ILLINOIS FINANCE AUTHORITY
BOARD MEETING
Tuesday, April 12, 2011
Chicago, Illinois

COMMITTEE OF THE WHOLE
9:30 a.m.
Two Prudential Plaza - IFA Chicago Office
180 North Stetson Ave., Suite 2555
Chicago, Illinois

AGENDA

I. Call to Order & Roll Call
II. Chairman's Remarks
III. Message from the Executive Director (with attachments; Tab A)
IV. Senior Staff Reports
V. Committee Reports
VI. Project Reports
VII. Other Business
VIII. Adjournment

BOARD MEETING
10:30 a.m.
One Prudential Plaza Conference Center
130 East Randolph Ave., 7th Floor
Chicago, Illinois

I. Call to Order
II. Chairman's Remarks
III. Roll Call
IV. Acceptance of Financial Statements and Minutes
V. Project Approvals
VI. Other Business
VII. Adjournment

Board Meeting Agenda
April 12, 2011

AGRICULTURE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds ***Final (One-Time Consideration)***						
1	A) Cody A. Purdom	Marengo (McHenry County)	$240,000	0	0	JS/LK
	B) John J. Traub	Fairbury (Livingston County)	$175,000	0	0	JS/LK
	C) Kurt A. Berg	Mason (Clay County)	$218,000	0	0	JS/LK
TOTAL AGRICULTURE PROJECTS			**$633,000**	**0**	**0**	

HIGHER EDUCATION, CULTURAL AND OTHER NON-HEALTHCARE 501(c)(3)'s

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds ***Final***						
2	Columbia College Chicago	Chicago (Cook County)	$15,000,000	N/A	N/A	RF/BF
TOTAL HIGHER EDUCATION, CULTURAL AND OTHER NON-HEALTHCARE 501(c)(3)'s			**$15,000,000**	**0**	**0**	

HEALTHCARE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds ***Final (One-Time Consideration)***						
3	The University of Chicago Medical Center	Chicago (Cook County)	$182,500,000	99	348	PL/NO
TOTAL HEALTHCARE PROJECTS			**$182,500,000**	**99**	**348**	
GRAND TOTAL			**$198,133,000**	**99**	**348**	

RESOLUTIONS

Tab	Project Name	FM
Resolutions and Amendments		
4	Resolution to Authorize Execution and Delivery of a Fourth Amendment to the Loan Agreement regarding IDFA Series 1999 Industrial Revenue Bonds (Ill-Mo Products Co. Project)	JS
5	Resolution to Authorize Medicaid Vendor Payment Program	PL/NO
6	Resolution for Ratification of Loan to the East St. Louis Financial Advisory Authority	CM

IFA
ILLINOIS FINANCE AUTHORITY

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April 12, 2011

TO: William A. Brandt, Jr., Chairman
Dr. William Barclay
Gila J. Bronner
Ronald E. DeNard
John E. Durburg
James J. Fuentes
Norman M. Gold
Dr. Roger D. Herrin
Michael W. Goetz, Vice-Chairman
Edward H. Leonard, Sr.
Terrence M. O'Brien
Heather D. Parish
Roger E. Poole
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

End of the First Quarter of Calendar Year 2011//Third Quarter Fiscal Year 2011: An Assessment of Market and Regulatory Challenges

When we rushed to complete a number of financings prior to the expiration of federal stimulus programs in December 2010, we believed the tax-exempt municipal market was about to sag. These predictions proved accurate. Nationally, new issue tax-exempt municipal volume was the lowest in a decade during the first quarter of calendar year 2011. *No Relief Likely for Muni Bonds*, WSJ, Jeannette Neumann and Serena Ng, April 4, 2011.

In January 2011, we discussed the potential negative consequences resulting from the report of the bipartisan commission of the deficit, the *National Commission on Fiscal Responsibility and Reform: The Moment of Truth* ("Deficit Report") in connection with the established national policy of federally tax-exempt municipal debt financing. The Deficit Report, among other recommendations, urged an end to the tax-exempt status of municipal (both general obligation and conduit) bonds as part of an overall strategy of national tax reform.

Over the past week, legislative proposals were introduced in both Houses of Congress that challenge the longstanding national policy of tax-exempt municipal debt. More specifically, House Republicans introduced a budget blueprint for the upcoming fiscal year that generally supported the Deficit Report position against tax-exempt municipal debt. Similarly, Senators Wyden (D-Oregon) and Coats (R-Indiana) introduced legislation in the Senate to replace the tax-exemption with tax-credits after fiscal year 2011. Other legislation with bi-partisan support has been introduced or proposed. In addition to these legislative proposals the Congressional Research Service released a report that criticized tax-exempt municipal debt as "economically inefficient." State and Local Government Debt: An Analysis, Steven Maguire, March 31, 2011, p. 16; see also, Dow Jones Newswires, Andrew Ackerman, April 5, 2011.

Also, the U.S. Securities and Exchange Commission's proposed rule to regulate as "municipal advisors" volunteer board members of issuers like the Illinois Finance Authority (the "IFA") remains pending.

IFA staff will continue to monitor these developments through our own resources and through national organizations such as the Council of Development Finance Agencies ("CDFA"), the National Association of Health and Educational Facilities Finance Authorities ("NAHEFFA") and the National Association of Bond Lawyers ("NABL").

Despite the market and regulatory challenges outlined above, the experience of the IFA is that tax-exempt municipal finance is both a long-established and highly effective system of delivering federal benefits to not-for-profit, corporate and individual borrowers. Importantly, the current tax-exempt conduit system effectively leverages discreet federal benefits for private investment through a system that places a high priority on accountability and transparency as decided by states, counties and municipalities. The result in Illinois has been job retention as well as job creation through targeted capital investments in healthcare, higher education, manufacturing, agriculture, water supply infrastructure and other areas. As it currently exists, federally tax-exempt conduit finance harnesses private sector investment to national public policy priorities as articulated in the federal tax code. The IFA is proud to be part of this construct of federalism that has proved to be a powerful, well-established and well-understood driver for economic development and capital investment.

End of the First Quarter of Calendar Year 2011//Third Quarter Fiscal Year 2011: The State of the IFA

IFA revenues are currently running well ahead of budget. As noted in previous reports and highlighted in the attached finance and pie-chart documents, IFA had a particularly strong finish to calendar year 2010 due to the expiring federal stimulus tools and in spite of economic challenges. Over the past quarter, the IFA closed over ***$402 million*** through ten individual tax-exempt conduit transactions:

DePaul University	$164.4 million
CHF-Normal, LLC-Illinois State University (dormitory)	$ 59.6 million
CHF-DeKalb, LLC-Northern Illinois University (dormitory)	$132.2 million
Sarah Bush Lincoln Health Center	$ 45.0 million
Beginning Farmer Bonds (six projects)	$ .7 million

In connection with IFA's recent appropriation hearings before State House and Senate Committees, we had the opportunity to see the benefits of efforts by the IFA Board and staff to recalibrate our organization's cost structure. Between Fiscal Year 2008 and Fiscal Year 2011 (ending March 31, 2011), IFA reduced operating expenses by 43.3%. During that same time period, headcount was reduced from 31 to 19, a 39% reduction and annualized payroll costs were reduced by 37%. In short, the IFA has made the difficult, but critical choices, necessary to operate in the currently perilous market and regulatory environment.

Illinois Senate: Appropriation Hearing

On April 7, the IFA appeared before Senate Appropriations I Committee. We thank Chairwoman Heather Steans, Vice-Chairman Dan Kotowski and Minority Spokesman Matt Murphy and the rest of the committee for the opportunity to describe IFA's State economic development mission and accomplishments. We appreciate their supportive feedback and suggestions.

Change on the Board

Our colleague, Joe McInerney, has decided to leave the IFA board. We thank Joe for his service and wish him luck in his future endeavors.

Conclusion

As always, I look forward to continuing to work with you to fulfill our public economic development mission.

Respectfully,

____

Christopher B. Meister

Attachments:

Attachment 1 – General Fund, Financial Results, Consolidated Balance Sheet and Audit Tracking Schedule

Attachment 2 – Schedule of Debt; FY'11 Closed Projects

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Budget March 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2011	% of Budget Expended
REVENUE										
INTEREST ON LOANS	71,313	105,380	(34,067)	-32.33%	752,092	890,211	(138,119)	-15.52%	1,146,121	65.62%
INVESTMENT INTEREST & GAIN(LOSS)	3,245	1,709	1,536	89.88%	41,150	15,381	25,769	167.54%	20,500	200.73%
ADMINISTRATIONS & APPLICATION FEES	198,322	316,132	(117,810)	-37.27%	4,130,332	2,778,089	1,352,243	48.68%	3,569,338	115.72%
ANNUAL ISSUANCE & LOAN FEES	37,074	49,279	(12,205)	-24.77%	431,996	433,103	(1,107)	-0.26%	582,892	74.11%
OTHER INCOME	7,870	6,878	992	14.42%	137,925	61,902	76,023	122.81%	82,537	167.11%
TOTAL REVENUE	317,824	479,378	(161,554)	-33.70%	5,493,495	4,178,686	1,314,810	31.46%	5,401,388	101.71%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	146,355	207,742	(61,387)	-29.55%	1,333,464	1,739,313	(405,849)	-23.33%	2,354,798	56.63%
BENEFITS	24,609	24,859	(250)	-1.01%	180,764	211,745	(30,981)	-14.63%	286,314	63.13%
TEMPORARY HELP	-	417	(417)	-100.00%	1,382	3,753	(2,371)	-63.17%	5,000	27.64%
EDUCATION & DEVELOPMENT	2,850	1,667	1,183	70.97%	6,063	15,000	(8,937)	-59.58%	20,000	30.32%
TRAVEL & AUTO	6,802	6,250	552	8.83%	34,601	56,250	(21,649)	-38.49%	75,000	46.13%
TOTAL EMPLOYEE RELATED EXPENSES	180,616	240,935	(60,319)	-25.04%	1,556,274	2,026,061	(469,787)	-23.19%	2,741,112	56.78%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	30,227	20,833	9,394	45.09%	287,524	187,500	100,024	53.35%	250,000	115.01%
LOAN EXPENSE & BANK FEE	8,701	10,875	(2,174)	-19.99%	88,138	97,875	(9,737)	-9.95%	130,500	67.54%
ACCOUNTING & AUDITING	24,518	26,326	(1,808)	-6.87%	243,150	236,934	6,216	2.62%	315,904	76.97%
MARKETING GENERAL	66	2,083	(2,017)	-96.83%	13,225	18,747	(5,522)	-29.46%	25,000	52.90%
FINANCIAL ADVISORY	23,750	31,250	(7,500)	-24.00%	136,458	281,250	(144,792)	-51.48%	375,000	36.39%
CONFERENCE/TRAINING	7,320	1,667	5,653	339.11%	12,329	15,003	(2,674)	-17.82%	20,000	61.64%
MISC. PROFESSIONAL SERVICES	15,375	15,375	-	0.00%	108,524	138,375	(29,851)	-21.57%	184,500	58.82%
DATA PROCESSING	5,405	4,583	822	17.94%	32,787	41,247	(8,460)	-20.51%	55,000	59.61%
TOTAL PROFESSIONAL SERVICES	115,362	112,992	2,370	2.10%	922,134	1,016,931	(94,797)	-9.32%	1,355,904	68.01%

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Budget March 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2011	% of Budget Expended
OCCUPANCY COSTS										
OFFICE RENT	21,992	22,840	(848)	-3.71%	188,870	205,560	(16,690)	-8.12%	274,076	68.91%
EQUIPMENT RENTAL AND PURCHASES	1,132	1,700	(568)	-33.41%	16,265	15,300	965	6.31%	20,400	79.73%
TELECOMMUNICATIONS	3,890	5,050	(1,160)	-22.97%	25,502	45,450	(19,948)	-43.89%	60,600	42.08%
UTILITIES	1,017	917	100	10.91%	8,752	8,253	499	6.05%	11,000	79.57%
DEPRECIATION	4,259	4,109	150	3.65%	24,038	36,981	(12,943)	-35.00%	49,305	48.75%
INSURANCE	1,929	1,900	29	1.53%	17,363	17,100	263	1.54%	22,800	76.15%
TOTAL OCCUPANCY COSTS	34,219	36,516	(2,297)	-6.29%	280,790	328,644	(47,854)	-14.56%	438,181	64.08%
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	3,360	4,458	(1,098)	-24.63%	27,756	40,122	(12,366)	-30.82%	53,500	51.88%
BOARD MEETING - EXPENSES	2,359	3,000	(641)	-21.37%	27,499	27,000	499	1.85%	36,000	76.39%
PRINTING	551	542	9	1.72%	7,204	4,875	2,329	47.77%	6,500	110.83%
POSTAGE & FREIGHT	1,548	1,250	298	23.84%	12,513	11,250	1,263	11.23%	15,000	83.42%
MEMBERSHIP, DUES & CONTRIBUTIONS	832	2,708	(1,876)	-69.28%	28,296	24,372	3,924	16.10%	32,500	87.06%
PUBLICATIONS	293	250	43	17.20%	1,779	2,250	(471)	-20.92%	3,000	59.31%
OFFICERS & DIRECTORS INSURANCE	15,619	15,833	(214)	-1.35%	147,082	142,497	4,585	3.22%	190,000	77.41%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	24,562	28,041	(3,479)	-12.41%	252,129	252,366	(237)	-0.09%	336,500	74.93%
LOAN LOSS PROVISION/BAD DEBT	25,000	25,000	-	0.00%	550,568	225,000	325,568	144.70%	300,000	183.52%
OTHER										
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL EXPENSES	379,759	443,484	(63,725)	-14.37%	3,561,895	3,849,002	(287,107)	-7.46%	5,171,697	68.87%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(61,935)	35,894	(97,829)	-272.55%	1,931,600	329,684	1,601,916	485.90%	229,691	840.96%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	1,126,003	-	1,126,003	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	(61,935)	35,894	(97,829)	-272.55%	3,057,603	329,684	2,727,919	827.44%	229,691	1331.18%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Actual March 2010	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
REVENUE								
INTEREST ON LOANS	71,313	84,733	(13,420)	-15.84%	752,092	774,189	(22,097)	-2.85%
INVESTMENT INTEREST & GAIN(LOSS)	3,245	3,522	(277)	-7.86%	41,150	32,511	8,639	26.57%
ADMINISTRATIONS & APPLICATION FEES	198,322	153,692	44,630	29.04%	4,130,332	3,748,943	381,389	10.17%
ANNUAL ISSUANCE & LOAN FEES	37,074	49,457	(12,383)	-25.04%	431,996	643,177	(211,181)	-32.83%
OTHER INCOME	7,870	7,701	169	2.19%	137,925	214,054	(76,129)	-35.57%
TOTAL REVENUE	317,824	299,105	18,719	6.26%	5,493,495	5,412,874	80,621	1.49%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	146,355	183,896	(37,541)	-20.41%	1,333,464	2,069,894	(736,430)	-35.58%
BENEFITS	24,609	20,862	3,747	17.96%	180,764	214,375	(33,611)	-15.68%
TEMPORARY HELP	-	2,144	(2,144)	-100.00%	1,382	24,233	(22,851)	-94.30%
EDUCATION & DEVELOPMENT	2,850	4,375	(1,525)	0.00%	6,063	15,410	(9,347)	-60.66%
TRAVEL & AUTO	6,802	6,146	656	10.67%	34,601	40,253	(5,652)	-14.04%
TOTAL EMPLOYEE RELATED EXPENSES	180,616	217,423	(36,807)	-16.93%	1,556,274	2,364,165	(807,891)	-34.17%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	30,227	14,279	15,948	111.69%	287,524	141,908	145,616	102.61%
LOAN EXPENSE & BANK FEE	8,701	10,191	(1,490)	-14.62%	88,138	90,578	(2,440)	-2.69%
ACCOUNTING & AUDITING	24,518	23,105	1,413	6.12%	243,150	210,996	32,154	15.24%
MARKETING GENERAL	66	569	(503)	-88.40%	13,225	5,780	7,445	128.81%
FINANCIAL ADVISORY	23,750	18,333	5,417	29.55%	136,458	164,997	(28,539)	-17.30%
CONFERENCE/TRAINING	7,320	(50)	7,370	0.00%	12,329	5,303	7,026	132.49%
MISC. PROFESSIONAL SERVICES	15,375	6,267	9,108	0.00%	108,524	90,190	18,334	0.00%
DATA PROCESSING	5,405	4,716	689	14.61%	32,787	38,955	(6,168)	-15.83%
TOTAL PROFESSIONAL SERVICES	115,362	77,410	37,952	49.03%	922,134	748,707	173,427	23.16%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Actual March 2010	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
OCCUPANCY COSTS								
OFFICE RENT	21,992	22,420	(428)	-1.91%	188,870	194,201	(5,331)	-2.75%
EQUIPMENT RENTAL AND PURCHASES	1,132	991	141	14.23%	16,265	23,517	(7,252)	-30.84%
TELECOMMUNICATIONS	3,890	3,196	694	21.71%	25,502	37,596	(12,094)	-32.17%
UTILITIES	1,017	990	27	2.73%	8,752	8,867	(115)	-1.29%
DEPRECIATION	4,259	3,942	317	8.04%	24,038	42,217	(18,179)	-43.06%
INSURANCE	1,929	1,932	(3)	-0.16%	17,363	17,432	(69)	-0.40%
TOTAL OCCUPANCY COSTS	34,219	33,471	748	2.23%	280,790	323,830	(43,040)	-13.29%
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	3,360	4,082	(722)	-17.69%	27,756	31,621	(3,865)	-12.22%
BOARD MEETING - EXPENSES	2,359	1,304	1,055	80.90%	27,499	22,281	5,218	23.42%
PRINTING	551	804	(253)	-31.47%	7,204	5,408	1,796	33.21%
POSTAGE & FREIGHT	1,548	2,184	(636)	-29.12%	12,513	12,401	112	0.91%
MEMBERSHIP, DUES & CONTRIBUTIONS	832	(1,424)	2,256	-158.43%	28,296	25,738	2,558	9.94%
PUBLICATIONS	293	152	141	92.76%	1,779	1,417	362	25.57%
OFFICERS & DIRECTORS INSURANCE	15,619	15,619	-	0.00%	147,082	140,632	6,450	4.59%
MISCELLANEOUS	-	(245)	245	-	-	(245)	245	-
TOTAL GENL & ADMIN EXPENSES	24,562	22,476	2,086	9.28%	252,129	239,253	12,876	5.38%
LOAN LOSS PROVISION/BAD DEBT	25,000	25,000	-	0.00%	550,568	607,202	(56,634)	-9.33%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	379,759	375,780	3,979	1.06%	3,561,895	4,283,157	(721,262)	-16.84%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(61,935)	(76,675)	14,740	-19.22%	1,931,600	1,129,717	801,883	70.98%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	1,126,003	80,608	1,045,395	1296.89%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	(61,935)	(76,675)	14,740	-19.22%	3,057,603	1,210,325	1,847,278	152.63%

Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Nine Months Ending March 31, 2011

		Actual March 2011
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$	28,364,589
RECEIVABLES, NET		23,932
LOAN RECEIVABLE, NET		15,339,263
OTHER RECEIVABLES		135,264
PREPAID EXPENSES		91,566
TOTAL CURRENT ASSETS		43,954,614
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION		52,501
DEFERRED ISSUANCE COSTS		312,169
OTHER ASSETS		
CASH, INVESTMENTS & RESERVES		1,581,678
OTHER		1,070
TOTAL OTHER ASSETS		1,582,748
TOTAL ASSETS	$	45,902,032
LIABILITIES		
CURRENT LIABILITIES	$	1,546,357
LONG-TERM LIABILITIES		455,664
TOTAL LIABILITIES		2,002,021
EQUITY		
CONTRIBUTED CAPITAL		4,111,479
RETAINED EARNINGS		24,759,631
NET INCOME / (LOSS)		3,057,603
RESERVED/RESTRICTED FUND BALANCE		1,732,164
UNRESERVED FUND BALANCE		10,239,134
TOTAL EQUITY		43,900,011
TOTAL LIABILITIES & EQUITY	$	45,902,032

