer shall designate a successor Transfer Agent and shall mail notice of the appointment of the successor Transfer Agent to each registered owner of the Bonds not less than 60 days prior the first interest payment date for which the appointment is effective. Upon the appointment of a successor Transfer Agent, the predecessor Transfer Agent shall transfer all money and funds, the registration books, and all other documents and instruments relating to the Bonds held by it as Transfer Agent to the successor Transfer Agent.

Amendment of the Resolution

The Resolution provides that the Commission and the Director may amend the Resolution, without the consent of the holders of any Bonds, (i) to increase or decrease the amount of Bonds which may be issued thereunder, (ii) to provide for the issuance of Bonds thereunder to refund any Bonds then outstanding thereunder, (iii) to cure any ambiguity or defect in the form of the Resolution, (iv) to maintain the exclusion of interest on the Bonds from gross income for federal income tax purposes, and (v) to make any other changes therein determined in good faith by the Commission to be not to the detriment of the holders of the Bonds.

Exclusive of amendments undertaken pursuant to the preceding paragraph, the holders of not less than 51% in the aggregate principal amount of the Bonds outstanding shall have the right to consent to the adoption by the Commission and the Director of such amendments to the Resolution as shall be deemed necessary and desirable by the Commission and the Director and as are approved in writing by the bond insurer, if any; provided, however, that nothing contained in the Resolution permits, or should be construed as permitting, (i) an extension of the maturity of the principal of or the interest on any Bond, (ii) a reduction in the principal amount of any Bond or the rate of interest or principal appreciation thereon, (iii) a privilege or priority of any Bond or Bonds over any other bond or Bonds, or (iv) a reduction in the aggregate principal amount of the Bonds required for consent to an amendment to the Resolution. With respect to any Insured Bond (as defined in the Resolution), the Resolution provides that the consent of the bond insurer, if any, shall constitute consent of the holder of such Insured Bond for purposes of this paragraph.

If the Commission and the Director shall propose to adopt an amendment to the Resolution requiring consent of the Bondholders, the Director shall have notice of the proposed adoption of the amendment mailed to the bond insurer, if any, and to each registered holder at the registered address as shown on the registration books kept by the Transfer Agent. Such notice shall briefly set forth the nature of the proposed amendment and shall state that copies thereof are on file at the principal office of the Transfer Agent for inspection by all Bondholders. If within six months following the mailing of such notice, the bond insurer, if any, and the holders of not less than 51% in aggregate principal amount of the Bonds outstanding (determined as provided in the Resolution) at the time of the mailing of such notice consent in writing to the adoption thereof, upon the adoption of the amendment to the Resolution, the Resolution will then be so amended.

Nothing contained in the Resolution shall in any way be construed to prevent the issuance of bonds or notes for any purpose authorized by law, within and subject to the limitations provided by Act 51.

Defeasance of the Bonds

If all the Bonds (i) shall have become due and payable in accordance with their terms, or (ii) are to be paid at their maturity or maturities, or (iii) if to be redeemed prior to maturity, shall have been duly called for redemption or irrevocable instructions to call the Bonds for redemption shall have been given to the Transfer Agent by the Director, and the whole amount of the principal of and the interest and the premium, if any, so due and payable upon all of the Bonds then outstanding shall be paid or sufficient

cash, or cash and non-callable direct obligations of, or non-callable obligations fully guaranteed by, the United States Treasury and non-callable obligations of agencies of the United States of America, including, without limitations, obligations of the Federal National Mortgage Association, Government National Mortgage Association, Federal Financing Bank, Federal Intermediate Credit Banks, Federal Bank for Cooperatives, Federal Land Banks, Federal Home Loan Banks, Farmers Home Administration, Export-Import Bank of the United States, Student Loan Marketing Association, United States Postal Service, Tennessee Valley Authority or Federal Home Loan Mortgage Corporation or any other agency or corporation which has been or is hereafter created pursuant to an act of Congress of the United States as an agency or instrumentality of the United States of America (“Government Obligations”), or specifically maturing interests in a fund composed entirely of Government Obligations, the principal of and the interest on which without reinvestment, when due and payable, will provide sufficient money for such payment, shall be segregated and held by the State Treasurer in the 2009 Bond Payment Account or by the Transfer Agent or other escrow agent in trust for the benefit of the holders of the Bonds, then and in that case the Resolution shall be defeased and terminated and all obligations of the State of Michigan, the Commission and the Director thereunder and under Act 51 with respect to the Bonds shall thereupon cease; provided, that the applicable provisions of the Resolution pertaining to the payment of the principal of and interest and redemption premium, if any, on the Bonds, to redemption of Bonds and to the replacement, registration, transfer and exchange of Bonds and the covenant regarding the tax-exempt status of the Bonds shall be continued in force until such have been fully paid. On demand of the Director, any surplus in the 2009 Bond Payment Account other than money held for redemption or payment of the Bonds shall be transferred to the State Trunk Line Fund.

Bonds or portions of Bonds for which cash or cash and Government Obligations, or specifically maturing interests in a fund composed entirely of Government Obligations (including principal of and interest thereon), shall be segregated and held by the State Treasurer, Transfer Agent or other escrow agent in trust for the holders of said Bonds or portions of Bonds sufficient to pay all principal, premium, if any, and interest through maturity or earlier specified redemption date for which notice shall have been duly given, or irrevocable instructions to give such notice shall have been given by the Director to the Transfer Agent, shall no longer be outstanding under the Resolution, and shall be deemed to be refunded, and the holders thereof shall have no further rights thereunder or under the Bonds except the right to receive payment from the cash or cash and Government Obligations held in trust as specified above. Bonds and interest payments on Bonds which have become due, and for the payment of which funds shall be held in trust by the Transfer Agent, or segregated and held in the 2009 Bond Payment Account by the State Treasurer, in trust for the holders of the Bonds or the persons entitled to receive said interest payments shall, on the date of maturity thereof, be deemed to be paid, and the holders of the Bonds and the person entitled to receive such interest shall have no further rights under the Resolution or under the Bonds except the right to receive payment from the funds held in trust as specified above.

All money and Government Obligations held by the State Treasurer, Transfer Agent or other escrow agent as described above shall be segregated and held in trust and applied to the payment, when due, of the Bonds and interest thereon payable therewith. If funds are held for the payment of Bonds, as described in the preceding two paragraphs, by the State Treasurer, the Resolution shall only be defeased, or the lien of the Resolution only be released with respect to such Bonds, if (i) such money and Government Obligations are held in trust for the sole and exclusive benefit of the registered owner of the Bonds (subject to the right of the State to require the release of moneys therefrom to the extent such moneys are not required for the payment of the applicable Bonds) and (ii) the registered owners of such Bonds have a valid and binding first lien and security interest in such money and Government Obligations held by the State Treasurer.

LEGAL MATTERS

Litigation

MDOT is a party to various legal proceedings seeking damages and other relief, including injunctive or mandatory relief. Such cases typically include, but are not limited to, cases alleging negligence in maintenance and design of State highways and cases seeking damages arising out of operations or from alleged changes or alteration of construction contract terms. The ultimate disposition of such legal proceedings is not presently determinable. In the opinion of the Attorney General, such legal proceedings appear unrelated to the issuance of the Bonds or the security therefor and are not expected to have an adverse effect upon the Bonds or security therefor.

The State of Michigan Comprehensive Annual Financial Report for the fiscal year ended September 30, 2008 (“CAFR”), incorporated in this Official Statement by reference, describes certain litigation and other legal proceedings against the State. The ultimate disposition of the legal proceedings described in the CAFR, and the potential impact thereof on the State's General Fund and cash position, is not presently determinable. In the opinion of the Attorney General, all such legal proceedings appear unrelated to the issuance of the Bonds or the security therefor and are not expected to have an adverse effect on the Bonds or security therefor.

Legality for Investment in Michigan

The Bonds are eligible for investment in the State by State banks, savings and loan associations and insurance companies.

Approval of Legality and Counsel Responsibility

The delivery of the Bonds is conditioned upon receiving, at the time of delivery, the approving opinions of the Attorney General of the State and of Dickinson Wright PLLC, Lansing, Michigan and Miller, Canfield, Paddock and Stone, P.L.C., Detroit and Lansing, Michigan (“Bond Counsel”) substantially in the forms attached hereto as Appendices II and III. Dickinson Wright PLLC and Miller, Canfield, Paddock and Stone, P.L.C. have in the past, are now, and may in the future represent the State of Michigan, the Michigan Department of Transportation and/or one or more of the Underwriters of the Bonds with respect to matters unrelated to the Bonds. Certain legal matters will be passed upon for the Underwriters by their counsel, Lewis & Munday, A Professional Corporation, Detroit and Lansing, Michigan.

TAX MATTERS

General

In the opinion of the Attorney General of the State of Michigan and in the opinion of Co-Bond Counsel, based on their examination of the documents described in their opinions, under existing law, as presently interpreted, the interest on the Bonds (a) is excluded from gross income for federal income tax purposes and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, it should be noted that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations. Their opinions are subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended (the “Code”), that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. These requirements include rebating certain earnings to the United States. Failure to comply with such requirements could cause the interest on the Bonds to be included in gross income retroactive to the date of issuance of the Bonds. The State has covenanted in the

Resolution to comply with all such requirements. They will express no opinion regarding other federal tax consequences arising with respect to the Bonds and the interest thereon. They are further of the opinion that under existing law, as presently interpreted, the Bonds and the interest thereon are exempt from all taxation provided by the laws of the State of Michigan except for estate taxes and taxes on gains realized on the sale, payment or other disposition thereof. After the date of issuance of the Bonds, Co-Bond Counsel will not undertake to determine (or to so inform any person) whether any actions taken or not taken, or any events occurring or not occurring, or any other matters coming to Co-Bond Counsel's attention, may adversely affect the exclusion from gross income for federal income tax purposes of interest on the Bonds or the market prices of the Bonds.

The opinions of the Attorney General of the State of Michigan and Co-Bond Counsel are based on current legal authority and cover certain matters not directly addressed by such authority. It represents the Attorney General's and Co-Bond Counsel's legal judgment as to the excludability of interest on the Bonds from gross income for federal income tax purposes but is not a guarantee of that conclusion. The opinion is not binding on the Internal Revenue Service ("IRS") or any court. Neither the Attorney General nor Co-Bond Counsel can give and have not given any opinion or assurance about the effect of future changes in the Code, the applicable regulations, the interpretations thereof or the enforcement thereof by the IRS.