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Budget March 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2010	% of Budget Expended
REVENUE										
INTEREST ON LOANS	250,780	281,943	(31,163)	-11.05%	2,362,884	2,498,685	(135,801)	-5.43%	3,291,666	71.78%
INVESTMENT INTEREST & GAIN(LOSS)	49,078	60,707	(11,629)	-19.16%	565,576	546,363	19,213	3.52%	728,492	77.64%
ADMINISTRATIONS & APPLICATION FEES	198,322	316,132	(117,810)	-37.27%	4,130,332	2,778,089	1,352,243	48.68%	3,569,338	115.72%
ANNUAL ISSUANCE & LOAN FEES	37,074	49,279	(12,205)	-24.77%	431,996	433,103	(1,107)	-0.26%	642,892	67.20%
OTHER INCOME	52,906	11,878	41,028	345.41%	1,191,668	106,902	1,084,766	1014.73%	82,537	1443.80%
	-	-	-	-	-	-	-	-	-	-
TOTAL REVENUE	588,160	719,939	(131,779)	-18.30%	8,682,455	6,363,142	2,319,314	36.45%	8,314,925	104.42%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	146,355	207,742	(61,387)	-29.55%	1,333,464	1,739,313	(405,849)	-23.33%	2,354,798	56.63%
BENEFITS	24,609	24,859	(250)	-1.01%	180,764	211,745	(30,981)	-14.63%	286,314	63.13%
TEMPORARY HELP	-	417	(417)	-100.00%	1,382	3,753	(2,371)	-63.17%	5,000	27.64%
EDUCATION & DEVELOPMENT	2,850	1,667	1,183	71.00%	6,063	15,000	(8,937)	-59.58%	20,000	30.32%
TRAVEL & AUTO	6,802	6,250	552	8.83%	34,601	56,250	(21,649)	-38.49%	75,000	46.13%
TOTAL EMPLOYEE RELATED EXPENSES	180,615	240,935	(60,319)	-25.04%	1,556,274	2,026,061	(469,787)	-23.19%	2,741,112	56.78%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	32,310	23,749	8,561	36.05%	306,271	213,744	92,527	43.29%	285,000	107.46%
LOAN EXPENSE & BANK FEE	262,024	264,206	(2,182)	-0.83%	2,010,648	1,978,448	32,200	1.63%	2,771,070	72.56%
ACCOUNTING & AUDITING	26,364	28,422	(2,058)	-7.24%	259,763	255,798	3,965	1.55%	341,054	76.16%
MARKETING GENERAL	66	2,083	(2,017)	-96.85%	13,225	18,747	(5,522)	-29.46%	25,000	52.90%
FINANCIAL ADVISORY	23,750	31,250	(7,500)	-24.00%	136,458	281,250	(144,792)	-51.48%	375,000	36.39%
CONFERENCE/TRAINING	7,320	1,667	5,653	339.11%	12,329	15,003	(2,674)	-17.82%	20,000	61.64%
MISC. PROFESSIONAL SERVICES	18,708	18,708	-	0.00%	138,521	168,372	(29,851)	-17.73%	224,500	61.70%
DATA PROCESSING	5,405	4,583	822	17.95%	32,787	41,247	(8,460)	-20.51%	55,000	59.61%
TOTAL PROFESSIONAL SERVICES	375,947	374,668	1,278	0.34%	2,910,001	2,972,609	(62,608)	-2.11%	4,096,624	71.03%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
March 31, 2011

	Actual March 2011	Budget March 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2010	% of Budget Expended
OCCUPANCY COSTS										
OFFICE RENT	21,992	22,840	(848)	-3.71%	188,870	205,560	(16,690)	-8.12%	274,076	68.91%
EQUIPMENT RENTAL AND PURCHASES	1,132	1,700	(568)	-33.43%	16,265	15,300	965	6.31%	20,400	79.73%
TELECOMMUNICATIONS	3,890	5,050	(1,160)	-22.98%	25,502	45,450	(19,948)	-43.89%	60,600	42.08%
UTILITIES	1,017	917	100	10.94%	8,752	8,253	499	6.05%	11,000	79.57%
DEPRECIATION	4,259	4,109	150	3.64%	24,038	36,981	(12,943)	-35.00%	49,305	48.75%
INSURANCE	1,929	1,900	29	1.54%	17,363	17,100	263	1.54%	22,800	76.15%
TOTAL OCCUPANCY COSTS	34,219	36,516	(2,297)	-6.29%	280,790	328,644	(47,854)	-14.56%	438,181	64.08%
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	3,360	4,458	(1,098)	-24.63%	27,756	40,122	(12,366)	-30.82%	53,500	51.88%
BOARD MEETING - EXPENSES	2,359	3,000	(641)	-21.36%	27,499	27,000	499	1.85%	36,000	76.39%
PRINTING	551	542	9	1.75%	7,204	4,875	2,329	47.77%	6,500	110.83%
POSTAGE & FREIGHT	1,548	1,250	298	23.83%	12,513	11,250	1,263	11.23%	15,000	83.42%
MEMBERSHIP, DUES & CONTRIBUTIONS	832	2,708	(1,876)	-69.28%	28,296	24,372	3,924	16.10%	32,500	87.06%
PUBLICATIONS	293	250	43	17.30%	1,779	2,250	(471)	-20.92%	3,000	59.31%
OFFICERS & DIRECTORS INSURANCE	15,619	15,833	(214)	-1.35%	147,082	142,497	4,585	3.22%	190,000	77.41%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	24,563	28,041	(3,478)	-12.40%	252,129	252,366	(237)	-0.09%	336,500	74.93%
LOAN LOSS PROVISION/BAD DEBT	25,000	116,666	(91,666)	-78.57%	545,983	1,049,994	(504,011)	-48.00%	1,400,000	39.00%
OTHER										
INTEREST EXPENSE	503	503	-	0.00%	4,809	4,809	-	0.00%	6,317	76.13%
TOTAL OTHER	503	503	-	0.00%	4,809	4,809	-	0.00%	6,317	76.13%
TOTAL EXPENSES	640,847	797,329	(156,481)	-19.63%	5,549,986	6,634,483	(1,084,497)	-16.35%	9,018,734	61.54%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(52,687)	(77,389)	24,702	-31.92%	3,132,469	(271,341)	3,403,810	-1254.44%	(703,809)	-445.07%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFERS TO STATE OF ILLINOIS	-	-	-	0.00%	(3,302,000)	-	(3,302,000)	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	(52,687)	(77,389)	24,702	-31.92%	(169,530)	(271,341)	101,811	-37.52%	(703,809)	24.09%

Illinois Finance Authority
Consolidated
Statement of Activities
Comparison
for March 2011and March 2010

	Actual March 2011	Actual March 2010	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
REVENUE								
INTEREST ON LOANS	250,780	(698,761)	949,541	-135.89%	2,362,884	2,470,539	(107,655)	-4.36%
INVESTMENT INTEREST & GAIN(LOSS)	49,078	(101,432)	150,510	-148.39%	565,576	597,845	(32,269)	-5.40%
ADMINISTRATIONS & APPLICATION FEES	198,322	153,692	44,630	29.04%	4,130,332	3,748,943	381,389	10.17%
ANNUAL ISSUANCE & LOAN FEES	37,074	49,457	(12,383)	-25.04%	431,996	643,177	(211,181)	-32.83%
OTHER INCOME	52,906	(31,124)	84,030	-269.98%	1,191,668	399,207	792,461	198.51%
	-		-	0.00%	-		-	-
TOTAL REVENUE	588,160	(628,168)	1,216,328	-193.63%	8,682,455	7,859,711	822,744	10.47%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	146,355	183,896	(37,541)	-20.41%	1,333,464	2,069,894	(736,430)	-35.58%
BENEFITS	24,609	20,862	3,747	17.96%	180,764	214,375	(33,611)	-15.68%
TEMPORARY HELP	-	2,144	(2,144)	-100.00%	1,382	24,233	(22,851)	-94.30%
EDUCATION & DEVELOPMENT	2,850	4,375	(1,525)	0.00%	6,063	15,410	(9,347)	0.00%
TRAVEL & AUTO	6,802	6,146	656	10.67%	34,601	40,253	(5,652)	-14.04%
TOTAL EMPLOYEE RELATED EXPENSES	180,615	217,423	(36,808)	-16.93%	1,556,274	2,364,165	(807,891)	-34.17%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	32,310	22,619	9,691	42.84%	306,271	156,913	149,358	95.18%
LOAN EXPENSE & BANK FEE	262,024	(994,953)	1,256,977	-126.34%	2,010,648	1,994,114	16,534	0.83%
ACCOUNTING & AUDITING	26,364	230,413	(204,049)	-88.56%	259,763	448,259	(188,496)	-42.05%
MARKETING GENERAL	66	569	(503)	0.00%	13,225	5,780	7,445	0.00%
FINANCIAL ADVISORY	23,750	18,333	5,417	29.55%	136,458	164,997	(28,539)	-17.30%
CONFERENCE/TRAINING	7,320	(50)	7,370	0.00%	12,329	5,303	7,026	0.00%
MISC. PROFESSIONAL SERVICES	18,708	9,600	9,108	0.00%	138,521	120,187	18,334	15.25%
DATA PROCESSING	5,405	4,716	689	14.62%	32,787	38,955	(6,168)	-15.83%
TOTAL PROFESSIONAL SERVICES	375,947	(708,753)	1,084,700	-153.04%	2,910,001	2,934,508	(24,507)	-0.84%

Illinois Finance Authority
Consolidated
Statement of Activities
Comparison
for March 2011and March 2010

	Actual March 2011	Actual March 2010	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
OCCUPANCY COSTS								
OFFICE RENT	21,992	22,420	(428)	-1.91%	188,870	194,200	(5,330)	-2.74%
EQUIPMENT RENTAL AND PURCHASES	1,132	991	141	14.20%	16,265	23,516	(7,251)	-30.83%
TELECOMMUNICATIONS	3,890	3,196	694	21.71%	25,502	37,596	(12,094)	-32.17%
UTILITIES	1,017	990	27	2.76%	8,752	8,867	(115)	-1.29%
DEPRECIATION	4,259	3,942	317	8.03%	24,038	42,217	(18,179)	-43.06%
INSURANCE	1,929	1,932	(3)	-0.15%	17,363	17,432	(69)	-0.40%
TOTAL OCCUPANCY COSTS	34,219	33,471	748	2.23%	280,790	323,828	(43,038)	-13.29%
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	3,360	4,082	(722)	-17.68%	27,756	31,621	(3,865)	-12.22%
BOARD MEETING - EXPENSES	2,359	1,304	1,055	80.92%	27,499	22,281	5,218	23.42%
PRINTING	551	804	(253)	-31.45%	7,204	5,408	1,796	33.21%
POSTAGE & FREIGHT	1,548	2,184	(636)	-29.13%	12,513	12,401	112	0.91%
MEMBERSHIP, DUES & CONTRIBUTIONS	832	(1,424)	2,256	-158.43%	28,296	25,738	2,558	9.94%
PUBLICATIONS	293	152	141	92.93%	1,779	1,417	362	25.57%
OFFICERS & DIRECTORS INSURANCE	15,619	15,619	0	0.00%	147,082	140,632	6,450	4.59%
MISCELLANEOUS	-	(245)	245	0.00%	-	(245)	245	0.00%
TOTAL GENL & ADMIN EXPENSES	24,563	22,476	2,087	9.29%	252,129	239,253	12,876	5.38%
LOAN LOSS PROVISION/BAD DEBT	25,000	25,000	-	0.00%	545,983	602,865	(56,882)	-9.44%
OTHER								
INTEREST EXPENSE	503	550	(47)	-8.55%	4,809	5,234	(425)	-8.12%
TOTAL OTHER	503	550	(47)	-8.55%	4,809	5,234	(425)	-8.12%
TOTAL EXPENSES	640,847	(409,833)	1,050,680	-256.37%	5,549,986	6,469,855	(919,869)	-14.22%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(52,687)	(218,335)	165,648	-75.87%	3,132,469	1,389,856	1,742,613	125.38%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER TO STATE OF ILLINOIS	-	-	-	0.00%	(3,302,000)	-	(3,302,000)	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-		-	-	-	0.00%
NET INCOME/(LOSS)	(52,687)	(218,335)	165,648	-75.87%	(169,530)	1,389,856	(1,559,386)	-112.20%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Nine Months Ending March 31, 2011

	Actual March 2010	Actual March 2011
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 33,380,267	$ 41,894,567
RECEIVABLES, NET	99,873	23,932
LOAN RECEIVABLE, NET	43,571,398	36,971,685
NOTES RECEIVABLE	45,808,874	43,029,874
OTHER RECEIVABLES	552,939	1,835,965
PREPAID EXPENSES	103,464	91,566
TOTAL CURRENT ASSETS	123,516,815	123,847,589
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	57,072	52,501
DEFERRED ISSUANCE COSTS	503,552	425,075
OTHER ASSETS		
CASH, INVESTMENTS & RESERVES	39,565,873	40,671,557
VENTURE CAPITAL INVESTMENTS	5,377,739	2,247,981
OTHER	3,000,000	3,000,000
TOTAL OTHER ASSETS	47,943,612	45,919,538
TOTAL ASSETS	$ 172,021,051	$ 170,244,703
LIABILITIES		
CURRENT LIABILITIES	1,620,301	1,698,342
BONDS PABYABLE	54,385,000	53,715,000
OTHER LIABILITIES	1,723,881	2,721,668
TOTAL LIABILITIES	57,729,182	58,135,010
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	27,173,957	26,144,175
NET INCOME / (LOSS)	1,389,856	(169,530)
RESERVED/RESTRICTED FUND BALANCE	37,471,193	37,878,185
UNRESERVED FUND BALANCE	12,648,171	12,648,171
TOTAL EQUITY	114,291,869	112,109,693
TOTAL LIABILITIES & EQUITY	$ 172,021,051	$ 170,244,703

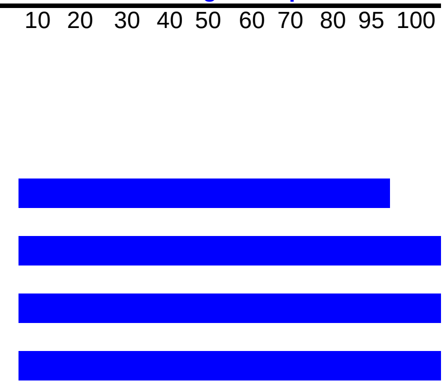
Illinois Finance Authority
FY09 Audit Finding: Material
Update as of March 31, 2011

Number of Material Findings - 1

Item Number	Description	Finding Type	Comments	Percentage Completed 10 20 30 40 50 60 70 80 90 100
Government Auditing Standards:				
09-01	**Valuation of Venture Capital Investments**	Significant Deficiency	**Auditor Recommendation:** The IFA has not had an independent valuation of its venture capital investments since fiscal year 2006. We recommend the Authority obtain an independent valuation of the investment portfolio periodically in order to support the amounts recorded and disclosed in the financial statements. **Authority Response:** The Authority accepted the auditor's recommendation. The Authority has procured a vendor and the valuation of the venture capital portfolio is underway.	

Illinois Finance Authority
FY09 Audit Finding: Immaterial
Update as of March 31, 2011

Item Number	Description	Percentage Completed
Total Number of 4		
FY 09 Immaterial Findings		
IM09-01	Failure to Report Revenue Bond Information to the Illinois Office of the Comptroller	
IM09-02	Inaccurate Agency Report of State Property (C-15)	
IM09-03	Lack of Disaster Contingency Testing to Ensure Recovery of Computer Systems	
IM09-04	Weaknesses Regarding the Security and Control of Confidential Information	



Bonds Issued and Outstanding
as of March 31, 2011

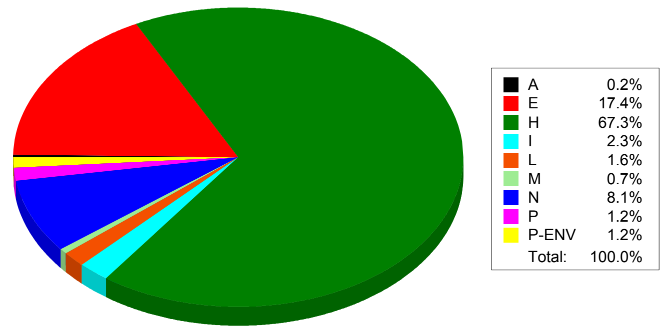
Bonds Issued Since Inception of Illinois Finance Authority

#	Market Sector	Principal Amount ($)
325	Agriculture **	53,811,251
102	Education	4,014,598,100
327	Healthcare *	16,067,288,508
86	Industrial	931,142,853
27	Local Government	378,145,000
19	Multifamily/Senior Housing	175,417,900
133	501(c)(3) Not-for Profits	1,908,933,195
8	Exempt Facilities Bonds	275,700,000
9	Environmental issued under 20 ILCS 3515/9	326,630,000
		$ 24,131,666,807

* Includes CCRC's

** Number of Agriculture bonds has been adjusted to reflect the actual number of Beginner Farmer Bonds issued.

Bonds Issued Since Inception

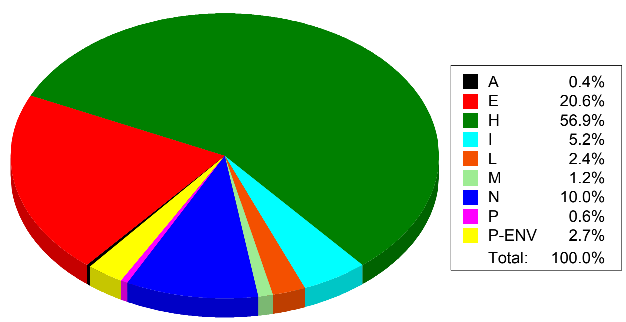


Schedule of Bonds Outstanding by Market Sector
Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	292,280,957	93,487,708
Education	5,791,305,730	5,228,330,087
Healthcare *	16,510,612,337	14,443,506,638
Industrial	1,527,482,853	1,318,634,887
Local Government	1,112,759,413	611,376,238
Multifamily/Senior Housing	742,915,396	305,004,318
501(c)(3) Not-for Profits	3,054,474,996	2,533,381,427
Exempt Facilities Bonds	155,360,000	155,160,000
Environmental issued under 20 ILCS 3515/9	770,475,000	673,236,938
	$ 29,957,666,681	$ 25,362,118,241

* Includes CCRC's

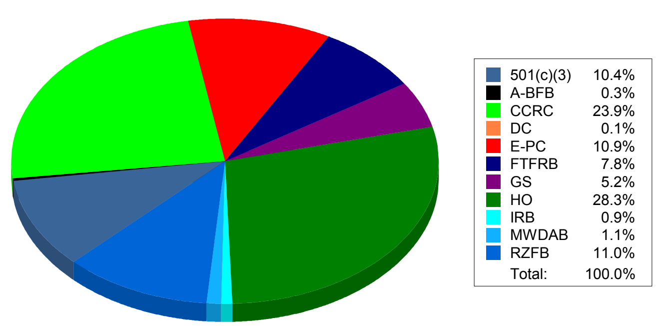
Principal Outstanding by Market Sector



Current Fiscal Year

#	Market Sector	Principal Issued
32	Agriculture - Beginner Farmer	5,261,264
4	Education	208,340,000
1	Financially Distressed Cities	1,985,000
1	Freight Transfer Facilities Bonds	150,000,000
1	Gas Supply	100,000,000
10	Healthcare - Hospital	542,820,000
5	Healthcare - CCRC	458,705,000
3	Industrial Revenue	17,329,184
1	Midwest Disaster Area Bonds	20,200,000
4	501(c)(3) Not-for-Profit	199,535,000
8	Recovery Zone Facilities Bonds	211,488,000
70		$ 1,915,663,448