There are additional federal tax consequences relative to the Bonds and the interest thereon. The following is a general description of some of these consequences but is not intended to be complete or exhaustive and investors should consult their tax advisors with respect to these matters. For federal income tax purposes: (a) tax-exempt interest, including interest on the Bonds, is included in the calculation of modified adjusted gross income required to determine the taxability of social security or railroad retirement benefits; (b) the receipt of tax-exempt interest, including interest on the Bonds, by life insurance companies may affect the federal income tax liabilities of such companies; (c) the amount of certain loss deductions otherwise allowable to property and casualty insurance companies will be reduced (in certain instances below zero) by 15% of, among other things, tax-exempt interest, including interest on the Bonds; (d) interest incurred or continued to purchase or carry the Bonds may not be deducted in determining federal income tax; (e) commercial banks, thrift institutions and other financial institutions may not deduct their costs of carrying certain obligations such as the Bonds; (f) interest on the Bonds will be included in effectively connected earnings and profits for purposes of computing the branch profits tax on certain foreign corporations doing business in the United States; (g) passive investment income, including interest on the Bonds, may be subject to federal income taxation for Subchapter S Corporations that have Subchapter C earnings and profits at the close of the taxable year if greater than 25% of the gross receipts of such Subchapter S Corporation is passive investment income; (h) holders acquiring the Bonds subsequent to initial issuance will generally be required to treat market discount recognized under Section 1276 of the Code as ordinary taxable income; and (i) the receipt or accrual of interest on the Bonds may cause disallowance of the earned income credit under Section 32 of the Code.

NO ASSURANCE CAN BE GIVEN THAT ANY FUTURE LEGISLATION OR CLARIFICATIONS OR AMENDMENTS TO THE CODE, WILL NOT CAUSE THE INTEREST ON THE BONDS TO BE SUBJECT DIRECTLY OR INDIRECTLY TO FEDERAL OR STATE OF MICHIGAN INCOME TAXATION, ADVERSELY AFFECT THE MARKET PRICE OR MARKETABILITY OF THE BONDS, OR OTHERWISE PREVENT THE HOLDERS FROM REALIZING THE FULL CURRENT BENEFIT OF THE STATUS OF THE INTEREST THEREON. FURTHER, NO ASSURANCE CAN BE GIVEN THAT ANY SUCH FUTURE LEGISLATION, OR ANY ACTIONS OF THE INTERNAL REVENUE SERVICE, INCLUDING BUT NOT LIMITED TO, SELECTION OF THE BONDS FOR AUDIT EXAMINATION, OR THE COURSE OR RESULTS OF ANY EXAMINATION OF THE BONDS, OR OTHER BONDS WHICH PRESENT SIMILAR TAX ISSUES, WILL NOT AFFECT THE MARKET PRICE OF THE BONDS.

Treatment of Discount and Premium

Original Issue Discount

Under existing law as presently interpreted, if the initial offering yield of a Bond as shown on the cover of this Official Statement is greater than the stated interest rate (such Bonds are hereinafter referred to as the “OID Bonds”), the difference between the initial offering prices to the public (excluding bond houses and brokers) of the OID Bonds and the amount payable at their maturity constitutes “original issue discount” for federal income tax purposes. Such discount is treated as interest excluded from federal gross income to the extent properly allocable to each registered owner of an OID Bond. The original issue discount accrues over the term to maturity of each such OID Bond on the basis of a constant interest rate compounded at the end of each six-month period (or shorter period from the date of original issue) with straight line interpolations between compounding dates. The amount of original issue discount accruing during such period is added to the adjusted basis of such OID Bonds to determine taxable gain upon disposition (including sale, redemption or payment on maturity) of such OID Bonds.

The Code contains provisions relating to the accrual of original issue discount in the case of purchasers of the OID Bonds who purchase such OID Bonds after the initial offering of a substantial amount of the OID Bonds. Owners who do not purchase such OID Bonds in the initial offering at the initial offering prices should consult their own tax advisors as to the tax consequences of the purchase of such OID Bonds. All holders of OID Bonds should consult their own tax advisors with respect to the allowance of a deduction for any loss on a sale or other disposition to the extent that such loss is attributable to accrued original issue discount.

Amortizable Bond Premium

For federal income tax purposes, if the initial offering yield of a Bond as shown on the cover of this Official Statement is less than the stated interest rate (such Bonds are hereinafter referred to as “Premium Bonds”), then the difference between an initial purchaser’s cost basis of the Premium Bonds and the amounts payable on the Premium Bonds (other than the payment of the stated interest thereon) constitutes an amortizable bond premium. Bonds other than the original Premium Bonds may also be subject to amortizable bond premium determined generally with regard to the taxpayer’s basis (for purposes of determining loss on sale or exchange) and the amount payable at maturity, or, in certain cases, on an earlier redemption date (such Bonds also being hereinafter referred to as “Premium Bonds”.) Such amortizable bond premium is not deductible from gross income, but is treated for federal income tax purposes as an offset of the amount of stated tax-exempt interest paid on the Premium Bonds, and is taken into account by certain corporations in determining adjusted current earnings for the purpose of computing the alternative minimum tax, which may also affect liability for the branch profits tax imposed by Section 884 of the Code.