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2010 and March 31, 2011

Bond Issue		Date Issued	Initial Interest Rate	Principal Issued	Bonds Refunded
A-BFB	Beginner Farmer Bonds, Series 2011	07/01/2010	Various-See Below	5,261,264	0
HO	NorthShore University HealthSystem, Series 2010	07/14/2010	2.00% to 5.25%	136,425,000	115,800,000
CCRC	The Clare at Water Tower, Series 2010A&B	07/15/2010	5.10% to 6.125%	87,505,000	87,505,000
CCRC	Christian Homes, Inc., Series 2010	07/29/2010	3.40% to 6.125%	25,000,000	8,090,000
IRB	Bison Gear & Engineering Corporation, Series 2010	07/29/2010	VRB 0.32%	9,230,000	0
HO	Institute for Transfusion Medicine, Series 2010	07/29/2010	VRB 3.60%	26,500,000	0
GS	Peoples Gas Light and Coke Company, Series 2010A	08/18/2010	VRB 2.125%	50,000,000	0
RZFB	Annex II, LLC - Rock City Development, Series 2010	08/24/2010	6.00%	4,585,000	0
CCRC	Greenfields of Geneva, Series 2010A-C	08/31/2010	7.50% to 8.25%	117,600,000	9,185,000
HO	Provena Health, Series 2010C&D	09/22/2010	VRB 0.29%	72,000,000	0
GS	Peoples Gas Light and Coke Company, Series 2010B	10/05/2010	2.625%	50,000,000	50,000,000
IRB	Fabrication Technologies, Inc., Series 2010	10/15/2010	DP-VRB	5,140,000	0
HO	Little Company of Mary Hospital, Series 2010	10/20/2010	5.25% to 5.50%	72,000,000	0
HO	Beloit Health System, Series 2010	10/21/2010	VRB	37,895,000	40,325,000
RZFB	Navistar International Corporation, Series 2010	10/26/2010	6.50%	135,000,000	0
DC	City of East St. Louis, Series 2010	10/26/2010	3.00%	1,985,000	1,650,000
HO	Swedish Covenant Hospital, Series 2010	11/03/2010	DP 4.99%	20,000,000	0
HO	University of Chicago Medical Center, Series 2010A&B	11/09/2010	VRB 0.24%	92,500,000	0
CCRC	Admiral at the Lake, Series 2010A-E	11/19/2010	7.25% to 8.00%	202,350,000	0
RZFB	BPJ Investments, LLC - Nueco, Inc., Series 2010	12/16/2010	DP-VRB 4.00%	2,803,000	0
HO	Proctor Hospital, Series 2010	12/16/2010	DP-VRB 2.59202%	15,500,000	0
E-PC	The Old Town School of Folk Music, Inc., Series 2010	12/20/2010	DP-VRB 4.25%	10,000,000	0
MWDAB	KONE Centre, Series 2010	12/21/2010	DP-VRB 2.30%	20,200,000	0
FTFRB	CenterPoint Joliet Terminal Railroad, Series 2010A&B	12/21/2010	DP-VRB 2.1074%	150,000,000	0
E-PC	East-West University, Series 2010	12/22/2010	DP-VRB 2.025%	30,000,000	0
501(c)(3)	Quest Academy, Series 2010	12/22/2010	DP-VRB 1.987016%	3,200,000	2,100,000
RZFB	Rochelle Energy LLC, Series 2010	12/22/2010	DP 4.53%	10,000,000	0
E-PC	Illinois College, Series 2010	12/23/2010	DP 4.22%	3,900,000	0
IRB	Alef Sausage, Series 2010	12/23/2010	DP 4.25%	2,959,184	0
HO	Silver Cross Hospital & Medical Center, Series 2010	12/27/2010	DP-VRB 1.1973%	25,000,000	0
501(c)(3)	St. Francis High School College Preparatory, Series 2010	12/28/2010	DP-VRB 2.18%	4,500,000	0
RZFB	JH Naperville Hotel, LLC, Series 2010	12/28/2010	5.16%	30,000,000	0
RZFB	1200 Internationale Parkway, LLC, Series 2010	12/28/2010	DP-VRB 3.97%	3,500,000	0
CCRC	Mercy Circle, Series 2010	12/29/2010	DP-VRB 2.10%	26,250,000	0
RZFB	SMART Hotels/Olympia Chicago, Series 2010	12/30/2010	DP-VRB 1.9876%	21,500,000	0
RZFB	Mayo Properties, LLC, Series 2010	12/30/2010	DP-VRB 3.825%	4,100,000	0
E-PC	DePaul University, Series 2011A&B	02/02/2011	5.25% to 6.125%	164,440,000	50,600,000
501(c)(3)	CHF-Normal, LLC-Illinois State University, Series 2011	02/23/2011	5.50% to 7.00%	59,610,000	0
501(c)(3)	CHF-DeKalb, LLC-Northern Illinois University, Series 2011	03/10/2011	5.125% to 6.875%	132,225,000	18,825,000
HO	Sarah Bush Lincoln Health Center, Series 2011	03/18/2011	DP-VRB 3.60%	45,000,000	23,560,000
		Total Bonds Issued in Fiscal Year 2011		**$ 1,915,663,448**	**$ 407,640,000**

Legend: Fixed Rate Bonds as shown
DP-VRB = initial interest rate at the time of issuance on a Direct Purchase Bond
VRB = initial interest rate at the time of issuance on a Variable Rate Bond that does not include the cost of the LOC arrangement .
Beginner Farmer Bonds interest rates are shown in section below.

Beginner Farmer Bonds

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Stortzum, Brent A.	07/21/2010	4.25%	157,500	38.00	Effingham
Tolley, Daniel Steven	07/23/2010	4.50%	106,900	82.30	Knox
Justison, Keri L.	07/30/2010	4.25%	249,736	106.00	Montgomery
Justison, David M.	07/30/2010	4.25%	249,736	106.00	Montgomery
Will, Richard & Linda	07/30/2010	4.00%	206,712	71.30	Cumberland
Smithenry, Eric J.	07/30/2010	4.25%	135,000	20.00	Jasper
Stinnett, Sean & Cheryl	08/05/2010	4.75%	224,000	52.84	Macoupin
Alt, Lawrence & Loretta	08/12/2010	4.00%	100,000	26.67	Vermilion
Alt, James & Jo Ellen	08/12/2010	4.00%	102,667	26.67	Vermilion
Kopplin, Seth A.	08/16/2010	4.00%	184,000	73.62	Effingham
Mellendorf, Mark	09/21/2010	4.25%	25,200	20.00	Clay
Gittleson, Brock	09/21/2010	4.46%	207,500	50.00	Lee
Fritschle, Derek	10/07/2010	4.00%	125,000	78.00	Richland
Stahl, Kendall	10/25/2010	4.50%	137,500	50.00	Stark
Stahl, Rodney Lynn	10/25/2010	4.00%	122,500	50.00	Stark
Rosenthal, Darin T.	10/29/2010	4.00%	250,000	80.00	Montgomery
Stephens, Douglas & Cindy	11/05/2010	3.50%	240,000	60.00	Livingston
Richter, Brett Alan	11/05/2010	2.76%	120,000	46.00	Clinton
Stephens, Derek & Brynn	11/05/2010	3.50%	240,000	60.00	Livingston
Truckenbrod, Steven	11/18/2010	5.25%	104,000	40.00	Ogle
Elliott, Lee Wayne & Latisha	11/30/2010	4.25%	112,000	80.00	Jasper
McLaughlin, Wade C.	12/27/2010	4.67%	150,000	60.70	Henry
Mattingly II, Douglas E.	12/27/2010	3.75%	77,120	30.00	Edgar
Ridgely, Jordan	12/27/2010	3.95%	316,000	149.00	Hamilton
Werkheiser, Wade	12/27/2010	3.90%	345,330	161.00	Henry
Waldrop, Ryan D. & Heather D.	12/28/2010	4.25%	237,268	130.60	Lawrence
Rich, Travis Wesley	03/01/2011	3.90%	146,667	26.66	Crawford
Maedge, Travis M.	03/08/2011	2.76%	171,928	40.00	Madison
Goebel, Greg & Krystal	03/16/2011	3.75%	114,000	60.00	Jasper
Goebel, Thad & Lindsay	03/16/2011	3.75%	98,000	60.00	Jasper
King, Rodney & Christine	03/28/2011	4.25%	80,000	40.00	Stark
Dotson, Joshua & Bonnie	03/30/2011	4.25%	125,000	31.00	Will
	Total Beginner Farmer Bonds Issued		**$ 5,261,264**	**2,006.36**	

AG Debt Restructuring Guarantee	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Nelson, Kenneth	11/08/2010	6.00%	410,000	348,500
	Total AG Debt Restructuring Guarantee		**$ 410,000**	**$ 348,500**

AG Farm Purchase Guarantee	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Kerber, Gregory & Jan	10/28/2010	5.85%	500,000	425,000
	Total AG Farm Purchase Guarantee		**$ 500,000**	**$ 425,000**
	Total Agriculture Guarantees		**$ 910,000**	**$ 773,500**

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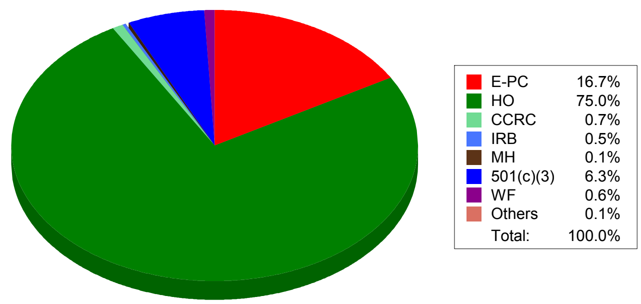
Bonds Issued - Calendar Year Comparison

Calendar Year 2009

#	Market Sector	Principal Issued
38	Agriculture - Beginner Farmer	7,315,408
9	Education - Private College	786,245,000
25	Healthcare - Hospital	3,526,456,927
2	Healthcare - CCRC	31,034,820
3	Industrial Revenue	24,000,000
1	Multifamily/Senior Housing	5,700,000
11	501(c)(3) Not-for-Profit	295,436,458
1	Exempt Facilities Bonds	28,500,000
1		4,460,000
91		$4,711,143,452

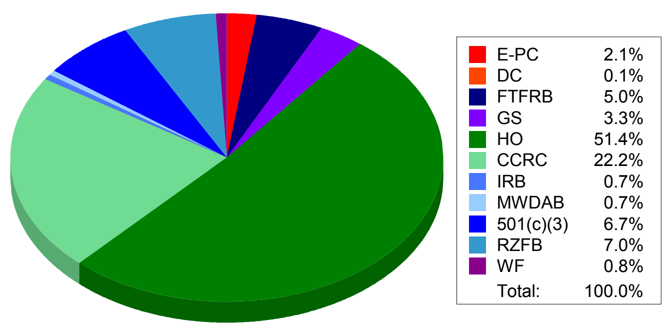
Bonds Issued in 2009
[Excludes Beginner Farmer Bonds]



Calendar Year 2010

#	Market Sector	Principal Issued
104	Agriculture - Beginner Farmer	18,748,994
5	Education - Private College	64,000,000
1	Financially Distressed Cities	1,985,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Midwest Disaster Area Bonds	20,200,000
8	501(c)(3) Not-for-Profit	203,041,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Exempt Facilities Bonds	25,000,000
110		$3,018,616,176

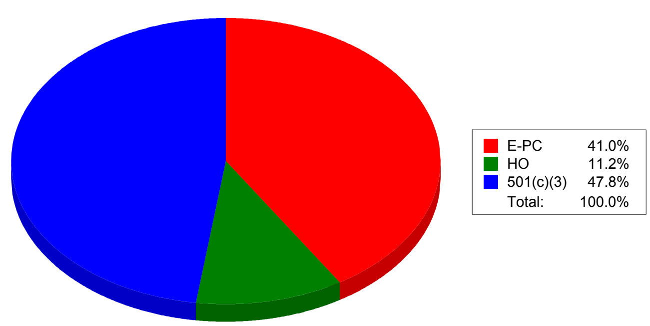
Bonds Issued in 2010
[Excludes Beginner Farmer Bonds]



Calendar Year 2011

#	Market Sector	Principal Issued
6	Agriculture - Beginner Farmer	735,595
1	Education - Private College	164,440,000
1	Healthcare - Hospital	45,000,000
2	501(c)(3) Not-for-Profit	191,835,000
10		$402,010,595

Bonds Issued in 2011
[Excludes Beginner Farmer Bonds]

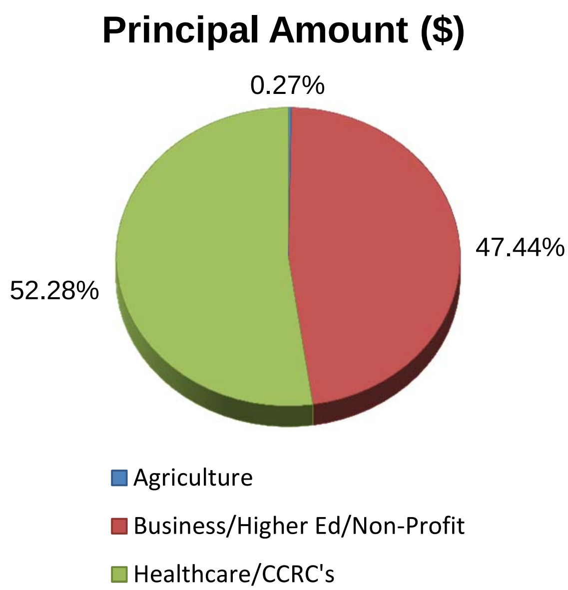


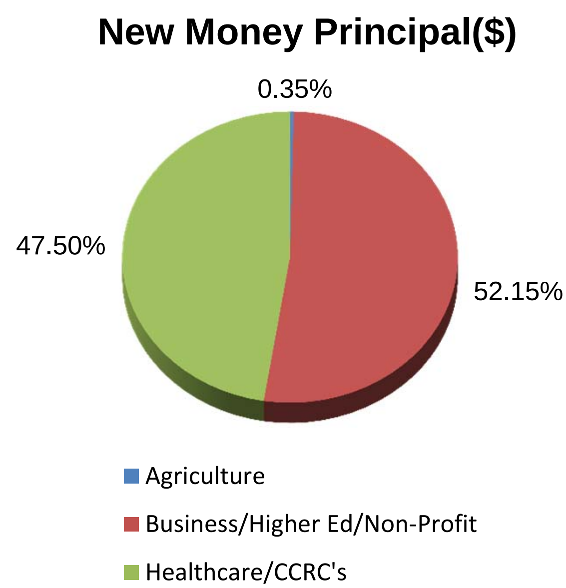
includes all transactions; bond sales as posted on EMMA and Direct Purchases.

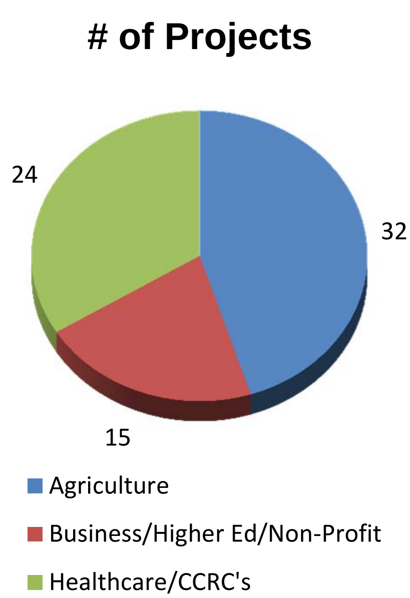
Illinois Finance Authority

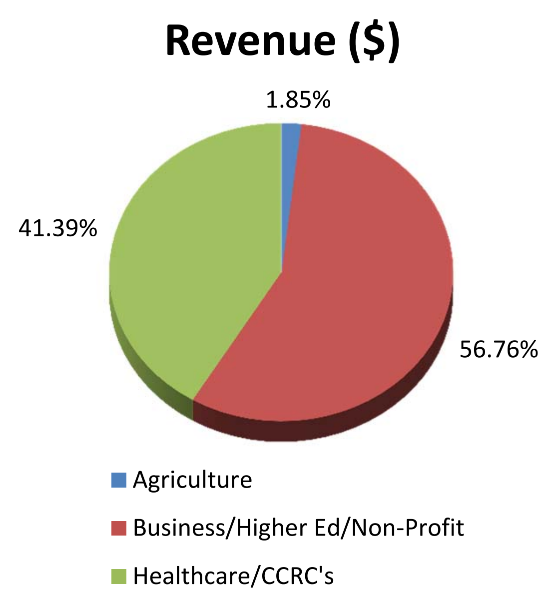
Fiscal Year 2011

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 5,261,264.00	$ 5,261,264.00	32	$ 73,366.45
Business/Higher Ed/Non-Profit	908,877,183.67	787,352,183.67	15	2,246,380.67
Healthcare/CCRC's	1,001,525,000.00	717,060,000.00	24	1,638,050.00
	$ 1,915,663,447.67	$ 1,509,673,447.67	71	$ 3,957,797.12









ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

Conduit debt issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)] which does not constitute an indebtedness or an obligation, either general or moral, or a pledge of the full faith or a loan of the Authority, the State of Illinois or any Political Subdivision of the State within the purview of any constitutional or statutory limitation or provisions with special limited obligations of the Authority secured under provisions of the individual Bond Indentures and Loan Agreements with the exception of the bonds identified below in Section I (b) -- General Purpose Moral Obligation/State Component Parts -- which are subject to the $28.15B cap in Section 845-5(a).

Section I (a)

		Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
Illinois Finance Authority "IFA" [b]					
312	Agriculture	$ 46,455,000	$ 51,433,000		
91	Education	3,721,552,000	3,843,412,000		
232	Healthcare	10,851,968,000	11,603,522,000		
74	Industrial Development [includes Recovery Zone/Midwest Disaster]	345,870,000	828,787,000		
22	Local Government	264,060,000	252,995,000		
18	Multifamily/Senior Housing	157,979,000	159,655,000		
98	501(c)(3) Not-for Profits	1,313,239,000	1,486,709,000		
5	Exempt Facilities Bonds	130,500,000	130,300,000		
852	**Total IFA Principal Outstanding**	**$ 16,831,623,000**	**$ 18,356,813,000**		
Illinois Development Finance Authority "IDFA" [b]					
4	Education	42,196,000	41,506,000		
5	Healthcare	404,660,000	219,360,000		
68	Industrial Development	562,917,000	489,847,000		
33	Local Government	386,034,000	338,161,000		
16	Multifamily/Senior Housing	147,219,000	145,350,000		
99	501(c)(3) Not-for Profits	1,025,002,000	972,128,000		
1	Exempt Facilities Bonds	24,860,000	24,860,000		
222	**Total IDFA Principal Outstanding**	**$ 2,592,888,000**	**$ 2,231,212,000**		
Illinois Rural Bond Bank "IRBB" [b]					
17	Bond Bank Revenue Bonds	26,385,000	20,220,000		
-	Conduit Debt	2,390,000	-		
17	**Total IRBB Principal Outstanding**	**$ 28,775,000**	**$ 20,220,000**		
99	**Illinois Health Facilities Authority "IHFA"**	**$ 2,908,471,000**	**$ 2,620,624,000**		
49	**Illinois Educational Facilities Authority "IEFA"**	**$ 1,446,134,000**	**$ 1,417,957,000**		
561	**Illinois Farm Development Authority "IFDA" [f]**	**$ 42,055,000**	**$ 42,055,000**		
1,800	**Total Illinois Finance Authority Debt**	**$ 23,849,946,000**	**$ 24,688,881,000**	**$ 28,150,000,000**	**$ 3,461,119,000**

Issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)]

Section I (b)

		Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
General Purpose Moral Obligations					
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]					
17	Issued through IRBB - Local Government Pools	$ 26,385,000	$ 20,220,000		
7	Issued through IFA - Local Government Pools	28,000,000	26,680,000		
2	Issued through IFA - Illinois Medical District Commission	40,000,000	39,640,000		
26	**Total General Moral Obligations**	**$ 94,385,000**	**$ 86,540,000**	**$ 150,000,000**	**$ 63,460,000**
Financially Distressed Cities Moral Obligations					
Illinois Finance Authority Act [20 ILCS 3501/825-60]					
2	Issued through IFA	$ 2,395,000	$ 3,825,000		
1	Issued through IDFA	4,660,000	3,565,000		
3	**Total Financially Distressed Cities**	**$ 7,055,000**	**$ 7,390,000**	**$ 50,000,000**	**$ 42,610,000**
State Component Unit Bonds [c]					
17	Issued through IRBB	$ 26,385,000	$ 20,220,000		
2	Issued through IDFA [j]	94,075,000	82,090,000		
2	Issued through IFA [j]	91,198,000	81,367,000		
21	**Total State Component Unit Bonds**	**$ 211,658,000**	**$ 183,677,000**		

Designated exclusive Issuer by the Governor of the State of Illinois to issue Midwest Disaster Area Bonds in Illinois, February 11, 2010.

Section I (c)

		Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
1	**Midwest Disaster Bonds [Flood Relief]**	**$ -**	$ 20,200,000	**$ 1,515,271,000**	**$ 1,495,071,000**

Designated by the Governor of the State of Illinois to manage and coordinate the re-allocation of Federal ARRA Volume Cap and the issuance of Recovery Zone Bonds in the State of Illinois to fully utilize RZBs before December 31, 2010.

Section I (d)

		ARRA Act of 2009 Volume Cap Allocated [h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of March 31, 2011	Available "Ceded" Volume Cap
-	**Recovery Zone Economic Development Bonds;**	**$ 666,972,000**	**$ 16,940,000**	**$ 12,900,000**	**$ 4,040,000**
8	**Recovery Zone Facilities Bonds**	**$ 1,000,457,000**	**$ 292,400,000**	**$ 218,702,000**	**$ 73,698,000**
-	**Qualified Energy Conservation Bonds**	**$ 133,846,000**	**$ -**	**$ -**	**$ -**

Issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(b)]

Section II

	Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
Illinois Power Agency	**$ -**	**$ -**	**$ 4,000,000,000**	**$ 4,000,000,000**

ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

Illinois Finance Authority Act [20 ILCS 3501 Section 825-65(f); 825-70 and 825-75] - see also P.A. 96-103 effective 01/01/2010

Section III

	Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	**$ -**	**$ -**	**$ 3,000,000,000** [d]	**$ 3,000,000,000**

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 830-25 (see also P.A.96-103); 830-30; 830-35; 830-45 and 830-50]

Section IV

#		Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity	State Exposure
	Agri Debt Guarantees [Restructuring Existing Debt]	**$ 20,300,000**	**$ 18,134,000**	**$ 160,000,000**	**$ 141,866,000**	**$ 15,387,000**
93	**Fund # 994 - Fund Balance $ 9,940,751**					
	AG Loan Guarantee Program	**$ 47,229,000**	**$ 42,872,000**	**$ 225,000,000** [e]	**$ 182,128,000**	**$ 30,831,000**
50	**Fund # 205 - Fund Balance $ 7,651,586**					
11	Agri Industry Loan Guarantee Program	$ 11,104,000	$ 10,198,000			8,668,000
1	Renewable Fuels	24,445,000	23,228,000			14,134,000
2	Farm Purchase Guarantee Program	491,000	991,000			842,000
25	Specialized Livestock Guarantee Program	8,625,000	6,021,000			5,118,000
11	Young Farmer Loan Guarantee Program	2,564,000	2,434,000			2,069,000
143	**Total State Guarantees**	**$ 67,529,000**	**$ 61,006,000**	**$ 385,000,000**	**$ 323,994,000**	**$ 46,218,000**

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 825-80 and 825-85

Section V

#			Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Appropriation Fiscal Year 2011	Fund Balance
116	Fire Truck Revolving Loan Program	**Fund # 572**	$ 18,730,135	17,504,048	$ 6,003,342	2,593,729
10	Ambulance Revolving Loan Program	**Fund # 334**	$ 993,200	832,213	$ 7,006,800	590

Note: Due to deposits in transit, the Cash Balance at the Illinois Office of the Comptroller may differ from the Illinois Finance Authority's General Ledger.

Issued under the Illinois Environmental Facilities Financing Act [20 ILCS 3515/9]

Section VI

#		Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011	Program Limitations	Remaining Capacity
	Environmental [Large Business]				
9	Issued through IFA	316,440,000	$ 316,072,000		
19	Issued through IDFA	372,065,000	357,165,000		
28	**Total Environmental [Large Business]**	**$ 688,505,000**	**$ 673,237,000**	**$ 2,425,000,000**	**$ 1,751,763,000**
	Environmental [Small Business]	-	$ -	**$ 75,000,000**	**$ 75,000,000**
28	**Total Environment Bonds Issued under Act**	**$ 688,505,000**	**$ 673,237,000**	**$ 2,500,000,000**	**$ 1,826,763,000**

Illinois Finance Authority Funds at Risk

Section VII

#		Original Amount	Principal Outstanding June 30, 2010	Principal Outstanding March 31, 2011
	Participation Loans			
49	Business & Industry	23,020,157.95	17,018,322.85	13,897,295.13
19	Agriculture	6,079,859.01	4,969,295.79	4,111,334.69
68	**Participation Loans exluding Defaults & Allowances**	**$ 29,100,016.96**	**$ 21,987,618.64**	**$ 18,008,629.82**
			Plus: Legacy IDFA Loans in Default	**1,143,112.67**
			Less: Allowance for Doubtful Accounts	**3,812,479.12**
			Total Participation Loans	**$ 15,339,263.37**
1	**Illinois Facility Fund**	**$ 1,000,000.00**	**$ 1,000,000.00**	**1,000,000.00**
4	**Local Government Direct Loans**	**$ 1,289,750.00**	**$ 309,303.50**	**294,526.74**
5	**FmHA Loans**	**$ 963,250.00**	**$ 495,772.95**	**321,545.96**
2	**Renewable Energy [RED Fund]**	**$ 2,000,000.00**	**$ 1,755,664.28**	**1,705,249.65**
80	**Total Loans Outstanding**	**$ 34,353,016.96**	**$ 25,548,359.37**	**$ 18,660,585.72**

[a] Total subject to change; late month payment data may not be included at issuance of report.

[b] State Component Unit Bonds included in balance.

[c] Does not include Unamortized issuance premium as reported in Audited Financials.

[d] Program Limitation reflects the increase to $3 billion effective 01/01/2010 under P.A. 96-103.

[e] Program Limitation reflects the increase from $75 million to $225 million effective 01/01/2010 under P.A. 96-103.

[f] Beginner Farmer Bonds are currently updated annually; new bonds will be added under the Illinois Finance Authority when the bond closes.

[g] Midwest Disaster Bonds - Illinois Counties eligible for Midwest Disaster Bonds include Adams, Calhoun, Clark, Coles, Crawford, Cumberland, Douglas, Edgar, Hancock, Henderson, Jasper, Jersey, Lake, Lawrence, Mercer, Rock Island, Whiteside and Winnebago.

[h] Recovery Zone Bonds - Federal government allocated volume cap directly to all 102 Illinois counties and 8 municipalities with population of 100,000 or more. [Public Act 96-1020]

[i] IFA is working with all of the 110 entities to encourage voluntary waivers to ensure that these resources are used to support project financing before the program expires on December 31, 2010.

[j] Includes EPA Clean Water Revolving Fund

Principal Issued by Month *

Month	Data	2004	2005	2006	2007	2008	2009	2010	2011
January	Sum of Principal	-	138,085,000	98,670,000	13,680,000	122,870,000	723,895,000	252,800,000	-
	Sum of % of Change			-28.5%	-86.1%	798.2%	489.2%	-65.1%	-100.0%
February	Sum of Principal	22,950,000	31,714,000	85,235,000	243,775,000	57,235,000	383,520,000	233,982,400	224,050,000
	Sum of % of Change		38.2%	168.8%	186.0%	-76.5%	570.1%	-39.0%	-4.2%
March	Sum of Principal	72,920,000	243,620,900	221,200,000	429,933,900	67,400,000	647,005,000	43,610,000	177,225,000
	Sum of % of Change		234.1%	-9.2%	94.4%	-84.3%	859.9%	-93.3%	306.4%
April	Sum of Principal	87,500,000	54,890,000	53,160,378	204,725,000	1,217,254,000	504,000,000	277,283,662	
	Sum of % of Change		-37.3%	-3.2%	285.1%	494.6%	-58.6%	-45.0%	
May	Sum of Principal	1,112,926,171	374,980,000	67,930,000	239,097,750	1,168,925,000	108,194,732	405,288,433	
	Sum of % of Change		-66.3%	-81.9%	252.0%	388.9%	-90.7%	274.6%	
June	Sum of Principal	62,305,000	137,165,000	131,900,914	394,513,530	817,587,000	475,200,000	287,150,000	
	Sum of % of Change		120.2%	-3.8%	199.1%	107.2%	-41.9%	-40.1%	
July	Sum of Principal	109,045,000	370,370,000	183,955,000	149,165,000	56,242,400	382,477,000	284,660,000	
	Sum of % of Change		239.6%	-50.3%	-18.9%	-62.3%	580.1%	-25.6%	
August	Sum of Principal	77,395,000	317,680,000	416,886,100	695,600,000	110,315,000	383,766,653	172,185,000	
	Sum of % of Change		310.5%	31.2%	66.9%	-84.1%	247.9%	-55.1%	
September	Sum of Principal	195,595,000	199,800,000	34,525,000	65,406,650	186,705,000	-	72,000,000	
	Sum of % of Change		2.1%	-82.7%	89.4%	185.5%	-100.0%	100%	
October	Sum of Principal	17,095,000	78,070,000	303,685,000	747,030,000	112,905,000	185,370,000	302,020,000	
	Sum of % of Change		356.7%	289.0%	146.0%	-84.9%	56.7%	70.8%	
November	Sum of Principal	674,465,000	72,530,000	134,980,000	34,691,195	90,609,000	240,000,000	314,850,000	
	Sum of % of Change		-89.2%	86.1%	-74.3%	161.2%	164.9%	31.2%	
December	Sum of Principal	275,415,000	655,400,000	435,050,000	765,246,784	431,000,000	668,404,820	363,412,184	
	Sum of % of Change		138.0%	-33.6%	75.9%	-43.7%	55.1%	-45.6%	
Total Sum of Principal		2,707,611,171	2,674,304,900	2,167,177,392	3,982,864,809	4,439,047,400	4,701,833,205	3,009,241,679	401,275,000

"Sum of % of Change" reflects the percent of increase/decrease over the same month in the prior year.
* Does not include Beginner Farmer Bonds issued.

Bonds Issued by Quarter - Calendar Year

	2004	2005	2006	2007	2008	2009	2010	2011
1st Quarter	95,870,000	413,419,900	405,105,000	687,388,900	247,505,000	1,754,420,000	530,392,400	401,275,000
2nd Quarter	1,262,731,171	567,035,000	252,991,292	838,336,280	3,203,766,000	1,087,394,732	969,722,095	0
3rd Quarter	382,035,000	887,850,000	635,366,100	910,171,650	353,262,400	766,243,653	528,845,000	0
4th Quarter	966,975,000	806,000,000	873,715,000	1,546,967,979	634,514,000	1,093,774,820	980,282,184	0
Total Bonds Issued - Calendar Year	2,707,611,171	2,674,304,900	2,167,177,392	3,982,864,809	4,439,047,400	4,701,833,205	3,009,241,679	401,275,000
% Change over Prior Calendar Year		-1.2%	-19.0%	83.8%	11.5%	5.9%	-36.0%	-24.3%

Bonds Issued by Quarter - Fiscal Year

	2004	2005	2006	2007	2008	2009	2010	2011
1st Quarter		382,035,000	887,850,000	635,366,100	910,171,650	353,262,400	766,243,653	528,845,000
2nd Quarter		966,975,000	806,000,000	873,715,000	1,546,967,979	634,514,000	1,093,774,820	980,282,184
3rd Quarter	95,870,000	413,419,900	405,105,000	687,388,900	247,505,000	1,754,420,000	530,392,400	401,275,000
4th Quarter	1,262,731,171	567,035,000	252,991,292	838,336,280	3,203,766,000	1,087,394,732	969,722,095	0
Total Bonds Issued - Fiscal Year	1,358,601,171	2,329,464,900	2,351,946,292	3,034,806,280	5,908,410,629	3,829,591,132	3,360,132,968	1,910,402,184
% Change over Prior Fiscal Year		71.5%	1.0%	29.0%	94.7%	-35.2%	-12.3%	-20.1%

Principal Issued/Bonds Refunded by Month

Month	2004	2005	2006	2007	2008	2009	2010	2011	
January	-	138,085,000	98,670,000	13,680,000	122,870,000	723,895,000	252,800,000	-	Principal
	-	25,755,000	13,285,000	-	-	205,350,000	155,775,000	-	Refunded
February	22,950,000	31,714,000	85,235,000	243,775,000	57,235,000	383,520,000	233,982,400	224,050,000	Principal
	-	-	52,945,000	96,220,000	45,210,000	113,100,000	90,946,623	50,600,000	Refunded
March	72,920,000	243,620,900	221,200,000	429,933,900	67,400,000	647,005,000	43,610,000	177,225,000	Principal
	53,930,000	191,745,000	117,185,000	147,205,000	62,800,000	255,325,000	29,675,000	42,385,000	Refunded
April	87,500,000	54,890,000	53,160,378	204,725,000	1,217,254,000	504,000,000	277,283,662		Principal
	-	11,540,000	-	62,890,000	1,141,790,000	464,985,000	70,420,000		Refunded
May	1,112,926,171	374,980,000	67,930,000	239,097,750	1,168,925,000	108,194,732	405,288,433		Principal
	451,164,992	93,060,000	29,915,000	99,375,000	456,397,500	-	55,940,000		Refunded
June	62,305,000	137,165,000	131,900,914	394,513,530	817,587,000	475,200,000	287,150,000		Principal
	28,810,000	10,870,000	-	46,427,000	605,130,000	-	255,625,000		Refunded
July	109,045,000	370,370,000	183,955,000	149,165,000	56,242,400	382,477,000	284,660,000		Principal
	-	238,695,000	4,749,000	34,830,000	-	-	211,395,000		Refunded
August	77,395,000	317,680,000	416,886,100	695,600,000	110,315,000	383,766,653	172,185,000		Principal
	43,000,000	239,225,000	255,665,000	123,830,000	65,250,000	35,254,532	9,185,000		Refunded
September	195,595,000	199,800,000	34,525,000	65,406,650	186,705,000	-	72,000,000		Principal
	6,220,000	92,955,000	-	4,500,000	-	-	-		Refunded
October	17,095,000	78,070,000	303,685,000	747,030,000	112,905,000	176,870,000	302,020,000		Principal
	-	-	254,960,000	338,880,796	2,400,000	92,425,000	90,325,000		Refunded
November	674,465,000	72,530,000	134,980,000	34,691,195	90,609,000	240,000,000	314,850,000		Principal
	247,055,000	36,575,000	25,095,000	14,230,000	10,275,000	102,145,000	-		Refunded
December	275,415,000	655,400,000	435,050,000	765,246,784	431,000,000	668,404,820	363,412,184		Principal
	71,565,000	68,360,000	144,825,000	213,930,000	80,300,000	288,007,133	2,100,000		Refunded
Total Sum of Principal	2,707,611,171	2,674,304,900	2,167,177,392	3,982,864,809	4,439,047,400	4,693,333,205	3,009,241,679	401,275,000	Principal
Total Sum of Refunded	901,744,992	1,008,780,000	898,624,000	1,182,317,796	2,469,552,500	1,556,591,665	971,386,623	92,985,000	Refunded
Net Bonds Issued	1,805,866,179	1,665,524,900	1,268,553,392	2,800,547,013	1,969,494,900	3,136,741,540	2,037,855,056	308,290,000	Issued

Bonds Issued includes the value of the Bonds Refunded.

MINUTES OF THE MARCH 8, 2011, MEETING OF THE COMMITTEE OF THE WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held a Committee of the Whole Meeting at 8:30 a.m. on March 8, 2011, at the Chicago Office of the IFA at 180 North Stetson, Suite 2555, Chicago, IL 60601.

Members Present:	**Members Absent**:	**Staff Present**:
1. Michael W. Goetz, Vice Chairman 2. Dr. William Barclay 3. John "Jack" Durburg 4. Norman M. Gold (joined at 8:39 a.m.) 5. Edward H. Leonard, Sr. 6. Terrence M. O'Brien 7. Heather D. Parish 8. Roger E. Poole	9. William A. Brandt, Jr., Chairman 10. Gila J. Bronner 11. Ronald E. DeNard 12. James J. Fuentes 13. Dr. Roger D. Herrin 14. Joseph McInerney 15. Bradley A. Zeller **Vacancies**: None	Christopher B. Meister, Executive Director Brendan M. Cournane, General Counsel Richard K. Frampton, Vice President Pamela A. Lenane, Vice President Arthur S. Friedson, Chief HR Officer Ximena Granda, Asst. CFO Brad Fletcher, Financial/Legal Analyst Nora O'Brien, Financial/Legal Analyst Ahad F. Syed, Asst. Board Sect. /Admin. Asst. **Staff Participating by Telephone**: Jim Senica, Sr. Funding Manager **IFA Advisors Present**: Lois Scott, President, Scott Balice Strategies Courtney Shea, Sr. VP, Acacia Financial Group Fiona McCarthy, Assoc., Acacia Financial Group Shannon Williams, Assoc., Scott Balice Strategies

GENERAL BUSINESS

Call to Order and Roll Call

Vice Chairman Goetz informally called the meeting to order at 8:35 a.m. with the above Members present. He welcomed Members of the Board, IFA staff and IFA financial advisors present at the meeting.

Vice Chairman's Remarks

The Vice Chairman asked Executive Director Meister to present his message to the Board.

Executive Director's Presentation

Director Meister thanked the Vice Chairman and began his presentation. The Director noted for the record that Roseland Community Hospital has been removed from the agenda pursuant to a request by the Borrower.

Director Meister explained that he was pleased to see a resolution that would authorize the Board to release collateral due to successful performance on a Participation Loan to Wire Mesh Corporation loan. Wire Mesh is a Mexico-based company that has brought approximately one hundred jobs to Illinois.

Director Meister provided an overview of agenda times regarding: (1) a settlement on Precision Laser and; (2) for a troubled Agriculture Guarantee (Aqua Ranch). The Director also stated that Mr. Dan Oh and Ms. Natalie Lischer of Renewable Energy Group, Inc. would join by telephone at approximately 10:00 a.m. to answer any questions the Board may have with regard to the REG-Danville covenant compliance waiver request.

Mr. Gold joined the meeting in person at 8:39 a.m.

Director Meister explained to the Board that Mr. Frampton has been working diligently on several higher education financings and that the IFA is excited to close on Refunding Bonds for DePaul University and for student housing bond projects at Illinois State University and Northern Illinois University in February.

The Director stated the IFA staff was pleased to see three healthcare providers from various parts of the State on today's agenda for approval. These healthcare providers include The Carle Foundation (Urbana), Methodist Medical Center (Peoria) and Sarah Bush Lincoln Health System (Mattoon). Sarah Bush Lincoln Health System has restructured its previous project which received Board approval on November 9, 2010 and seeks Board approval today for the revised structure. Director Meister noted that the Authority is at a crucial juncture in healthcare conduit finance and explained that Ms. Lenane plans to give a more in-depth presentation regarding the outlook of healthcare later in today's Committee of the Whole Meeting.

Director Meister explained that he was honored to speak before the Illinois House of Representatives Committee on Appropriations. The Director stated that he was able to successfully answer questions during the Authority's hearing before the Committee on Appropriations. There was a short discussion from the Board regarding the outcome of the hearing.

Finally, Director Meister concluded by stating that the Authority had filed comments in opposition to proposed SEC rules that would designate Board Members such as the Authority's as "municipal advisors". Director Meister stated that the IFA staff believes that this change in definition could potentially expose Board Members to liability and would likely make it difficult for the Authority to attract and retain Board Members. Director Meister noted that other conduit issuers nationally have expressed the same concerns.

The Vice Chairman thanked the Executive Director for his report and asked for the Committee Reports.

<u>Committee Reports</u>

The Vice Chairman asked Dr. Barclay to present his report on the Healthcare Committee.

Healthcare Committee

Dr. Barclay thanked Vice Chairman Goetz and began his report. Dr. Barclay stated that the Healthcare Committee had approved Roseland Community Hospital ("Roseland") but that Roseland had requested to be removed from the projects listed for approval on today's agenda. Dr. Barclay asked Ms. Lenane to present the remaining Healthcare Committee's report to the Committee of the Whole.

Ms. Lenane thanked Dr. Barclay and began her report. Ms. Lenane explained that she and Director Meister had spoken with the Office of Director Julie Hamos of the Illinois Department of Healthcare and Family Services ("DHFS") regarding the future of healthcare financing in Illinois with a focus on hospitals that rely upon Medicaid payments. Ms. Lenane explained that she had identified all hospitals primarily dependent on Medicaid Receivables prior to the meeting.

Director Meister explained that federal healthcare reform and the State's budget crisis is driving the major changes in healthcare today. The by-product of these changes are performance based budgeting, less lengthy hospitalization, more outpatient treatment and payment per results. Director Meister stated that the Authority initiated the call to DHFS because the IFA wanted to advise DHFS of the Authority's interest in this matter.

Ms. Lenane elaborated that the movement towards restructuring Medicaid reimbursements will have a significant impact on the future of healthcare. Ms. Lenane explained that she expects this restructuring may be a factor in the rising number of proposed healthcare system consolidations. Ms. Lenane noted that newly consolidated borrowers would most likely begin to return to issue debt approximately six to eight months after merging operations.

Vice Chairman Goetz thanked Dr. Barclay, Director Meister and Ms. Lenane for the Healthcare Committee report and asked Mr. Leonard for the Agriculture Committee report.