In general, the amount of amortizable bond premium allocated to each “accrual period” is the excess of the stated interest on a Premium Bond allocable to such accrual period over the product of the bond purchaser’s adjusted acquisition price at the beginning of the accrual period multiplied by the discount rate that, which used in computing the present value of all remaining payments to be made on such Premium Bond (including stated interest) produces an amount equal to the holder’s basis in the Premium Bond. For purposes of this calculation, the adjusted acquisition price at the beginning of any accrual period is equal to the purchaser’s original basis in the Premium Bond decreased by (i) the amount of the bond premium amortized in prior accrual periods and (ii) the amount of any payments previously made on the Premium Bond other than payments of stated interest on such Premium Bond.

The amount of amortizable bond premium allocable to each taxable year is deducted from the bond purchaser’s adjusted basis on such Premium Bonds to determine taxable gain upon disposition (including sale, redemption or payment at maturity) of such bonds.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid after March 31, 2007 on tax-exempt obligations, including the Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification," or unless the recipient is one of a limited class of exempt recipients, including corporations. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding," which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an owner purchasing the Bonds through a brokerage account has executed a Form W-9 in connection with the establishment of such account no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner's federal income tax once the required information is furnished to the IRS.

Future Developments

Co-Bond Counsel's engagement with respect to the Bonds ends with the issuance of the Bonds and, unless separately engaged, Co-Bond Counsel is not obligated to defend MDOT in the event of an audit examination by the IRS. The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Bonds, under current IRS procedures, the IRS will treat MDOT as the taxpayer and the beneficial owners of the Bonds will have only limited rights, if any, to obtain and participate in judicial review of such audit.

INVESTORS SHOULD CONSULT WITH THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THEIR ACQUISITION, HOLDING OR DISPOSITION OF THE BONDS, INCLUDING THE TREATMENT OF ORIGINAL ISSUE DISCOUNT AND AMORTIZABLE BOND PREMIUM.

FINANCIAL INFORMATION

The financial information on the Michigan Transportation Fund and State Trunk Line Fund included herein as Appendix I has been excerpted from financial statements prepared by the Michigan Department of Management and Budget and audited by the State's Auditor General. The notes to such financial statements are not included in Appendix I.

Complete financial statements of all the State's funds as included in the State of Michigan Comprehensive Annual Financial Report prepared by the State's Department of Management and Budget are available upon request from the Department of Management and Budget, Office of Financial Management, State of Michigan, Lansing, Michigan 48909 and may be found by clicking on the "Financial Reports" button at www.michigan.gov/budget.

The State of Michigan Comprehensive Annual Financial Report for the fiscal year ended September 30, 2008, which was released December 31, 2008 and speaks only as of its date, and which has been filed with each Nationally Recognized Municipal Securities Information Repository and the State Information Depository for Michigan, is incorporated herein by this reference. That portion of the State's Official Statement for its \$222,080,000 State Building Authority 2009 Revenue Refunding Bonds, Series I (Facilities Program), dated August 13, 2009 and its \$45,795,000 Michigan Municipal Bond Authority

Local Government Loan Program Revenue Bonds, Series 2009C, dated September 3, 2009, contained in Appendix I thereto labeled “RETIREMENT FUNDS” which contains information on the states funded and unfunded retirement benefits, including pension benefits and other post-employment benefits (“OPEBs”), which Official Statement speaks only as of its date, has been filed with the Municipal Securities Rulemaking Board (“MSRB”) by electronic transmission through the Electronic Municipal Market Access (“EMMA”) Dataport of the MSRB, the MSRB is also incorporated herein by reference.

BOND RATINGS

The Bonds have been assigned a municipal bond rating of “Aa3” by Moody's Investors Service, Inc. (“Moody's”) and “AA+” by Standard & Poor's Ratings Service (a division of the McGraw-Hill Companies, Inc.) (“S&P”). No application was made to any other rating agency for the purpose of obtaining an additional rating on the Bonds. An explanation of the significance of a rating may be obtained only from the rating agency furnishing the same. There is no assurance that such ratings will prevail for any given period of time or that they will not be revised downward or withdrawn entirely by any one or more of such rating agencies if, in the judgment of any of them, circumstances so warrant. Any such downward revision or withdrawal of such ratings, or any of them, may have an adverse effect on the market price of the Bonds.

CONTINUING DISCLOSURE

General

The following is a summary of certain provisions of the Continuing Disclosure Agreement. This summary does not purport to be complete or definitive and is qualified in its entirety by reference to the full terms of the Continuing Disclosure Agreement.

The State will covenant for the benefit of the Bondholders and the Beneficial Owners (as defined below), pursuant to a Continuing Disclosure Agreement (the “Disclosure Agreement”) to be provided at Closing to the purchasers of the Bonds, to undertake continuing disclosure with respect to the Bonds. (“Beneficial Owner” means any person or entity which has or shares the power, directly or indirectly, to make investment decisions concerning ownership of any Bonds (including any person holding Bonds through nominees, depositories or other intermediaries)). These covenants are made to assist the purchasers of the Bonds and registered brokers, dealers and municipal securities dealers in complying with the requirements of subsection (b)(5) of Rule 15c2-12 (the “Rule”) promulgated by the SEC pursuant to the Securities Exchange Act of 1934, as amended.