Agriculture Committee

Mr. Leonard thanked Vice Chairman Goetz and began his report. Mr. Leonard stated that the Agriculture Committee met at its regularly scheduled monthly meeting and discussed three Beginning Farmer Bonds. All three Beginning Farmer Bonds are recommended by the Agriculture Committee for approval.

Mr. Friedson explained that he is making steady progress on recruiting an experienced agriculture lender. He has conducted an interview with one candidate and expects to conduct a second interview with the other candidate shortly. Furthermore, Mr. Friedson would like the Members of the Agriculture Committee to have an opportunity to meet with the candidates.

Vice Chairman Goetz thanked Mr. Leonard and Mr. Friedson and asked Ms. Sutton for her update on procurement.

Procurement Update

Ms. Sutton thanked the Vice Chairman and began her report.

Ms. Sutton gave an update on the rules related to SB51 changes to the Procurement Code requiring reporting of material communications (unless falling under one of the exceptions) pertaining to a procurement matter on the Procurement Policy Board website. The mandated reporting requirement became effective January 1, 2011. The Executive Ethics Commission issued emergency rules to implement the reporting requirement under the Code; however subsequently agreed to voluntarily withdraw those emergency rules related to the procurement communications reporting requirement at the request of Joint Committee on Administrative Rules. As a result, the Governors' Office issued a "guidance" memorandum, to provide some direction to Agencies under the jurisdiction of the Governor, on compliance. As a courtesy, a copy of that "guidance" along with a procurement communication worksheet, have been included in the packet of information provided to Board members.

It was suggested that Board members refer questions concerning procurement matters to IFA staff. Director Meister stated that procurement rules are still evolving. Further information/training on the reporting requirement can be obtained at the Procurement Policy Board's website at http://www2.illinois.gov/ppb/Pages/procurement-communications-reporting.aspx.

Vice Chairman Goetz thanked Ms. Sutton and asked Ms. Granda for the Financial Reports.

Financial Reports

Ms. Granda presented her report on the financials.

She explained that the gross revenue year-to-date for February 2011 was $5.175 Million or $1.476 Million over budget. Total operating expenses were $3.182 Million or $233,383 under budget. Year-to-date net income thru February 2011 was $3.120 Million or $2.826 Million higher than budget and $1.833 Million higher than the same period last fiscal year.

Ms. Granda explained that the Authority received a draft of FY10 financial audit and compliance findings on March 4, 2011, for FY10. There are a total of ten (10) material findings and two (2) immaterial findings. The Authority's responses for FY10 audit are due March 25, 2011. Due to unforeseen delays in the Auditor General's Office the audit report will not be released until the end of May 2011.

Vice Chairman Goetz thanked Ms. Granda and asked for the Project Reports.

Project Reports

Agriculture

Mr. Senica presented the following projects for consideration:

No. 1A: **Craig A. & Cara Mz Huber – $295,450 – 70.5 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $295,450. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 70.5 acres of farmland located in Carroll County, near Lanark.

No. 1B: **James V. Mickley – $248,000 – 120 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $248,000. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 120 acres of farmland located in Henry County, near Colona.

No. 1C: **Kane Richard Vandersnick – $326,000 – 116 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $326,000. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 116 acres of farmland located in Henry County, near Annawan.

Healthcare

Ms. Lenane presented the following project for consideration:

No. 2: **Methodist Medical Center of Illinois - $133,000,000 – Preliminary**

Methodist Medical Center is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed $133,000,000. Bond proceeds will be used to: (i) currently call Methodist Medical Center of Illinois Series 1998 fixed rate bonds; (ii) refinance a taxable line of credit used for hospital renovations; (iii) fund a portion of the swap termination costs associated with an outstanding fixed payor swap with a current notional value of $150,000,000; (iv) fund a debt service reserve fund, if applicable; and (v) pay costs of issuance.

No. 3: **(Withdrawn)**

Ms. O'Brien presented the following project for consideration:

No. 4: **Sarah Bush Lincoln Health System - $45,000,000 – Final**

Sarah Bush Lincoln Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed $45,000,000. Bond proceeds will enable Sarah Bush Lincoln Health System ("SBLHS") to: (i) refinance existing Illinois Health Facilities Authority Bonds Series 1996 and Series 1996B; (ii) finance project costs to expand and renovate the Hospital and properties owned by the SBLHS and other capital expenditures in Mattoon and elsewhere in its service area; (iii) finance a debt service reserve fund; and (iv) pay costs of issuance.

Ms. Lenane presented the following project for consideration:

No. 5: **The Carle Foundation - $400,000,000 – Final**

The Carle Foundation is requesting approval of a Final Bond Resolution in an amount not-to-exceed $400,000,000. Bond proceeds, together with other monies provided by The Carle Foundation (the "Corporation"), will be used to: (i) refinance existing taxable debt; (ii) pay or reimburse the Corporation and/or the other tax-exempt affiliates of The Carle Foundation for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain of their health facilities, including, but not limited to, acquiring, constructing and equipping an approximately 360,000 square foot, nine-story heart and vascular institute consisting of approximately 136 beds and located at its campus in Urbana, Illinois; (iii) pay capitalized interest; (iv) fund a debt service reserve fund, if applicable; (v) provide working capital, if deemed necessary; and (vi) pay costs of issuance.

Resolutions

Mr. Senica presented the following resolutions for approval:

No. 6: **Request for Release of manufacturing equipment currently held as collateral for IFA Loan Participation #B-LL-TX-6134**

No. 7: **Ratification of Settlement Amount for IFA Loan Participation #B-LL-TX-6224**

Mr. Cournane presented the following resolutions for approval:

No. 8: **Ratification of Authorization of Counsel to Pursue Remedies under Default Provisions for IFA Agri-Debt Guarantee #2004-AI-0078**

No. 11: **Authorize Executive Director to negotiate settlement for IFA Agri-Debt Guarantee #2007-SL-0101**

Mr. Frampton presented the following resolution for approval:

No. 10: **Request for Financial Covenant Compliance Waiver IFA Agri-Business Guarantee #A-AI-TX-GT-6120**

Mr. Frampton introduced Mr. Daniel Oh, President/Chief Operating Officer and Ms. Natalie Lischer, Treasurer, (via teleconference call) from Renewable Energy Group, Inc. ("REG"). Vice Chairman Goetz welcomed both guests to the meeting and asked Mr. Oh about REG Danville's outlook.

Mr. Oh limited his comments on the outlook to general statements regarding the Company's management team and operating model.

Vice Chairman Goetz thanked Mr. Oh and Ms. Lischer for calling in and asked for Mr. Friedson to present the last two resolutions.

Mr. Friedson presented the following projects for approval:

No. 9: **Resolution to Proceed with IT Investments**

No. 12: **Authorize Executive Director to negotiate settlement regarding sale of Harmonic Vision, Inc.**

Adjournment

The Vice Chairman thanked the Board, IFA staff and the financial advisors for appearing at the meeting and asked if there was any additional information for the Board's consideration. Hearing none he asked for a motion to adjourn the meeting. Mr. O'Brien moved to adjourn the meeting and Mr. Leonard seconded the motion. The Committee of the Whole unanimously agreed to adjourn the meeting.

The meeting adjourned at 11:30 a.m.

Minutes submitted by:
Ahad Syed
Assistant Board Secretary

MINUTES OF THE MARCH 8, 2011, MEETING OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA" or the "Authority"), pursuant to notice duly given, held a Board Meeting at 10:30 a.m. on Tuesday, March 8, 2011, at the Prudential Plaza Conference Center at 130 East Randolph Street, 7th Floor, Chicago, IL 60601.

Members Present:	**Members Absent**:
1. Michael W. Goetz, Vice Chairman	11. William A. Brandt, Jr., Chairman
2. Dr. William Barclay	12. Ronald E. DeNard
3. John "Jack" Durburg	13. James J. Fuentes
4. Norman M. Gold	14. Dr. Roger D. Herrin
5. Edward H. Leonard, Sr.	15. Joseph McInerney
6. Terrence M. O'Brien	
7. Heather D. Parish	
8. Roger E. Poole	
Members Participating via Teleconference:	**Vacancies**: None
9. Gila J. Bronner	
10. Bradley A. Zeller	

GENERAL BUSINESS

Call to Order, Roll Call and Vice Chairman's Remarks

Vice Chairman Goetz called the meeting to order at 11:40 a.m. with the above Members present. The Vice Chairman welcomed Members of the Board, IFA staff and all guests. He then asked Assistant Board Secretary, Mr. Syed, to call the roll. There being eight (8) Members physically present and two (2) Members present via teleconference, Mr. Syed declared a quorum present.

Vice Chairman Goetz noted that the Authority's April 12, 2011, Board Meeting starting time may be kept at 10:30 a.m. if the agenda is as short as expected.

Acceptance of Financial Statements and Minutes

Financial statements for the period ending February 28, 2011, and Minutes for both the Committee of the Whole and Board of Directors Meetings held on February 8, 2011, were presented to the Board. Vice Chairman Goetz stated that the Authority's Financial Statements and such Minutes were reviewed at the regularly scheduled Committee of the Whole Meeting held at 8:30 a.m. The Vice Chairman requested a motion to approve the February 28, 2011, Financial Statements and Minutes for both the Committee of the Whole and Board of Directors Meetings held on February 8, 2011.

The motion was made by Dr. Barclay and seconded by Mr. O'Brien. The February 28, 2011, Financial Statements and Minutes for both the Committee of the Whole and Board of Director's Meetings held on February 8, 2011, were unanimously approved by the Members of the Board.

Project Approvals

Vice Chairman Goetz asked Mr. Frampton, Vice President, to present the projects for consideration to the Board. The Vice Chairman explained that all projects are reviewed by a staff Credit Committee and all agriculture, energy and healthcare projects are also reviewed at their respective committee's public hearing each month. Finally, each project is discussed at the Committee of the Whole Meeting held at 8:30 a.m. before the Board Meeting.

Mr. Frampton presented the following projects for approval:

Agriculture – No Guests

No. 1A: **Craig A. & Cara Mz Huber – $295,450 – 70.5 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $295,450. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 70.5 acres of farmland located in Carroll County, near Lanark.

No. 1B: **James V. Mickley – $248,000 – 120 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $248,000. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 120 acres of farmland located in Henry County, near Colona.

No. 1C: **Kane Richard Vandersnick – $326,000 – 116 acres**

Request for approval of a Final Bond Resolution in an amount not-to-exceed $326,000. Bond proceeds, along with other funds, will be used to finance the acquisition of approximately 116 acres of farmland located in Henry County, near Annawan.

Healthcare – No Guests

No. 2: **Methodist Medical Center of Illinois - $133,000,000 – Preliminary**

Methodist Medical Center is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed $133,000,000. Bond proceeds will be used to: (i) currently call Methodist Medical Center of Illinois Series 1998 fixed rate bonds; (ii) refinance a taxable line of credit used for hospital renovations; (iii) fund a portion of the swap termination costs associated with an outstanding fixed payor swap with a current notional value of $150,000,000; (iv) fund a debt service reserve fund, if applicable; and (v) pay costs of issuance.

No. 3: **(Withdrawn)**

No. 4: **Sarah Bush Lincoln Health System - $45,000,000 – Final**

Sarah Bush Lincoln Health System ("SBLHS") is requesting approval of a Final Bond Resolution in an amount not-to-exceed $45,000,000. Bond proceeds will enable SBLHS to: (i) refinance existing Illinois Health Facilities Authority Bonds Series 1996 and Series 1996B; (ii) finance project costs to expand and renovate the Hospital and properties owned by the SBLHS and other capital expenditures in Mattoon and elsewhere in its service area; (iii) finance a debt service reserve fund; and (iv) pay costs of issuance.

No. 5: **The Carle Foundation - $400,000,000 – Final**

The Carle Foundation is requesting approval of a Final Bond Resolution in an amount not-to-exceed $400,000,000. Bond proceeds, together with other monies provided by The Carle Foundation (the "Corporation"), will be used to: (i) refinance existing taxable debt; (ii) pay or reimburse the Corporation and/or the other tax-exempt affiliates of The Carle Foundation for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain of their health facilities, including, but not limited to, acquiring, constructing and equipping an approximately 360,000 square foot, nine-story heart and vascular institute consisting of approximately 136 beds and located at its campus in Urbana, Illinois; (iii) pay capitalized interest; (iv) fund a debt service reserve fund, if applicable; (v) provide working capital, if deemed necessary; and (vi) pay costs of issuance.

No guests attended with respect to Items Nos. 1A, 1B, 1C, 2, 4 or 5. Vice Chairman Goetz asked if the Board had any questions with respect to Items Nos. 1A, 1B, 1C, 2, 4 or 5. There being none, Vice Chairman Goetz requested leave to apply the last unanimous vote in favor of Items Nos. 1A, 1B, 1C, 2, 4 and 5. Item Nos. 1A, 1B, 1C, 2, 4 and 5 received approval with 10 ayes, 0 nays and 0 abstentions.

Resolutions – No Guests

No. 6: **Request for Release of manufacturing equipment currently held as collateral for IFA Loan Participation #B-LL-TX-6134**

No. 7: **Ratification of Settlement Amount for IFA Loan Participation #B-LL-TX-6224**

No. 8: **Ratification of Authorization of Counsel to Pursue Remedies under Default Provisions for IFA Agri-Debt Guarantee #2004-AI-0078**

No. 9: **Resolution to Proceed with IT Investments**

No. 10: **Request for Financial Covenant Compliance Waiver IFA Agri-Business Guarantee #A-AI-TX-GT-6120**

No. 11: **Authorize Executive Director to negotiate settlement for IFA Agri-Debt Guarantee #2007-SL-0101**

No. 12: **Authorize Executive Director to negotiate settlement regarding sale of Harmonic Vision, Inc.**

No guests attended with respect to Items Nos. 6, 7, 8, 9, 10, 11 or 12. Vice Chairman Goetz asked if the Board had any questions with respect to Items Nos. 6, 7, 8, 9, 10, 11 or 12. There being none, Vice Chairman Goetz requested leave to apply the last unanimous vote in favor of Items Nos. 6, 7, 8, 9, 10, 11 and 12. Item Nos. 6, 7, 8, 9, 10, 11 and 12 received approval with 10 ayes, 0 nays and 0 abstentions.

Other Business

None.

Adjournment

Vice Chairman Goetz then asked if there was any other business to come before the Board. Hearing none, the Vice Chairman requested a motion to adjourn. Upon a motion by Mr. O'Brien and seconded by Mr. Poole, the Board unanimously voted to adjourn by 11:49 a.m.

Minutes submitted by:
Ahad Syed
Assistant Board Secretary

ILLINOIS FINANCE AUTHORITY
Memorandum

To: IFA Board of Directors

From: Jim Senica and Lorrie Karcher

Date: April 12, 2011

Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to $477,000 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $633,000**
- **Calendar Year Summary:** (as of April 12, 2011)
  - Volume Cap: $30,000,000
  - Volume Cap Committed: $2,764,545
  - Volume Remaining: 27,235,455
  - Average Acreage Farm Size: 58
  - Number of Farms Financed: 16
- **IFA Benefits:**
  - **Conduit Tax-Exempt Bonds –** no direct IFA or State funds at risk
  - **New Money Bonds:**
    - convey tax-exempt status
    - will use dedicated 2011 IFA Volume Cap set-aside for Beginning Farmer transactions
- **IFA Fees**:
  - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
  - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's Bank
  - The Borrower's Bank will be secured by the Borrower's assets, as on a commercial loan
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Participating Bank, just as with any commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel:** **Burke, Burns & Pinelli, Ltd.**
  Stephen F. Welcome, Esq.
  Three First National Plaza, Suite 4300
  Chicago, IL 60602

A.

Project Number:	**A-FB-TE-CD-8457**	
Borrower(s):	**Purdom, Cody A.**	
Borrower Benefit:	First Time Land Buyer	
Town:	Marengo, IL	
IFA Bond Amount:	**$240,000**	
Use of Funds:	Farmland – 1/3 undivided interest in 95 acres	
Purchase Price:	$250,000 / ($2,632 per ac)	
%Borrower Equity	13%	
%Other Agency	0%	
%IFA	87%	
County/Region:	McHenry / Northeast	
Lender/Bond Purchaser	Alpine Bank & Trust Co. / Carl Dumoulin	
Legislative Districts:	Congressional:	16th, Donald Manzullo
	State Senate:	32nd, Pamela Althoff
	State House:	63rd, Jack Franks

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin on November 30, 2011. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on November 30, 2011 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

B.

Project Number:	**A-FB-TE-CD-8458**	
Borrower(s):	**Traub, John J.**	
Borrower Benefit:	First Time Land Buyer	
Town:	Fairbury, IL	
IFA Bond Amount:	**$175,000**	
Use of Funds:	Farmland – 40 acres	
Purchase Price:	$350,000 / ($8,750 per ac)	
%Borrower Equity	5%	
% USDA Farm Service Agency	45% *(Subordinate Financing)*	
%IFA	50%	
County/Region:	Livingston / North Central	
Lender/Bond Purchaser	Bluestem National Bank / Brad Brown	
Legislative Districts:	Congressional:	15th, Timothy V. Johnson
	State Senate:	53rd, Shane Cultra
	State House:	105th, Jason Barickman

Principal shall be paid annually in installments determined pursuant to a Twenty-five year amortization schedule, with the first principal payment date to begin on February 1, 2012. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on February 1, 2012 with the twenty fifth and final payment of all outstanding balances due twenty-five years from the date of closing.

C.

Project Number:	**A-FB-TE-CD-8460**
Borrower(s):	**Berg, Kurt A.**
Borrower Benefit:	First Time Land Buyer
Town:	Mason, IL
IFA Bond Amount:	**$218,000**
Use of Funds:	Refinance interim loan to acquire 98 acres of farmland (This is allowed under the Internal Revenue Code since the interim loan closed within the last 60 days.)
Purchase Price:	$436,000 / ($4,449 per ac)
%Borrower Equity	5%
% USDA Farm Service Agency	45% *(Subordinate Financing)*
%IFA	50%
County/Region:	Clay / Southeastern
Lender/Bond Purchaser	First Mid-Illinois Bank & Trust / Doug Kopplin
Legislative Districts:	Congressional: 19th, John Shimkus
	State Senate: 54th, John Jones
	State House: 108th, David Reis

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin on January 15, 2012. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on January 15, 2012 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

ILLINOIS FINANCE AUTHORITY

CONDUIT

April 12, 2011	**$15,000,000** **Columbia College Chicago**
REQUEST	**Purpose**: The proposed project will enable **Columbia College Chicago** ("**Columbia**" or the "**Borrower**") to (i) current refund 100% of the outstanding balance of IFA Series 1998 Bonds (Columbia College Chicago Project); and (ii) pay bond issuance costs, if deemed necessary and desirable by the Borrower. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None
BOARD ACTIONS	Final Bond Resolution
MATERIAL CHANGES	Specific series anticipated for the Refunding may result in an amount less than $15.0MM issued. Voting Record for Preliminary Bond Resolution approved February 8, 2011: Ayes: 8; Nays: 0; Abstentions: 0; Absent: 7 (DeNard, Durburg, Herrin, Leonard, McInerney, Parish, Poole)
JOB DATA	2,439 (FT and PT) Current jobs; N/A New jobs projected (Refunding) N/A Retained jobs; N/A Construction jobs projected (Refunding)
DESCRIPTION	● Location: Chicago (Cook County/Northeast Region) ● Columbia was originally established in 1890 as a college of education and became fully accredited as a four-year, undergraduate, liberal arts school in 1974. ● Columbia has grown to become the fifth largest private education institution in Illinois, with an approximate enrollment of 10,800 students in Fall 2010. ● Columbia College offer more than 120 academic majors and programs and is the largest private arts and media college in the nation.
CREDIT INDICATORS	● Columbia College Chicago is currently rated "Baa1"/"BBB+" long-term by Moody's/S&P.
PROPOSED STRUCTURE	• It is anticipated that the Refunding Bonds will be underwritten based on the direct, underlying long-term "BBB+" (S&P) rating of Columbia College Chicago. • Estimated interest rates range from 3.50% to 4.00% as of 3/11/2011 on the anticipated maturities to be refunded.
SOURCES AND USES	IFA Refunding Bonds $14,600,000 — Refunding Escrow $14,600,000 Borrower Equity 400,000 — Costs of Issuance 400,000 **Total $15,000,000** — **Total $15,000,000**
RECOMMENDATION	Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
April 12, 2011

Project: Columbia College Chicago

STATISTICS

Project Number:	E-PC-TE-CD-8451	Amount:	$15,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Chicago	County/ Region:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution
Conduit 501(c)(3) Revenue Refunding Bonds
Credit Review Committee recommends approval

No IFA funds at risk
No extraordinary conditions

VOTING RECORD

Voting Record for Preliminary Bond Resolution February 8, 2011:

Ayes: 8; Nays: 0; Abstentions: 0; Absent: 7 (DeNard, Durburg, Herrin, Leonard, McInerney, Parish, Poole)

PURPOSE

Bond proceeds and other monies available to the Borrower will be used to:

1. Current refund all or a portion of the outstanding balance of IFA Series 1998 Bonds (Columbia College Chicago Project) of approximately $14.6 million as of 12/31/2010.
2. Pay bond issuance costs, if deemed necessary and desirable by the Borrower.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance capital projects that will be used to further their charitable mission. IFA's issuance will convey federal tax-exempt status on interest paid to bondholders, thereby reducing the Borrower's interest expense.