In the Disclosure Agreement, (i) the State will covenant to provide or cause to be provided each year certain financial information and operating data relating to the State (the “Annual Report”) by not later than the date seven months after the close of the State's fiscal year, commencing with the Annual Report for the State's 2009 fiscal year, provided, however, that if the audited financial statements of the State are not available by this date, they will be provided when and if available, and unaudited financial statements in a format similar to the audited financial statements then most recently prepared for the State will be included in the Annual Report, and (ii) the State will covenant to provide or cause to be provided timely notices of the occurrence of certain material enumerated events as set forth below (the “Notices of Material Events”). Currently, the State's fiscal year ends on September 30. The Annual Report and the Notices of Material Events will be filed by the State with the MSRB by electronic transmission through the EMMA Dataport of the MSRB.

Notwithstanding any other provision of the Disclosure Agreement, the Disclosure Agreement may be amended, if the State receives an opinion of independent legal counsel to the effect that (i) the amendment is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law, or a change in the types of activities in which the State is engaged; (ii) the

Disclosure Agreement, as amended, would have complied with the requirements of the Rule at the time of the primary offering of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (iii) the amendment does not materially impair the interests of the Bondholders or has been approved by a vote of Bondholders or Beneficial Owners (on whose behalf a Bondholder has not acted) of 51% of the aggregate principal amount of the then Outstanding Bonds.

If the amendment results in a change to the annual financial information required to be included in the Annual Report pursuant to the Disclosure Agreement, the first Annual Report that contains the amended operating data or financial information shall explain, in narrative form, the reasons for the amendment and the impact of such change on the type of operating data or financial information being provided. Further, if the annual financial information required to be provided in the Annual Report can no longer be generated because the operations to which it related have been materially changed or discontinued, a statement to that effect shall be included in the first Annual Report that does not include such information.

Failure to Comply

In the event of a failure of the State to comply with any provision of the Disclosure Agreement, any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the State to comply with its obligations under the Disclosure Agreement. A failure to comply under the Disclosure Agreement shall not be deemed a default under the Resolution, and the sole remedy under the Disclosure Agreement in the event of any failure of the State to comply with the Disclosure Agreement shall be an action to compel performance. Notwithstanding the foregoing, if the alleged failure of the State to comply with the Disclosure Agreement is the inadequacy of the information disclosed pursuant to the Disclosure Agreement, then the Bondholders and the Beneficial Owners (on whose behalf a Bondholder has not acted with respect to this alleged failure) of not less than a majority of the aggregate principal amount of the then Outstanding Bonds must take the actions described above, before the State shall be compelled to perform with respect to the adequacy of information disclosed pursuant to the Disclosure Agreement.

The Annual Report

The Annual Report will contain or incorporate by reference at least the following items:

(a) audited financial statements of the State, prepared pursuant to accounting and reporting policies conforming in all material respects to generally accepted accounting principles (GAAP) as applicable to governments with such changes as may be required from time to time by State law; and

(b) an update of the financial information and operating data regarding the Department of the same type as that contained in the Official Statement under the tables under the captions “SOURCES OF CONSTITUTIONALLY RESTRICTED REVENUES OF THE MICHIGAN TRANSPORTATION FUND” and “HISTORICAL AND PROJECTED DEBT SERVICE COVERAGE ON THE BONDS AND THE OUTSTANDING BONDS.”

Any or all of the items listed above may be incorporated by specific reference to other documents that previously have been provided to the MSRB or filed with the Securities and Exchange Commission. Notwithstanding the foregoing, if the document is an official statement, it need only be available from the MSRB.

Notice of Material Events

The State has covenanted that it will timely provide or cause to be provided notices of the following events, provided such events are material, each such notice to constitute a Notice of Material Events:

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions or events affecting the tax-exempt status of the security;
- (7) Modifications to rights of security holders;
- (8) Bond calls;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities; and
- (11) Rating changes.

Compliance

The State has never failed to comply in all material respects with any previous undertakings in a written contract or agreement that it entered into pursuant to subsection (b)(5) of the Rule.

UNDERWRITING

The Bonds are being purchased, subject to certain conditions, by a group of underwriters (collectively, the “Underwriters”), represented by Loop Capital Markets, LLC (“Loop Capital”). The Purchase Contract provides for the Underwriters to purchase all of the Bonds, if any are purchased, at a discount of \$797,966.51 from the original public offering prices producing the yields set forth on the cover of this Official Statement.

Loop Capital, one of the underwriters of the Bonds, has entered into an agreement (the “Distribution Agreement”) with UBS Financial Services Inc. for the retail distribution of certain municipal securities offerings at the original issue prices. Pursuant to the Distribution Agreement (if applicable for this transaction), Loop Capital will share a portion of its underwriting compensation with respect to the Bonds with UBS Financial Services Inc.

OTHER MATTERS

All estimates included in this Official Statement, whether or not so stated, are not to be construed as representations that the same will be realized. Section and table headings and captions are included for convenience only and should not be construed as modifying the text of this Official Statement.

The execution and delivery of this Official Statement has been duly authorized by or on behalf of the Commission and the Director.

Dated: October 16, 2009

STATE OF MICHIGAN

By /s/ Kirk T. Steudle
Kirk T. Steudle, P.E., Director
Michigan Department of Transportation

APPENDIX I
EXCERPTED FINANCIAL STATEMENTS
(EXCLUDING NOTES TO FINANCIAL STATEMENTS)

STATE TRUNK LINE FUND

AND

MICHIGAN TRANSPORTATION FUND

The information included herein relates to the years ended September 30, 2006 through 2008. Complete financial statements of all of the State's funds, as included in the State of Michigan Annual Financial Reports prepared by the State's Department of Management and Budget, are available upon request from the Department of Management and Budget, Office of Financial Management, State of Michigan, Lansing, Michigan 48909.

The State of Michigan Comprehensive Annual Financial Report for the year ended September 30, 2008, which was released December 31, 2008 and speaks only as of its date, is available upon request from the Department of Management and Budget, Office of Financial Management, State of Michigan, Lansing, Michigan 48909, may also be found by clicking on the "Financial Reports" button at www.michigan.gov/budget, and has been filed with each Nationally Recognized Municipal Securities Information Repository and the State Information Depository for Michigan.

**STATE OF MICHIGAN
STATE TRUNK LINE FUND
BALANCE SHEET
SEPTEMBER 30, 2006, 2007 AND 2008
(In Thousands)***

	<u>2006</u>	<u>2007</u>	<u>2008</u>
ASSETS			
Cash (in transit and imprest funds)	\$ 152	\$ 171	\$ 787
Equity in State Treasurer's Common Cash Fund	-	-	167,505
Amounts due from other funds	758,846	905,961	499,817
Amounts due from Component Units	1,379	1,335	1,514
Amounts receivable from Federal governmental agencies	80,011	82,328	121,569
Amounts receivable from local units of government	58,997	82,187	114,870
Inventories	7,028	6,683	5,487
Land contracts outstanding	2,154	2,286	2,136
Other assets	8,391	5,217	4,015
	<hr/>		
TOTAL ASSETS	\$ 916,958	\$ 1,086,169	\$ 917,701
	<hr/>		
LIABILITIES AND FUND BALANCES			
Liabilities:			
Warrants outstanding	\$ 3,396	\$ 8,603	\$ 2,582
Accounts payable	146,907	175,422	197,717
Amounts due to other funds	4,760	1,560	2,825
Deferred revenue	11,288	7,726	5,635
	<hr/>		
TOTAL LIABILITIES	166,350	193,311	208,757
FUND BALANCE			
Reserve for encumbrances/Multi-year projects	430,909	374,235	321,172
Reserve for unencumbered restricted revenue balances (except capital outlay)	185,279	355,990	225,365
Reserve for noncurrent assets	28,831	25,646	24,163
Reserve for construction and debt service	85,121	115,854	116,470
Reserve for revolving loans	20,468	21,133	21,773
	<hr/>		
Total Fund Balances	750,608	892,858	708,943
	<hr/>		
TOTAL LIABILITIES AND FUND BALANCES	\$ 916,958	\$ 1,086,169	\$ 917,701
	<hr/>		

*Totals may not add due to rounding.

**STATE OF MICHIGAN
STATE TRUNK LINE FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
BALANCES
FISCAL YEARS ENDED SEPTEMBER 30, 2006, 2007 AND 2008
(In Thousands)***

	<u>2006</u>	<u>2007</u>	<u>2008</u>
REVENUES			
From federal agencies	\$ 709,456	\$ 833,073	\$ 692,226
From local agencies	16,113	18,317	10,241
From licenses and permits	17,499	16,611	5,996
Miscellaneous	68,495	64,510	72,515
	<hr/>		
Total Revenues	811,563	932,511	780,978
	<hr/>		
EXPENDITURES			
Current: Transportation	571,757	615,199	630,326
Capital outlay	959,745	859,438	969,731
Capital lease payments	151	78	90
	<hr/>		
Total Expenditures	1,531,653	1,474,715	1,600,147
	<hr/>		
Excess of Revenues Over (Under) Expenditures	(720,090)	(542,204)	(819,168)
	<hr/>		
OTHER FINANCING SOURCES (USES)			
Proceeds from sale of capital assets	2,633	2,840	3,470
Operating transfers in	887,202	842,975	822,618
Operating transfers out	(190,689)	(161,363)	(190,834)
	<hr/>		
Total Other Financing Sources (Uses)	699,146	684,452	635,254
	<hr/>		
Excess of Revenue and Other Sources Over (Under) Expenditures and Other Uses	(20,944)	142,248	(183,914)
	<hr/>		
Fund Balances - October 1	771,552	750,608	892,858
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Fund Balances - September 30	\$ 750,608	\$ 892,858	\$ 708,943
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*Totals may not add due to rounding.