VOLUME CAP

501(c)(3) Bonds do not require Volume Cap.

SOURCES AND USES OF FUNDS

Sources:	IFA Refunding Bonds	$14,600,000	Uses:	Refunding Escrow	$14,600,000
	Equity	400,000		Costs of Issuance	400,000
	Total	**$15,000,000**		**Total**	**$15,000,000**

JOBS

Current employment:	2,439 (FT and PT)	Projected new jobs:	N/A
Jobs retained:	Not applicable	Construction jobs:	N/A

FINANCING SUMMARY

Security/ Ratings:	The Bonds will be sold based on the direct, underlying long-term S&P rating of Columbia College Chicago. (Columbia is currently rated BBB+ long-term by S&P as of 3/11/2011.)
Structure:	The IFA Series 2011A New Money Revenue Bonds will be underwritten by Loop Capital Markets, LLC, and sold on the basis of Columbia College Chicago's long-term ratings.
Interest Rate:	The IFA Series 2011 Revenue Refunding Bonds will be sold at a fixed interest rate. The estimated interest rates ranges between 3.50% and 4.00% as of 3/11/2011.
Underlying Ratings:	BBB+ rating from S&P (and subject to review/affirmation/revision prior to distribution of the Final Official Statement)
Maturity:	Columbia College Chicago anticipates amortization and final maturity dates on the IFA Series 2011 Revenue Refunding Bonds to match the terms of the Refunded Bonds.
Anticipated Closing Date:	May 2011
Rationale:	The proposed Refunding Bonds will enable Columbia College Chicago to current refund all, or a portion of, its existing Bonds. Columbia will be evaluating the amount to be refunded prior to finalizing the Official Statement. The specific maturities to be refunded will be determined based on an evaluation of market conditions for each maturity prior to pricing. As a result, the amount refunded may be less than the maximum not-to-exceed Par amount approved in connection with this request for consideration of a Final Bond Resolution.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Columbia College Chicago will use proceeds of the proposed IFA Series 2011 Bonds, together with other monies available to the Borrower, to (i) current refund the outstanding principal amount of Illinois Educational Facilities Authority Series 1998 Revenue Bonds (Columbia College Chicago Project), and (ii) to pay costs of issuance on the IFA Series 2011 Revenue Refunding Bonds (Columbia College Chicago Project) if deemed necessary or desirable.

BUSINESS SUMMARY

Background: **Columbia College Chicago** (also, "**Columbia**" or the "**Borrower**") is incorporated under Illinois law and is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code. Columbia is currently governed by a 45-member Board of Trustees (see page 6).

Description: Columbia College Chicago is a private, not for profit, independent, fully accredited, unaffiliated undergraduate and graduate college located in downtown Chicago. Columbia was originally established in 1890 as a college of education and became fully accredited as a four-year, undergraduate, liberal arts school in 1974. Columbia offers educational opportunities in the performing, visual, communications, and writing arts at both the graduate and undergraduate levels, and is home to the one of the largest film schools in the world. Its primary location in the South Loop area of Chicago provides easy access to the Art Institute of Chicago, Adler Planetarium and Astronomy Museum, Field Museum, Chicago Symphony Orchestra and other notable cultural and educational institutions.

Founded in 1890 as the Columbia School of Oratory, Columbia has grown to become the fifth largest private higher education institution in Illinois. Columbia College's academic year 2010-2011 FTE enrollment of approximately 10,800 students is drawn primarily from the City of Chicago and its suburbs, but also attracts students from across the United States and from 36 other countries. Approximately 30 percent of the students are individuals who are African American, Latino, Native American, or Pacific Islander. Additionally, approximately 30 percent of students attending the College are out-of-state residents. The student body is evenly divided between men and women. Approximately 522 students are enrolled in graduate studies (representing 341 FTEs).

Columbia College offers more than 120 academic majors and programs and is the largest private arts and media college in the nation. Columbia's operations are located in 27 properties comprising more than 1.3 million SF that it owns and leases in Chicago's South Loop. Columbia College has been located in the South Loop since 1975. Columbia College Chicago is currently the largest landowner in the South Loop.

Due to Chicago's role as a key media center, Columbia College has developed a strong internship and part-time job placement program for its students and has developed relationships with nine independent film festivals, 200 theatre groups and venues, 35 radio stations, and 25 magazines and newspapers. These employment opportunities have been critical in attracting students to Columbia. The faculty consists of more than 1,300 practicing artists, scholars, and professionals.

According to management, Columbia College's annual tuition of $19,140 for academic 2010-2011 is less than the national average for private colleges in the U.S.

As a result of Columbia's strategic initiatives over the last 15 years, enrollment has increased from approximately 7,300 in 1993 to over 10,800 for the Fall 2010 term. Columbia believes this growth has resulted from Columbia's focus on (i) small class size to facilitate close interaction with a faculty of working professionals, (ii) abundant internship opportunities with major employers in the Chicago area, and (iii) outstanding physical facilities.

Columbia College has been accredited at the undergraduate and graduate levels by the North Central Association of Colleges and Schools since 1974. Columbia College Chicago is also accredited as a teacher training institution by the Illinois State Board of Education.

Columbia College currently has four IFA (IEFA) bond issues outstanding. The total balance outstanding was $103,030,000 as of 8/31/2010 including three series of Fixed Rate Bonds and one series of Variable Rate Bonds secured with a Direct Pay LOC from Harris Bank.

All payments on Columbia College's existing IFA Bonds have been current since issued as of 4/1/2011.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Columbia College Chicago
Contacts:	Patricia Heath, Interim VP-Business Affairs & CFO, Columbia College Chicago, 600 S. Michigan Ave., Chicago, IL 60605-1996; Ph. (312) 344-7215; Fax: (312) 344-8069; E-mail: pheath@colum.edu Kevin Doherty, Associate VP-Business Affairs and Controller, Columbia College Chicago, 600 S. Michigan Ave., Chicago, IL 60605-1996; Ph. (312) 344-7162; E-mail: kdoherty@colum.edu;
Web Site:	www.colum.edu
Project name:	Columbia College Chicago Series 2011 Revenue Refunding Bonds
Location:	Refundings relating to projects at Columbia's Chicago campus originally financed with IEFA Series 1992 and IEFA Series 1998 Bonds.
Organization:	Illinois 501(c)(3) organization
Board Membership:	*For list of Board of Trustees, see page 6*
Current Land Owners:	Columbia College Chicago owns the subject project sites involved in this refinancing.

PROFESSIONAL AND FINANCIAL

Borrower's Counsel:	Wildman, Harrold, Allen & Dixon LLP	Chicago, IL	Mark Huddle
Borrower's Financial Advisor:	John S. Vincent and Co. LLC	Chicago, IL	John Vincent
Auditor:	KPMG, LLP	Chicago, IL	
Bond Counsel:	Chapman and Cutler, LLP	Chicago, IL	Chris Walrath
Underwriter:	Loop Capital Markets, LLC	Chicago, IL	Lerry Knox
Underwriter's Counsel:	Miller Canfield Paddock & Stone	Chicago, IL	Paul Durbin, Kwame Raoul
Trustee:	US Bank, N.A.	Chicago, IL	Grace Gorka
Rating Agency:	Standard & Poor's	Chicago, IL	
IFA Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

Congressional:	7	Danny K. Davis
State Senate:	13	Kwame Raoul
State House:	26	William D. Burns

Columbia College Chicago - Board of Trustees

CONDUIT

April 12, 2011

$182,500,000
The University of Chicago Medical Center

REQUEST	**Purpose**: The proceeds will be used by **The University of Chicago Medical Center** (“**UCMC**” or the “**Borrower**”) to (i) establish a project fund to pay for acquisition costs, construction and equipping of the New Hospital Pavilion (“NHP”) consisting of ten floors and a lower level, with a two-level mechanical penthouse, and a helipad on the roof at its medical campus in Chicago; (ii) reimburse UCMC for previously incurred capital expenditures; (iii) pay capitalized interest costs; (iv) fund any original issue discount or premium, if applicable; and (v) pay costs of issuance. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution This project is being present to the IFA Board for a one-time final approval.
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.
JOB DATA	5,802 Current jobs; 99 New jobs projected N/A Retained jobs; 348 Construction jobs projected
DESCRIPTION	● Location: Chicago (Cook County/Northeast Region) ● The University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities. The three hospitals operated by UCMC consist of (1) its main adult patient care facility, (2) a maternity and women’s hospital and (3) The University of Chicago Comer Children’s Hospital.
CREDIT INDICATORS	● The plan of finance contemplates the issuance of Variable Rate Bonds and Fixed Rate Bonds. The Variable Rate Demand Bonds will be backed by letters of credit from Bank of America and Wells Fargo Bank. The issuance of Fixed Rate Bonds will be dependent upon market conditions. ● Aa3/AA-/AA- (Moody’s/S&P/Fitch)
SECURITY	● All Obligations issued under the Master Trust Indenture, including the Series 2011A&B and 2011C Obligations, will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.
MATURITY	● Bonds will mature no later than 2046

SOURCES AND USES

Sources:		Uses:	
IFA Bonds	$182,500,000	Project Fund	$168,654,886
		Costs of Issuance	1,205,468
		Capitalized Interest	11,692,396
		Underwriter’s Discount	947,250
Total	**$182,500,000**	**Total**	**$182,500,000**

RECOMMENDATION Credit Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
April 12, 2011

Project: The University of Chicago Medical Center

STATISTICS

Project Number:	H-HO-TE-CD-8459	Amount:	$182,500,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Location:	Chicago	County/ Region:	Cook/Northeast

BOARD ACTION

Final Bond Resolution
Conduit 501(c)(3) Revenue Bonds — No IFA funds at risk
Credit Review Committee recommends approval — No extraordinary conditions

VOTING RECORD

This project is being presented to the IFA Board for a one-time final approval.

PURPOSE

Bond proceeds will be used to (i) establish a project fund to pay for acquisition costs, construction and equipping of the New Hospital Pavilion ("NHP") consisting of ten floors and a lower level, with a two-level mechanical penthouse, and a helipad on the roof; (ii) reimburse UCMC for previously incurred capital expenditures; (iii) pay capitalized interest costs; (iv) fund any original issue discount or premium, if applicable; and (v) pay costs of issuance.

The New Hospital Pavilion will be located at 5700 South Maryland Avenue, Chicago, IL, 60637. Construction began in May 2009 and it is anticipated to be completed by the end of 2012.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance capital projects that will be used to further their charitable mission. IFA's issuance will convey federal tax-exempt status on interest paid to bondholders, thereby reducing the Borrower's interest expense.

VOLUME CAP

501(c)(3) Bonds do not require Volume Cap.

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$182,500,000	Uses:	Project Fund	$168,654,886
				Costs of Issuance	1,205,468
				Capitalized Interest	11,692,396
				Underwriter's Discount	947,250
	Total	**$182,500,000**	**Total**		**$182,500,000**

JOBS

Current employment:	5,802	Projected new jobs:	99
Jobs retained:	N/A	Construction jobs:	348

FINANCING SUMMARY

Credit Enhancement:	The plan of finance contemplates the issuance of Variable Rate Bonds and Fixed Rate Bonds. The Variable Rate Demand Bonds will be backed by letters of credit from Bank of America and Wells Fargo Bank.
Structure:	Variable Rate Demand Bonds and Fixed Rate Bonds.
Interest Rate:	To be determined the day of pricing.
Interest Rate Modes:	A portion of the Bonds will be issued Fixed while the Variable Rate Bonds will be issued in one or more of the following modes: Daily Interest Rate, Weekly Interest Rate, a Long-Term Interest Rate, Bond Interest Term Rate, the LIBOR-Based Interest Rate or the Auction Period Rate.
Underlying Ratings:	Aa3/AA-/AA- (Moody's/S&P/Fitch)
Maturity:	No later than 2046
Estimated Closing Date:	May 2011

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

The proceeds will be used to (i) establish a project fund to pay for acquisition costs, construction and equipping of the New Hospital Pavilion ("NHP") consisting of ten floors and a lower level, with a two-level mechanical penthouse, and a helipad on the roof; (ii) reimburse The University of Chicago Medical Center for previously paid capital expenditures; (iii) pay capitalized interest costs; (iv) fund any original issue discount or premium, if applicable; and (v) pay costs of issuance.

The New Hospital Pavilion will be located at 5700 South Maryland Avenue, Chicago, IL, 60637. Construction began in May 2009 and it is anticipated to be completed by the end of 2012.

BUSINESS SUMMARY

University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities and activities. The three hospitals operated by UCMC consist of (1) the main adult patient care facility, (2) a maternity and women's hospital and (3) The University of Chicago Comer Children's Hospital.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	The University of Chicago Medical Center 5841 S. Maryland Avenue Chicago (Cook County), IL 60637-1447
Site Address:	5700 S. Maryland Avenue Chicago (Cook County), IL 60637
Contact:	Ann M. McColgan, Assistant Treasurer, 773.753.9106
Website:	www.uchospitals.edu
Project name:	The University of Chicago Medical Center
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

Ownership/2010-11 Board Members (501(c)(3)):

Rodney L. Goldstein (Chair), Frank M. Clark (Vice Chair), Thomas A. Reynolds III (Vice Chair), Trisha Rooney Alden, Andrew M. Alper (ex officio), Jeffrey S. Aronin, Diane P. Atwood, Robert H. Bergman, Ellen Block, Kevin J. Brown, John Bucksbaum, Benjamin D. Chereskin, Stephanie Comer, James S. Crown, Craig J. Duchossois, James S. Frank, Stephanie Harris, William J. Hunckler III, Carol Levy, Cheryl Mayberry-McKissack, Dane A. Miller, Ralph G. Moore, Christopher J. Murphy III, Emily Nicklin, Brien M. O'Brien, Sharon O'Keefe (ex officio), Timothy K. Ozark, Kenneth S. Polonsky, MD, (ex officio) Nicholas K. Pontikes, James Reynolds, Jr., Thomas F. Rosenbaum (ex officio), Benjamin Shapiro, Jeffrey T. Sheffield, Melody Spann-Cooper, John A. Svoboda, Michael Tang, MarrGwen Townsend, Terry L. Van Der Aa, Scott Wald, Stephen G. Weber, MD (ex officio), Kelly R. Welsh, Paula Wolff, and Robert J. Zimmer (ex officio).

Life Trustees: Paul F. Anderson, Marshall Bennett, Lindy Bergman, Sidney Epstein, Robert Feitler, Stanford J. Goldblatt, Jules F. Knapp, Howard G. Krane, John D. Mabie, Barry L. MacLean, Marjorie I. Mitchell, Michael Rosenberg, Robert G. Schloerb, Gordon Segal and Robert G. Weiss.

PROFESSIONAL & FINANCIAL

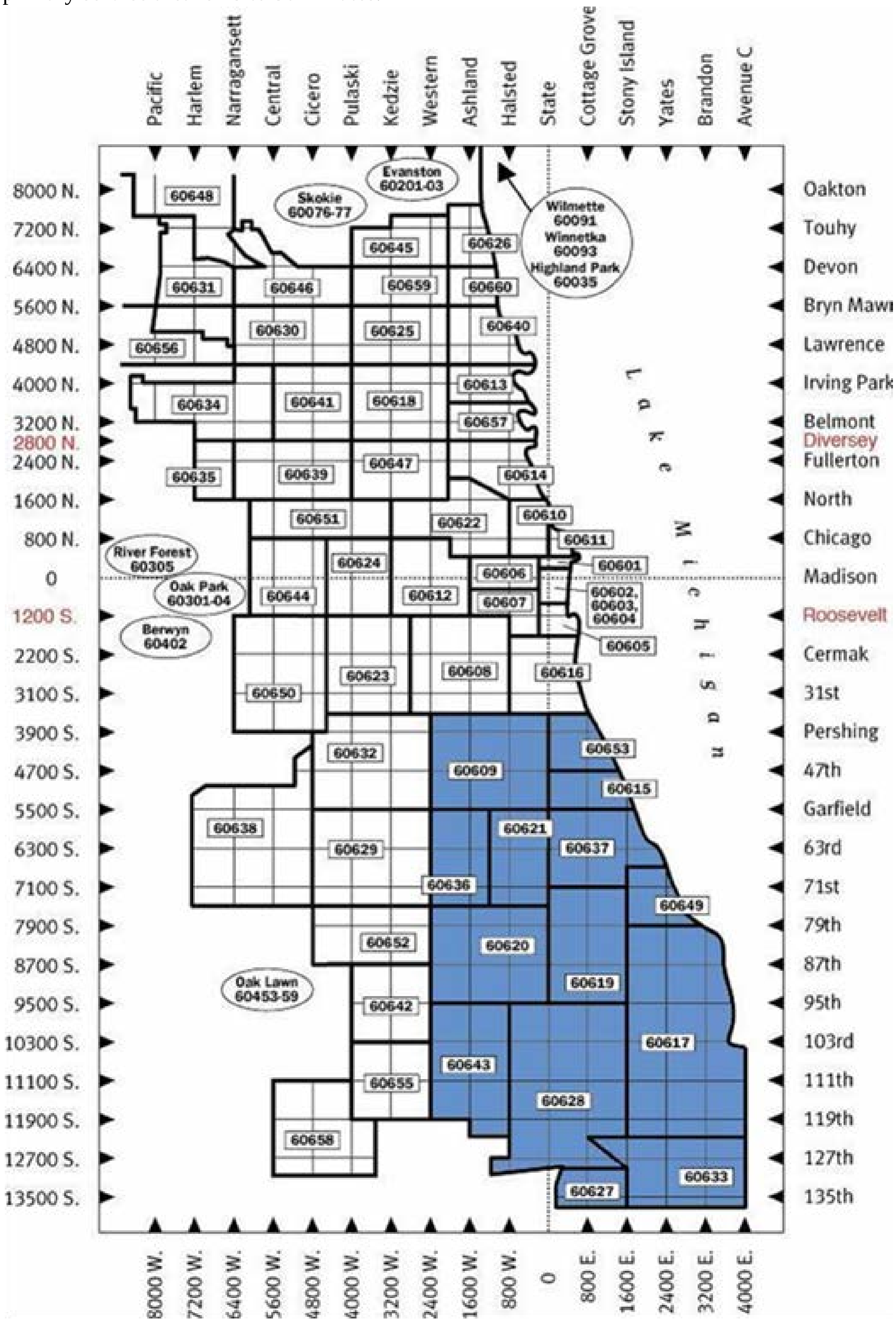
Borrower's Counsel:	Katten Muchin Rosenman	Chicago	Elizabeth Webber
Financial Advisor:	Melio & Company	Northfield	Mark Melio
Bond Counsel	Jones Day	Chicago	John Bibby
Auditor:	PriceWaterhousecoopers	Chicago	Robert M. Valletta
LOC Provider(s):	Bank of America	Chicago	Frances Dean
	Wells Fargo	Chicago	Stacy Wells
LOC Provider(s) Counsel:	Chapman & Cutler	Chicago	David Field
	Ungaretti & Harris	Chicago	Julie Seymour
Underwriter(s):	Merrill Lynch	Chicago	Joe Hegner
	Wells Fargo Securities	New York, Minneapolis	Patrick Sheehan, Joe Glenn
	J.P. Morgan	New York	Suzanne Beitel
	Loop Capital	Chicago	Lerry Knox
	Cabrera Capital	Chicago	Santino Bibbo
Underwriters' Counsel:	Polsinelli Shughart	Chicago	Janet Zeigler
Accountant:	Price Waterhousecoopers	Chicago	Robert M. Valletta
Architect:	Rafael Vinoly Architects	New York/London	Rafael Vinoly
General Contractor:	Gilbane Building Co/ W.E. O'Neil (JV)	Chicago	Joel Klahn
IFA Counsel:	Burke, Burns & Pinelli	Chicago	Mary Pat Burns
IFA's Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	1	Bobby L. Rush
State Senate:	13	Kwame Raoul
State House:	26	William D. "Will" Burns

SERVICE AREA

UCMC's primary service area covers much of the south side of the City of Chicago. The primary service area is bounded by 36th Street to the north, Lake Michigan and the Indiana border to the east, 130th Street to the south and Western Avenue to the west. The primary service area is eight miles long, four miles wide at the northern boundary and eight miles wide at the southern boundary. Travel time from UCMC's facilities to the most distant parts of the primary service area is 25 to 30 minutes.



ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica

Date: April 12, 2011

Re: Resolution to approve and authorize an amendment to the Loan Agreement and related covenants between US Bank and Ill-Mo Products Co.

IFA (IDFA) Series 1999 Industrial Revenue Bonds
IFA File Number: 2197-IRB

Ill-Mo Products Co., (the **"Borrower"**) an Illinois corporation is requesting to amend certain financing documents relating to their Illinois Development Finance Authority Series 1999 Industrial Revenue Bonds that were purchased directly by **US Bank (**the **"Direct Lender/Bond Purchaser"** or the **"Bondholder")**.

Ill-Mo Products Co. and US Bank are requesting adoption of a Resolution to (i) amend the definition of the term "Adjusted Interest Rate" (ii) change the next Interest Rate Adjustment Date (iii) change the definition of the "Base Rate" and (iv) modify debt service coverage ratio requirements.

US Bank as the Bondholder has consented to these changes and has requested IFA to formal consent to these changes.

These amendments to the Series 1999 Bonds are being requested to bring certain financial provisions of the Bonds in line with current market standards while also recognizing the long-term performance of the Borrower.

The Illinois Development Finance Authority issued $3,450,000 of Industrial Revenue Bonds in June 1999 on behalf of Ill-Mo Products Co. with proceeds of the Series 1999 Bonds used to acquire land, construct and equip a new building in Jacksonville and to pay bond issuance costs.

PROFESSIONAL AND FINANCIAL

Bond Counsel:	Hart, Southworth & Witsman, Springfield
Direct Lender/Bond Purchaser:	US Bank, Jacksonville

ILLINOIS FINANCE AUTHORITY
Memorandum

To: IFA Board of Directors

From: Pamela A. Lenane

Date: April 12, 2011

Re: Medicaid Vendor Payment Program

As a result of its current cash flow situation, the State of Illinois is unable to make timely Medicaid payments to healthcare providers. Many healthcare providers that render services to poor and disabled residents in exchange for Medicaid payments are experiencing cash flow management problems due to the delayed payment of Medicaid claims.

To relieve individual vendors of their cash flow problems, a vendor payment program is being proposed by the Governor's Office of Management and Budget (GOMB) to pay the claims of healthcare vendors. Investors, who will be major financial institutions selected by GOMB, will be better able to shoulder the burden of delayed payments than individual vendors. The Illinois Finance Authority (IFA) has been asked to assist in this program.

The IFA has been requested to act as an intermediary in this process. The IFA would accept assignments of Medicaid claims, assign the claims to investors chosen by GOMB in return for cash that would be paid to the State healthcare providers. This process would be handled by a custodian. The IFA has posted a Request for Proposal (RFP) for a custodian, responses are due on April 19th.

For more information please see the attached Program Terms, Program Presentation and Resolution.

STATE OF ILLINOIS

MEDICAID VENDOR PAYMENT PROGRAM

Program Terms

March 30, 2011

Background:

As a result of the current cash flow deficit, the State of Illinois (the "**State**") has been forced to delay payment to the majority of its vendors. Vendors range from small private contractors to larger entities such as not-for-profit hospitals, physicians, pharmacies, nursing homes, group homes and home health agencies. As a result of this delay in payment, many of the State's vendors are experiencing significant cash flow deficits and, in some instances, implementing layoffs. In an effort to counter these negative effects that State vendors are experiencing, the State is implementing a program pursuant to which vendors will assign their Medicaid claims for State payment to the Illinois Finance Authority (the "**IFA**"). The IFA will obtain the funds to pay the vendors by assigning its rights to all payments made with respect to such claims.

The State's general process for paying its vendors is as follows:

1. The appropriate State agency must certify the payment's accuracy.

2. That agency then must submit a request for payment (a "**Voucher**") to the Illinois Office of the Comptroller (the "**State Comptroller**"). The Voucher contains information concerning the payment and has supporting documents attached.

3. The State Comptroller must approve the Voucher (a "**Voucher Pre-Audit**"). The Voucher Pre-Audit process verifies that a Voucher relates to goods or services provided by a vendor pursuant to a properly awarded contract with the State for which adequate funds were appropriated.

4. A State check is issued and signed by the State Comptroller and the Illinois State Treasurer. Because the State has not had sufficient funds available to pay its vendors, the State Comptroller has been approving Vouchers without directing the Treasurer to issue a check for payment.

5. Pursuant to Illinois' State Prompt Payment Act (30 ILCS 540 *et seq.)* (the "**Prompt Payment Act**"), if a required State payment is not made to a vendor within 60 days of receipt of a proper invoice, an interest penalty of 1% (or, in some limited cases, 2%) of any unpaid amount will accrue for each month or, on a prorated basis, each fraction thereof that such payment is delayed after such 60-day period.

I. Establishment of Program

The State has established a Medicaid Vendor Payment Program (the "**Program**"), similar to its existing vendor payment program for non Medicaid vendors, under which Participating Vendors (as defined below) may receive more expedited payment by assigning their Qualified Claims (as defined below) to the IFA which will in turn assign all State payments on Qualified Claims, to Qualified Investors (as defined below) who, as consideration for such assignment, will supply funding for the Program. As further detailed below, subject to any State Offsets (as defined below), the amount payable with respect to any Qualified Claim assigned to the IFA under the Program (the "**Claim Amount**") will equal one hundred percent (100%) of the Base Invoice Amount (as defined below) associated with such claim, as determined by the State Comptroller. The Participating Vendor will be paid the Claim Amount for the assignment of the Qualified Claim as provided below. In consideration of expedited payment of the Claim Amount, a Participating Vendor will assign to the IFA such Qualified Claims, including all current and future prompt payment penalties due relating to such Qualified Claim in accordance with the Prompt Payment Act. Funds to pay the Claim Amount will be paid to the IFA by Participating Investors in return for the assignment of all of IFA's rights to payments received with respect to the Qualified Claims.

The following terms shall have the following meanings when used in the Program Terms:

"**Application Period**" means, with respect to any month in which the Program is effective, the first ten business days of such month, or such other period as may be determined by the State.

"**Assigned Receivables**" means all right, title and interest of IFA to the payments to be received by the IFA with respect to any Assigned Qualified Claim.

"**Assigned Qualified Claim**" means any Qualified Claim which has been assigned by a Participating Vendor to IFA under the Program.

"**Base Invoice Amount**" means the unpaid principal amount of the invoice associated with an Assigned Qualified Claim, exclusive of any accrued interest or prompt payment penalties applicable thereto.

"**Commitment Amount**" means, with respect to any Qualified Investor, the minimum value of Assigned Receivables such Qualified Investor shall have committed to purchase, subject to vendor participation and adequate Qualified Claims as set forth in the Qualified Investor Designation executed and delivered by such Qualified Investor (as amended from time to time) in accordance with the Program Terms.

"Custodial Agreement" means ______________________________________.

"**Custodian**" means ____.

"**Full Payment**" means payment in full of (i) the Base Invoice Amount associated with an Assigned Claim and (ii) all associated Prompt Payment Penalties due in accordance with the Prompt Payment Act.

"**Offset Reserve Account**" means a dedicated account to be maintained by the Custodian solely for the purposes of securing (i) the IFA's obligation to pay the Deferred Payment less any State Offsets to a Participating Vendor and (ii) the Qualified Investor's right to recover all or a portion of any State Offsets, in each case in accordance with the Program Terms.

"**Participating Vendor**" means a vendor whose Qualified Claim is accepted by a Qualified Investor for assignment to the IFA pursuant to the Program Terms.

"**Qualified Claim**" means, unless otherwise prohibited by law, any claim due and payable by the State which (i) has been outstanding for 60 days or more, (ii) is eligible to accrue prompt payment penalties under the Prompt Payment Act, (iii) is not prohibited by, or otherwise prevented by, applicable law from being transferred or assigned pursuant to these Program Terms, (iv) is related to the Medical Assistance Program (including Medicaid) payments and (v) has been verified by the relevant State agency in accordance with Section II.2 below. This Program shall only apply to the purchase of accounts receivable related to Medical Assistance Program (including Medicaid) payments.

"**Qualified Investor**" means, with respect to any Application Period, any entity approved by the State to participate in the Program during such Application Period on the basis of certain qualifying criteria set forth ______________________ with respect to the Program which may include, in the State's discretion, the Qualified Investor's agreement to meet, and/or ability to invest or obtain investment funds that meet, certain minimum purchase commitments and creditworthiness requirements. In determining whether any entity seeking to be designated as a Qualified Investor (an "**Applicant**") will be so designated, the State will require the Applicant to execute a Qualified Investor Letter in the form set forth as Exhibit B hereto and the State reserves the right to reject or terminate the designation of any such Applicant as a Qualified Investor on the basis of such review, whether prior to or after such designation.

"**Qualified Investor Acknowledgement**" means an acknowledgement of the acceptance of a Qualified Claim into the Program as a Qualified Claim, executed and delivered by a Qualified Investor to the IFA and the Participating Vendor, in the form attached hereto as Exhibit C.

"**Qualified Investor Designation**" means an instrument executed and delivered to the State by an Applicant pursuant to which the Applicant agrees to a Commitment Amount and to be bound by the terms and conditions of the Program as a condition to its participation in the Program as a Qualified Investor, in the form attached hereto as Exhibit D.

"**Qualified Investor Letter**" means a letter executed by a Qualified Investor in the form attached as Exhibit B.

"**Receivables Assignment Agreement**" means an agreement executed and delivered by a Qualified Investor and the IFA pursuant to which the IFA will assign the Assigned Receivables to the Qualified Investor, in the form attached hereto as Exhibit E.

"**State Acknowledgement**" means an acknowledgement executed and delivered to a Qualified Investor and the IFA by the relevant State agency, acknowledging the assignment of a Qualified Claim by a Participating Vendor to the IFA and the assignment of the Assigned Receivables related to such Qualified Claim to such Qualified Investor, in the form attached hereto as Exhibit F.

"**State Offsets**" means any amounts deducted from payments made by the State in respect of any Qualified Claim due to the State's exercise of any offset or other contractual rights against a Participating Vendor.

"**Vendor Assignment Agreement**" means an agreement executed and delivered by a Participating Vendor and the IFA pursuant to which the Participating Vendor will assign Qualified Claims to the IFA and make certain representations and warranties in respect thereof, in the form attached hereto as Exhibit A.

II. Operation of Program

The Program will be administered in accordance with and subject to the following terms and conditions:

1. At any time during an Application Period, a Participating Vendor may submit an online application to a Qualified Investor for the assignment of one or more Qualified Claims to the IFA. In connection with such assignment, the Participating Vendor will consent to the assignment of all of its rights to the Qualified Claim, including rights to (i) the Base Invoice Amount of each such Qualified Claim and (ii) any associated prompt payment penalties due, currently and in the future, in accordance with the Prompt Payment Act by execution and delivery to the IFA (with a copy to the Qualified Investor, chosen by the Participating Vendor), of a Vendor Assignment Agreement.

2. Qualified Claims (including any Rollover Accounts Receivable, as defined below) for which an online application has been timely submitted prior to expiration of such Application Period will be prioritized by the Qualified Investor in order of the earliest date on which payment of the Base Invoice Amount of each such Qualified Claim, respectively, was due. After the expiration of each Application Period, the Qualified Investor will verify with the relevant State agency, in the order of such priority, that the relevant Voucher associated with the Base Invoice Amount for each such Qualified Claim (including any Rollover Accounts Receivable) is unpaid and has completed the Voucher Pre-Audit. Verification and processing of assignments of Qualified Claims will be subject to the operational capacity of the Illinois Office of the Comptroller, as determined by the Comptroller, and any relevant State agency. Upon such verification by the relevant State agency, the Qualified Investor will accept such Related Assigned Receivables, in the order of such priority, for assignment from IFA pursuant to the Program, provided that such Qualified Investor will not be obligated to accept the assignment of additional Assigned Receivables to the extent the Qualified Investor has already been assigned certain unpaid Assigned Receivables with an aggregate Base Invoice Amount at least equal to such Qualified Investor's Commitment Amount. A Qualified Investor will not have the right to reject an Assigned Receivable from the IFA except on the basis that (a) the related Qualified Claim does not constitute a Qualified Claim, (b) the Qualified Investor has already accepted Assigned Receivables with an aggregate Base Invoice Amount equal to or greater than its Commitment Amount and for which payment of Base Invoice Amounts were due earlier in time, (c) immediately prior to assignment, such Assigned Receivable is not free and clear of material liens and encumbrances, (d) such Assigned Receivable has been assigned or otherwise transferred to another Qualified Investor as part of the Program or otherwise, or (e) such Qualified Investor validly rejected the purchase of such Assigned Receivable in a prior Application Period. To the extent an applicant vendor's Qualified Claim is not accepted into the Program in any Application Period due to one or more Qualified Investors having reached their respective Commitment Amounts for such Application Period (a "**Rollover Accounts Receivable**"), such Rollover Accounts Receivable will be considered for participation in each next subsequent Application Period, without the requirement of a new online application by the vendor, until such time as such Rollover Accounts Receivable is accepted for purchase pursuant to the Program.

3. If the Qualified Investor determines that claim is not a Qualified Claim or otherwise rejects the Claim as permitted by Section II.2, the Qualified Investor will give the applicant vendor, the IFA and the Illinois Department of Central Management Services ("**CMS**") written notice that such claim is not eligible for assignment under the Program and the Qualified Investor's reasonable basis for such determination (including any supporting documentation thereof), and the Qualified Investor will have no obligation to take assignment of such Assigned Receivable; provided, however, that the applicant vendor will have the right to file a written appeal of the Qualified Investor's determination with CMS. Neither the failure of an account receivable to qualify as a Qualified Claim nor the rejection of an account receivable for any other reason pursuant to Section II.2 will preclude a vendor from resubmitting an application for such account receivable under the Program during a subsequent Application Period, if that claim becomes eligible for acceptance into the Program.

4. If the Qualified Investor determines that such claim is a Qualified Claim, subject to the limitations set forth in Section II.2 above, the Qualified Investor will execute and deliver to the

applicant vendor a Qualified Investor Acknowledgement evidencing the Qualified Investor's acceptance of such related receivable into the Program as an Assigned Receivable, and the Qualified Investor will take assignment of such Assigned Receivable by executing a Receivables Assignment Agreement and pay the Base Invoice Amount therefor on the terms set forth below.

5. An Assigned Receivable (or any interest therein) may not be subsequently assigned, sold or otherwise transferred to any person or entity. No assignment, sale or transfer may be made for the purpose of securitizing Assigned Receivables. Any purported assignment, sale or other transfer in violation of this Subsection 5 shall be deemed void *ab initio*.

III. Payment of Base Invoice Amount; Offset Reserve Account

The amount paid to a Participating Vendor by the IFA for the assignment of each Qualified Claim (the "**Assignment Amount**") will equal one hundred percent (100%) of the Base Invoice Amount associated with such claim (subject to any deductions arising from State Offsets, as described below) and will be paid as follows:

1. Within 10 days after a Qualified Investor receives a State Acknowledgement for a Qualified Claim it has accepted under the Program, (i) the Qualified Investor will pay one hundred percent (100%) of the Assignment Amount to the Custodian, as agent of the IFA, and (ii) the Custodian will remit on the next business day, ninety percent (90%) of the Assignment Amount (the "**Initial Payment**") to the Participating Vendor related to such Qualified Claim and will deposit ten percent (10%) of the Assignment Amount (the "**Deferred Payment**") into the Offset Reserve Account maintained by the Custodian under the Custodial Agreement. The Initial Payment shall be made in immediately available U.S. funds by check or wire transfer, in accordance with the instructions of the Participating Vendor.

Subject to the Program Terms set forth below, the Offset Reserve Account will be maintained and controlled by the Custodian at the sole cost of [Investor/IFA] (whether in the form of fees or otherwise to the Qualified Investors). The Custodian shall not deposit funds into or release or withdraw funds from the Offset Reserve Account except as provided pursuant to the Program Terms. The Custodian will track and maintain an ongoing accounting of the funds in the Offset Reserve Account, identifying the dollar amount of funds attributable to the Deferred Payment for each Assigned Receivable assigned to the Qualified Investor (the "**Pro Rata Reserve Amount**"), as well as the Participating Vendor associated with such Assigned Receivable. The Custodian shall promptly furnish a copy of such accounting to the State Comptroller [, IFA] and CMS on a monthly basis, no later than 30 days after the end of each month, and otherwise upon request of the State Comptroller [, IFA] or CMS from time to time.

2. Subject to subsections III.3 and III.4 below, within two days after receipt by the Custodian, on IFA's behalf, of amounts due from the State in respect of the Base Invoice Amount for any Assigned Receivable, Custodian will (a) remit the Base Invoice Amount (less any State Offset amount in excess of 10% of the Base Invoice Amount) to the Qualified Investor payable first from money received from the State with respect to the Qualified Claim, and, if necessary, from the Offset Reserve Account and (b) pay to a Participating Vendor an amount (if a positive number) equal to the difference between the Deferred Payment and the amount of State Offset on the Claim from funds held on deposit in the Offset Reserve Account after the disbursement of funds contemplated by subsection III.2(a).

3. The Qualified Investor will deliver written notice to the relevant State agency, in a form attached hereto as Exhibit G, setting out the Qualified Investor's calculation of the amount of the prompt payment penalty due from the State with respect to such Assigned Receivable (the "**Prompt Payment Penalty**") and requesting such State agency to confirm the amount of the Prompt Payment

Penalty and submit a Voucher for the Prompt Payment Penalty to the State Comptroller. The relevant State agency shall notify the Qualified Investor in writing of the actual amount of the Prompt Payment Penalty and the date on which such State agency submitted a Voucher to the State Comptroller for the Prompt Payment Penalty.

4. Within 2 days after the Custodian's receipt of Full Payment, including the Prompt Payment Penalties of an Assigned Receivable (less any State Offsets), the Custodian will notify the Qualified Investor in writing of such payment and will pay to the Qualified Investor an amount equal to the Prompt Payment Penalty.

5. If the aggregate amount of State Offsets, if any, deducted by the State from Full Payment exceeds the sum of the Pro Rata Reserve Amount in the Offset Reserve Account (the "**Unsecured Shortfall**"), the Qualified Investor may, in its discretion and at its sole cost and obligation, seek the Unsecured Shortfall directly from the Participating Vendor. The Qualified Investor's sole recourse in respect of any Unsecured Shortfall will be against the Participating Vendor. Under no circumstances will the Qualified Investor have any recourse against the State or the IFA with respect to the recovery of any Unsecured Shortfall.

IV. Other Obligations of Qualified Investors

Each Qualified Investor will, at its sole cost and expense:

(a) administer and facilitate the operation of the Program with respect to such Qualified Investor, including without limitation, assisting potential Participating Vendors with the application and assignment process;

(b) establish a website, in form and substance satisfactory to the State, to administer the Program in accordance with the terms and conditions of the Program;

(c) market the Program to potential Participating Vendors;

(d) educate Participating Vendors about the benefits and risks associated with participation in the Program; and

(e) use its reasonable best efforts to implement the terms of the Program as set forth herein and to perform its obligations under the Program in a timely fashion.

Each Qualified Investor's performance and implementation of its obligations in this Section IV shall be subject to review by the State at any time to confirm that such Qualified Investor is undertaking such obligations in a manner consistent with the Program Terms. A Qualified Investor's failure to so perform its obligations will be grounds for the State to terminate such Qualified Investor's participation in the Program in accordance with Section VII.