**STATE OF MICHIGAN
MICHIGAN TRANSPORTATION FUND
BALANCE SHEET
SEPTEMBER 30, 2006, 2007 AND 2008
(In Thousands)***

	<u>2006</u>	<u>2007</u>	<u>2008</u>
ASSETS			
Equity in State Treasurer's Common			
Cash Fund	\$ -	\$ 64,320	\$ 155,771
Taxes, interest, and penalties receivable	107,715	96,511	101,601
Amounts due from other funds	175,181	104,390	-
Other assets	6,391	(1,199)	4
TOTAL ASSETS	\$ 289,287	\$ 264,023	\$ 257,375
LIABILITIES AND FUND BALANCES			
Liabilities:			
Warrants outstanding	\$ 342	\$ 394	\$ 190
Accounts payable	221,666	216,991	213,846
Amounts due to other funds	47,941	38,120	31,955
Other liabilities and deferred revenue	19,337	8,518	11,384
TOTAL LIABILITIES	289,287	264,023	257,375
Total Fund Balances			
	-	-	-
TOTAL LIABILITIES AND FUND BALANCES	\$ 289,287	\$ 264,023	\$ 257,375

*Totals may not add due to rounding.

**STATE OF MICHIGAN
MICHIGAN TRANSPORTATION FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
BALANCES
FISCAL YEARS ENDED SEPTEMBER 30, 2006, 2007 AND 2008
(In Thousands)***

	<u>2006</u>	<u>2007</u>	<u>2008</u>
REVENUES			
Taxes	\$ 1,923,013	\$ 1,899,550	\$ 1,844,372
From licenses and permits	33,105	32,786	33,076
Miscellaneous	10,796	10,120	8,614
	<hr/>		
Total Revenues	1,966,913	1,942,456	1,886,063
<hr/>			
EXPENDITURES			
Current: Transportation	957,447	951,277	921,347
	<hr/>		
Total Expenditures	957,447	951,277	921,347
<hr/>			
Excess of Revenues Over (Under) Expenditures	1,009,466	991,179	964,716
<hr/>			
OTHER FINANCING SOURCES (USES)			
Operating transfers in	1,007	979	3,506
Operating transfers out	(1,010,472)	(992,159)	(968,222)
	<hr/>		
Total Other Financing Sources (Uses)	(1,009,466)	(991,179)	(964,716)
<hr/>			
Excess of Revenue and Other Sources Over (Under) Expenditures and Other Uses	-	-	-
<hr/>			
Fund Balances - October 1	-	-	-
<hr/>			
Fund Balances - September 30	\$ -	\$ -	\$ -
<hr/> <hr/>			

*Totals may not add due to rounding.

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APPENDIX II

FORM OF OPINION OF THE ATTORNEY GENERAL

_____, 2009

State Transportation Commission

Kirk T. Steudle, P.E., Director
Michigan Department of Transportation

Robert J. Kleine
State Treasurer

In my capacity as Attorney General of the State of Michigan, I have caused to be examined a closing transcript and, in particular, the following documents relating to the issuance by the State of Michigan (the "State") of bonds designated STATE OF MICHIGAN STATE TRUNK LINE FUND AND REFUNDING BONDS, SERIES 2009 in the aggregate principal sum of \$146,190,000 (the "Bonds"):

(1) Const 1963, art 9, §9 and 1951 PA 51, as amended (the "Act"), pursuant to which the Bonds are to be issued;

(2) certified copies of the resolutions adopted by the State Transportation Commission (the "Commission") and the Director of the Michigan Department of Transportation (the "Director") on January 31, 2008 and March 27, 2008, as supplemented and amended (collectively, the "Resolution") authorizing the issuance of the Bonds;

(3) a Non-arbitrage and Tax Compliance Certificate of the State; and

(4) one Bond, as executed, or a specimen thereof.

The Bonds are being issued to refund certain State of Michigan Trunk Line Fund Bonds, to pay a portion of the costs of certain transportation projects, and to pay the cost of issuing the Bonds.

Based on the foregoing, I am of the opinion that, under existing law as presently interpreted:

1. The Bonds are valid and binding obligations of the State enforceable in accordance with their terms, secured by and payable solely from funds irrevocably pledged by law which are restricted as to use by Const 1963, art 9, §9 and deposited or to be deposited in the State Trunk Line Fund created pursuant to the Act.

2. Payment of the principal of, premium, if any, and interest on the Bonds, certain outstanding bonds and any additional bonds or other obligations similarly secured, issued within the limitations provided by Const 1963, art 9, §9 and the Act, constitutes a first lien on and first priority use of the funds so restricted and deposited or to be deposited to the credit of the State Trunk Line Fund.

3. Interest on the Bonds (i) is excluded from gross income for federal income tax purposes and (ii) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on

individuals and corporations. However, for the purpose of computing the alternative minimum tax imposed on certain corporations (as defined for federal income tax purposes), interest on the Bonds is taken into account in determining adjusted current earnings. This opinion is subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The State has covenanted to comply with each such requirement to the extent permitted by law. Failure to comply with certain of those requirements may cause the inclusion of interest on the Bonds in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. I express no opinion regarding other federal tax consequences arising with respect to the Bonds.

4. The Bonds and the interest on the Bonds are exempt from all taxation by the State or any taxing authority within the State except estate taxes and taxes on gains realized from the sale, payment, or other disposition thereof.

Enforceability of the Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, or other laws and equitable principles, including equitable subordination, affecting creditors' rights generally heretofore or hereafter enacted to the extent constitutionally applicable and their enforcement may be subject to the exercise of judicial discretion.

Sincerely yours,

MIKE COX
Attorney General

Assistant Attorney General

Assistant Attorney General

APPENDIX III

FORM OF BOND COUNSEL APPROVING OPINION

DICKINSON WRIGHT PLLC

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

_____, 2009

State of Michigan
Lansing, Michigan

We have examined the Constitution and statutes of the State of Michigan (the “State”) and a certified transcript of proceedings for the issue by the State of bonds in the aggregate original principal sum of \$146,190,000, designated STATE OF MICHIGAN STATE TRUNK LINE FUND AND REFUNDING BONDS, SERIES 2009 (the “Bonds”). The Bonds are being issued for the purposes of providing funds to refund certain outstanding state trunk line fund bonds of the State issued for transportation purposes involving roads, streets or bridges in the State, paying a portion of the costs of certain transportation projects, and paying costs incidental to the issuance of the Bonds and to the refunding.

The Bonds are issued in fully registered form in the denominations of \$5,000 or integral multiples thereof, dated as of _____, 2009, mature in the years and in the amounts, bear interest at the rates, are subject to redemption prior to maturity, and are payable at the times all as determined in accordance with the Resolution (hereinafter defined).

The Bonds are issued pursuant to Act 51, Public Acts of Michigan, 1951, as amended (“Act 51”) and resolutions and orders (collectively the “Resolution”) of the State Transportation Commission and the Director of the Michigan Department of Transportation respectively. The Bonds are of equal standing and priority of lien as to the moneys in the State Trunk Line Fund with the outstanding State Trunk Line Fund Bonds of the State described in the text of the Bonds (the “Outstanding Bonds”).

The State has the right to issue additional bonds of equal standing and priority of lien with the Bonds and the Outstanding Bonds as to the constitutionally restricted moneys deposited or to be deposited in the State Trunk Line Fund, subject to the limitations of Section 9 of Article IX of the Michigan Constitution of 1963, as amended, and Act 51.

We have also examined one specimen Bond only.

From such examination, we are of opinion that under existing law, as presently interpreted:

1. The Bonds are valid and legally binding obligations of the State in accordance with their tenor, secured by and payable solely from funds irrevocably pledged by law which are restricted as to use by Section 9 of Article IX of the Michigan Constitution of 1963, as amended, and deposited or to be deposited in the State Trunk Line Fund, being a special fund in the State Treasury wherein a portion of certain gasoline and other motor vehicle taxes, all as imposed by law, are required by law to be set aside.

2. Payment of the principal of, premium, if any, and interest on the Bonds, the Outstanding Bonds and any additional bonds or other obligations similarly secured, issued within the limitations provided by Section 9 of Article IX of the Michigan Constitution of 1963, as amended, and by Act 51, constitutes a first lien on and first priority use of the funds so restricted and deposited or to be deposited to the credit of the State Trunk Line Fund as herein described.

3. The interest on the Bonds (a) is excluded from gross income for federal income tax purposes and (b) is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; however, it should be noted that with respect to certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on such corporations. This opinion is subject to the condition that the State comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be (or continue to be) excluded from gross income for federal income tax purposes. These requirements include rebating certain earnings to the United States. Failure to comply with such requirements could cause the interest on the Bonds to be included in gross income retroactive to the date of issuance of the Bonds. The State has covenanted in the Resolution to comply, to the extent permitted by law, with all such requirements. We express no opinion regarding other federal tax consequences arising with respect to the Bonds and the interest thereon.

4. The Bonds and the interest thereon are exempt from all taxation provided by the laws of the State, except for estate taxes and taxes on gains realized on the sale, payment or other disposition thereof.

Enforceability of the Bonds and the Resolution may be subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance and other similar law affecting creditors' rights generally now existing or enacted in the future, to the extent constitutionally applicable, and may further be subject to the exercise of judicial discretion in accordance with general principles of equity, including those relating to equitable subordination.

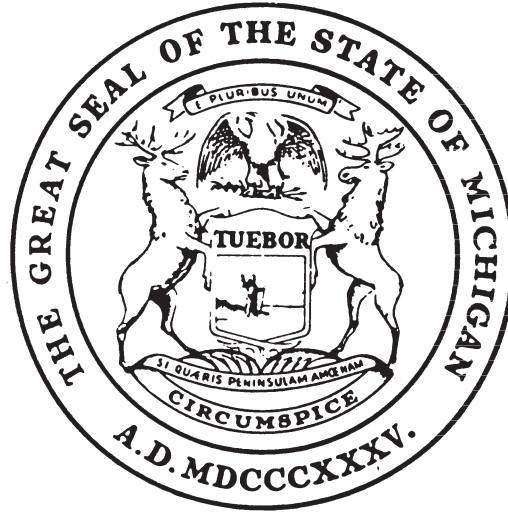
MILLER, CANFIELD, PADDOCK
AND STONE, P.L.C.

DICKINSON WRIGHT PLLC

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**OFFICIAL STATEMENT
STATE OF MICHIGAN**



Jennifer M. Granholm, Governor

Robert J. Kleine, State Treasurer

**\$146,190,000
STATE OF MICHIGAN
STATE TRUNK LINE FUND REFUNDING BONDS, SERIES 2009**



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