V. Duties of Custodian

The Custodian will submit a monthly written report (in both hard copy and Excel format) to the Illinois Finance Authority, the Illinois Office of the Comptroller and the Illinois Department of Central Management Services, within 10 days after the end of each month, which at a minimum shall contain:

(a) a listing of each Assigned Qualified Claim and the name of the Qualified Investor taking assignment of the related Assigned Receivable during such month, specifying the Base Invoice Amount and invoice date of such Assigned Receivable and the name of the Participating Vendor, State contract number, Voucher number and State agency associated with such Assigned Receivable;

(b) a listing of each Assigned Receivable with respect to which the Qualified Investor has received payment of the Base Invoice Amount from the State during such month, including the amount of and date on which such payment was made and the name of the Participating Vendor, State contract number, Voucher number and State agency associated with such Assigned Receivable, and identifying the relevant Application Period for each such Assigned Receivable;

(c) a listing of any Prompt Payment Penalties received from the State during such month, including the amount of and date on which such payment was made, the name of the Participating Vendor, the Voucher number for the Prompt Payment Penalty receivable, and the associated Assigned Receivable, including the State contract number, Voucher number and State agency associated with such Assigned Receivable, and identifying the relevant Application Period for each such Assigned Receivable and when and whether such amount was remitted to the applicable Qualified Investor;

(d) the cumulative aggregate number and dollar value of Assigned Receivables assigned by each Qualified Investor from the date on which such Qualified Investor commenced participating in the Program through the last day of such month; and

(e) the cumulative aggregate number and dollar value, for which no payment of Base Invoice Amount has yet been received from the State, of related Assigned Receivables purchased by such Qualified Investor from the date on which such Qualified Investor commenced participating in the Program through the last day of the month.

VI. Proposed Rule Change

In furtherance of effectuating the Program, the State Comptroller and CMS (a) have promulgated a joint, emergency administrative rule to be found at [74 Illinois Administrative Code 900.120(n) and 900.125], permitting the assignment of vendor rights, under any Medicaid Vendor Payment Program approved by CMS and the State Comptroller, to receive payment of accounts receivable and qualifying an assignee to be assigned and receive any associated prompt payment penalties under the Prompt Payment Act, and (b) concurrently have filed a petition for a joint, permanent administrative rule to allow substantially the same.

VII. Term and Termination

The Program will commence in June, 2011, upon notice by the State, and will continue until terminated in accordance with this Section VII. The Program may be terminated:

(a) by the State in its discretion by giving 10 days prior written notice to Qualified Investors then participating in the Program;

(b) by the State with respect to a particular Qualified Investor in the event such Qualified Investor breaches or fails to meet any of the terms or conditions of the Program, which termination shall be effective immediately upon the State's giving written notice thereof to such Qualified Investor; or

(c) by a Qualified Investor, solely with respect to its own participation in the Program, in the event of any change to the Prompt Payment Act or to the administrative rules effectuating the Prompt Payment Act from the form in effect on the date the Qualified Investor submitted the Qualified Investor Designation, if such change `adversely affects such Qualified Investor's ability to receive payment from the Assigned Receivables on the terms described herein;

provided, however, that no termination under clause (a), (b) or (c) above shall alter or affect a Qualified Investor's with respect to Assigned Receivables purchased by or through such Qualified Investor prior to such termination.

Without limiting the foregoing, the State may, in its discretion, elect to suspend one or more Application Periods for such duration as the State may determine by giving prior written notice thereof to Qualified Investors then participating in the Program.

VIII. Amendment of Program Terms

Notwithstanding anything to the contrary contained in these Program Terms, the State hereby reserves the right to amend or modify the Program Terms from time to time in its discretion. In the event of any such amendment or modification, the State will give prior written notice thereof to Qualified Investors then participating in the Program, provided that no such amendment or modification shall alter or affect a Qualified Investor's rights or obligations with respect to Assigned Receivables assigned prior to such amendment or modification.

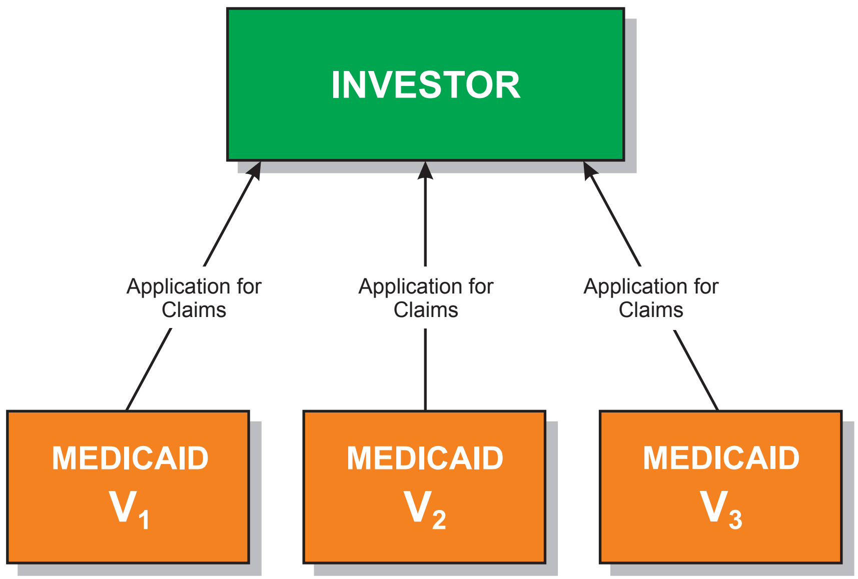
These Program Terms do not constitute a commitment by, or a contractual obligation of the State of Illinois or the Illinois Finance Authority. These Program Terms are not intended to be exhaustive or all-inclusive, and the terms and conditions of the Program may, from time to time, be amended by the State of Illinois in its discretion. These Program Terms are to be construed in accordance with applicable law. In the event of any conflict between the terms hereof and applicable law, applicable law shall control.

STATE OF ILLINOIS
MEDICAID VENDOR PAYMENT PROGRAM

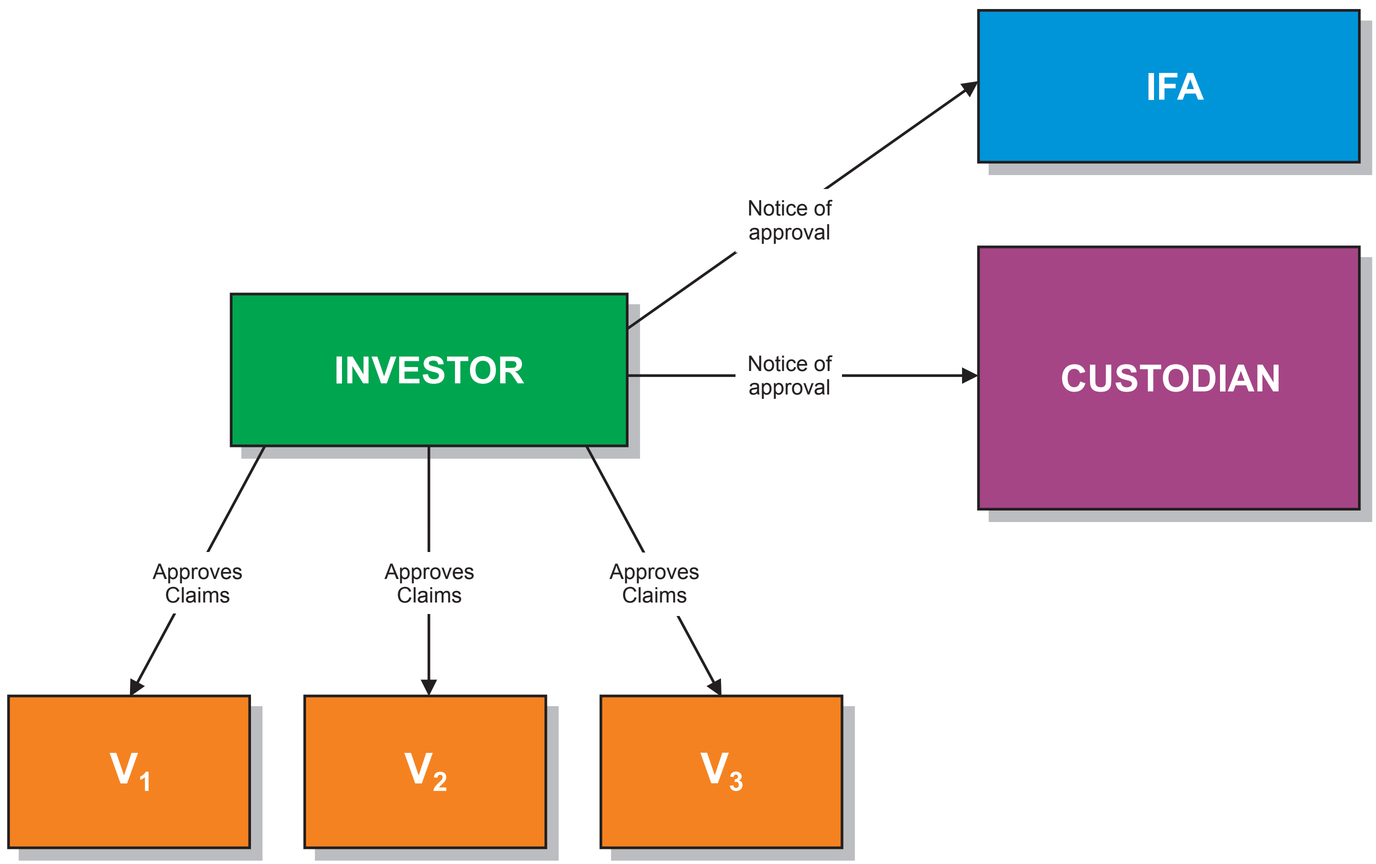
STATE ADVERTISES
MEDICAID VENDOR PAYMENT PROGRAM
TO MEDICAID VENDORS
AND
POTENTIAL INVESTORS

INVESTORS PREQUALIFY WITH STATE AND OFFER SERVICES VIA INTERNET SITE

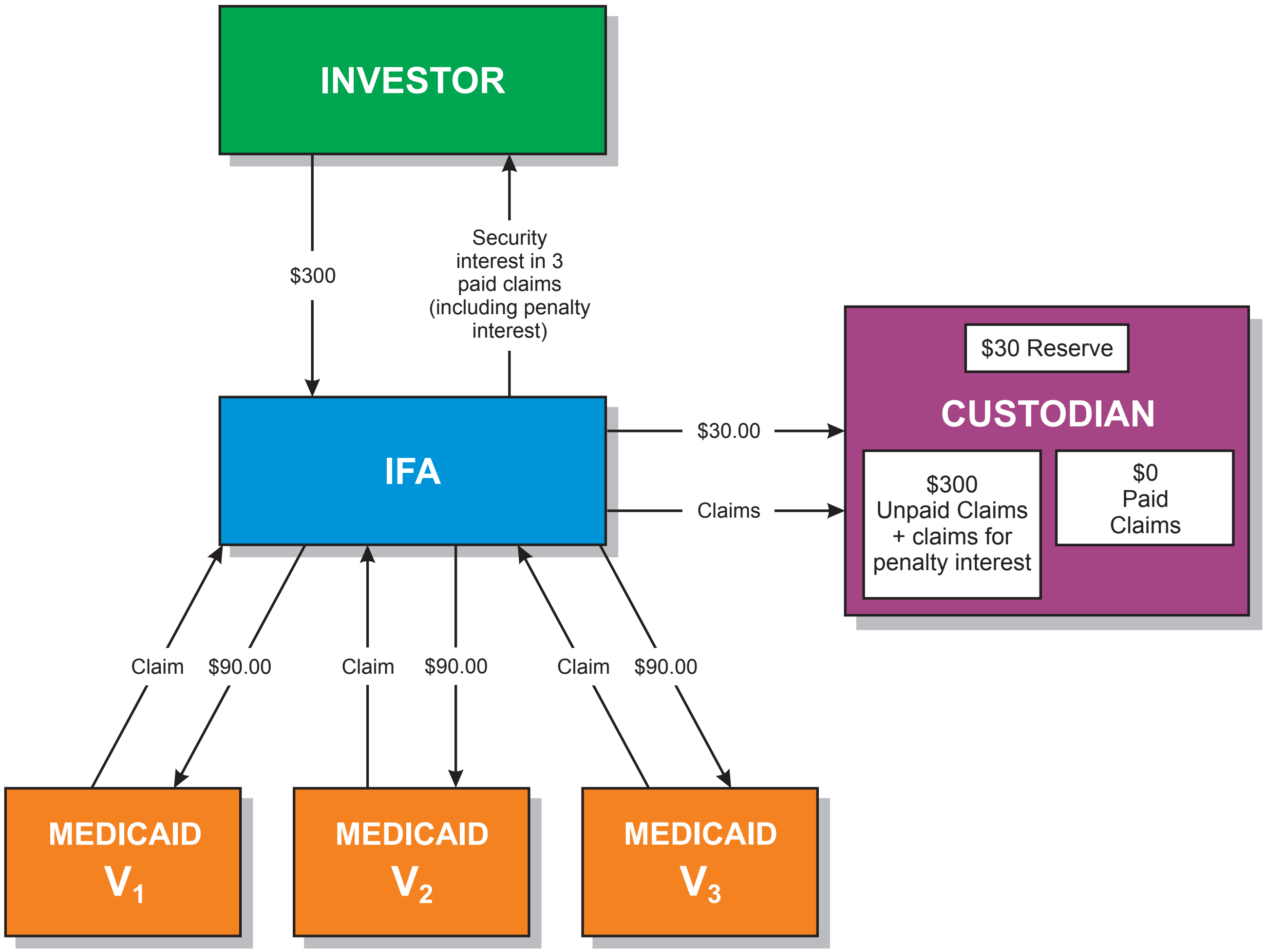
VENDORS SUBMIT ONLINE APPLICATIONS DIRECTLY TO INVESTOR OF THEIR CHOICE



INVESTOR VERIFIES VALIDITY OF CLAIM WITH APPLICABLE STATE AGENCIES AND APPROVES ASSIGNMENT



CLAIMS ASSIGNMENTS

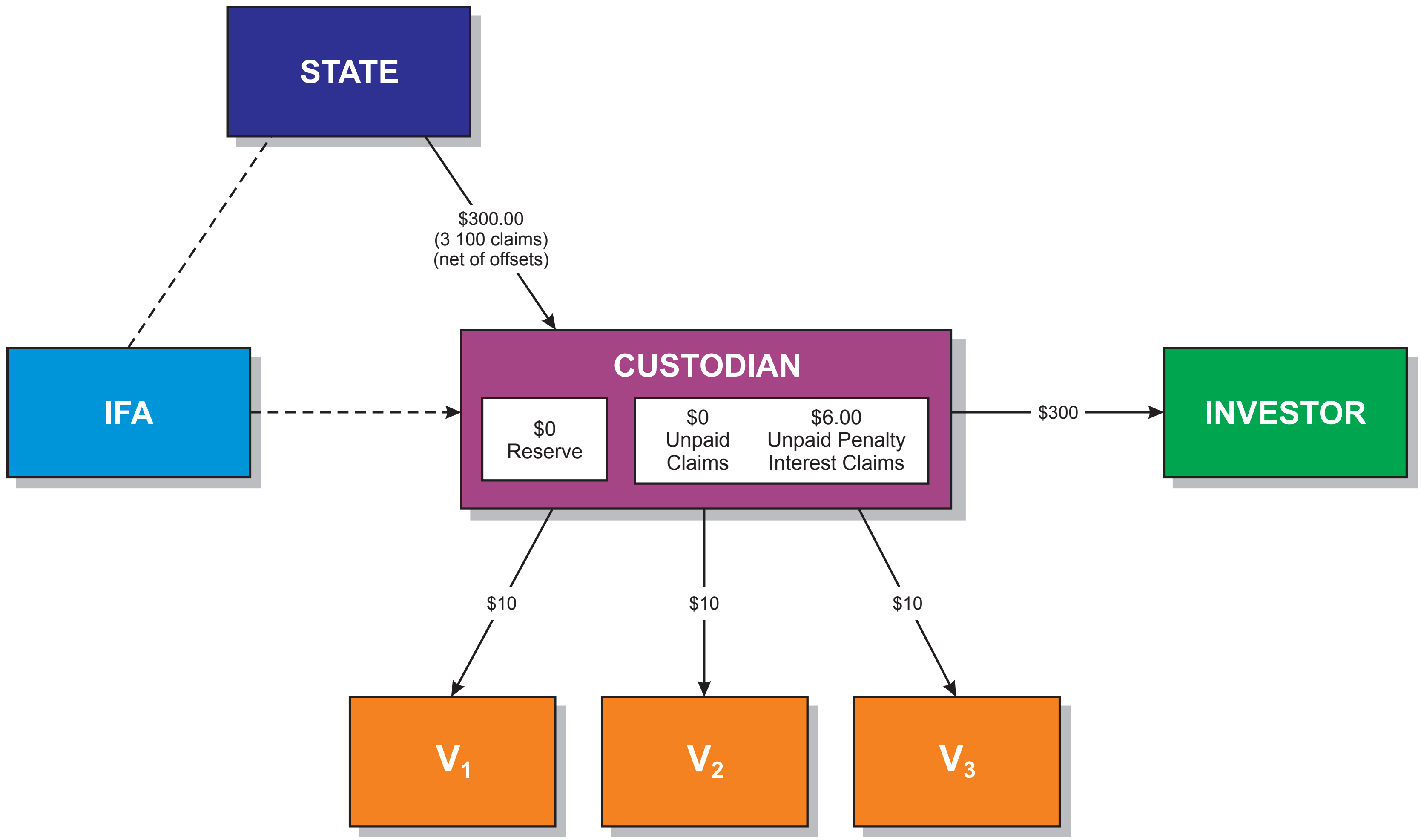


IFA INCURS NO
INDEBTEDNESS

ONLY
CLAIMS' ASSIGNMENTS
ARE EMPLOYED

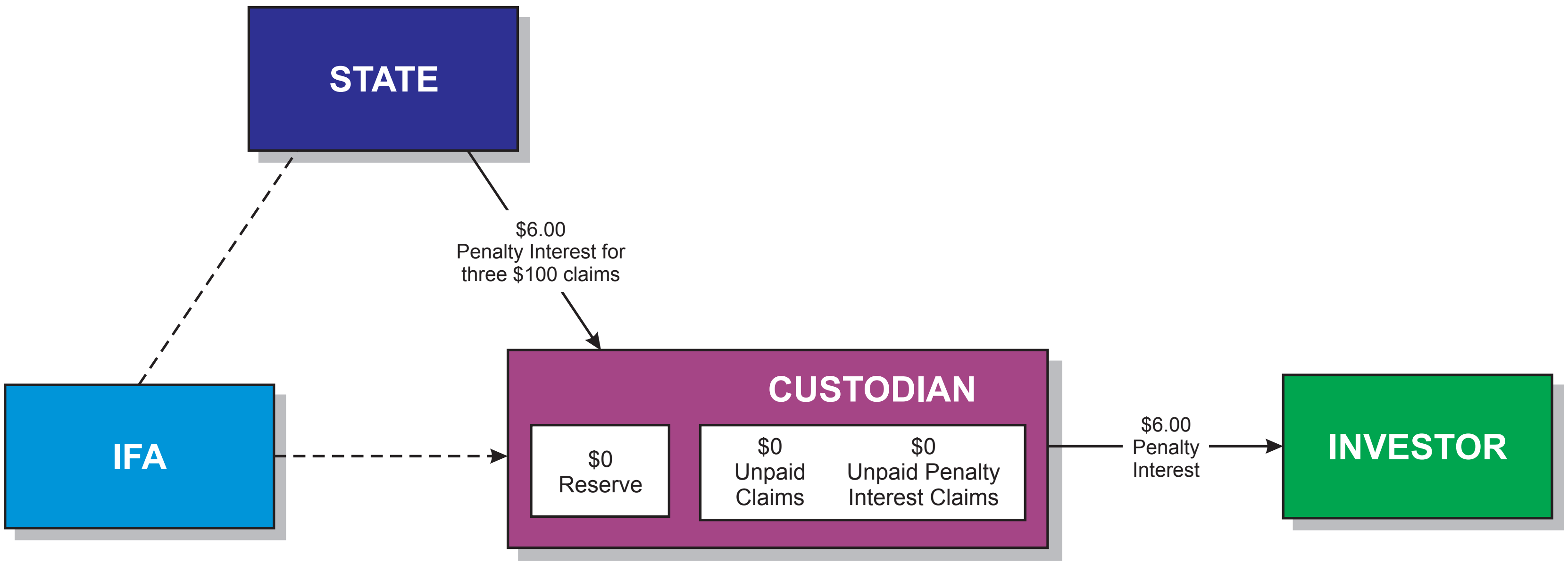
INVESTOR HAS RECOURSE ONLY TO
FUNDS RECEIVED FROM PAID CLAIMS

CASE ONE
STATE CLAIMS PAYMENT AT 120 DAYS
POST CLAIM DUE DATE



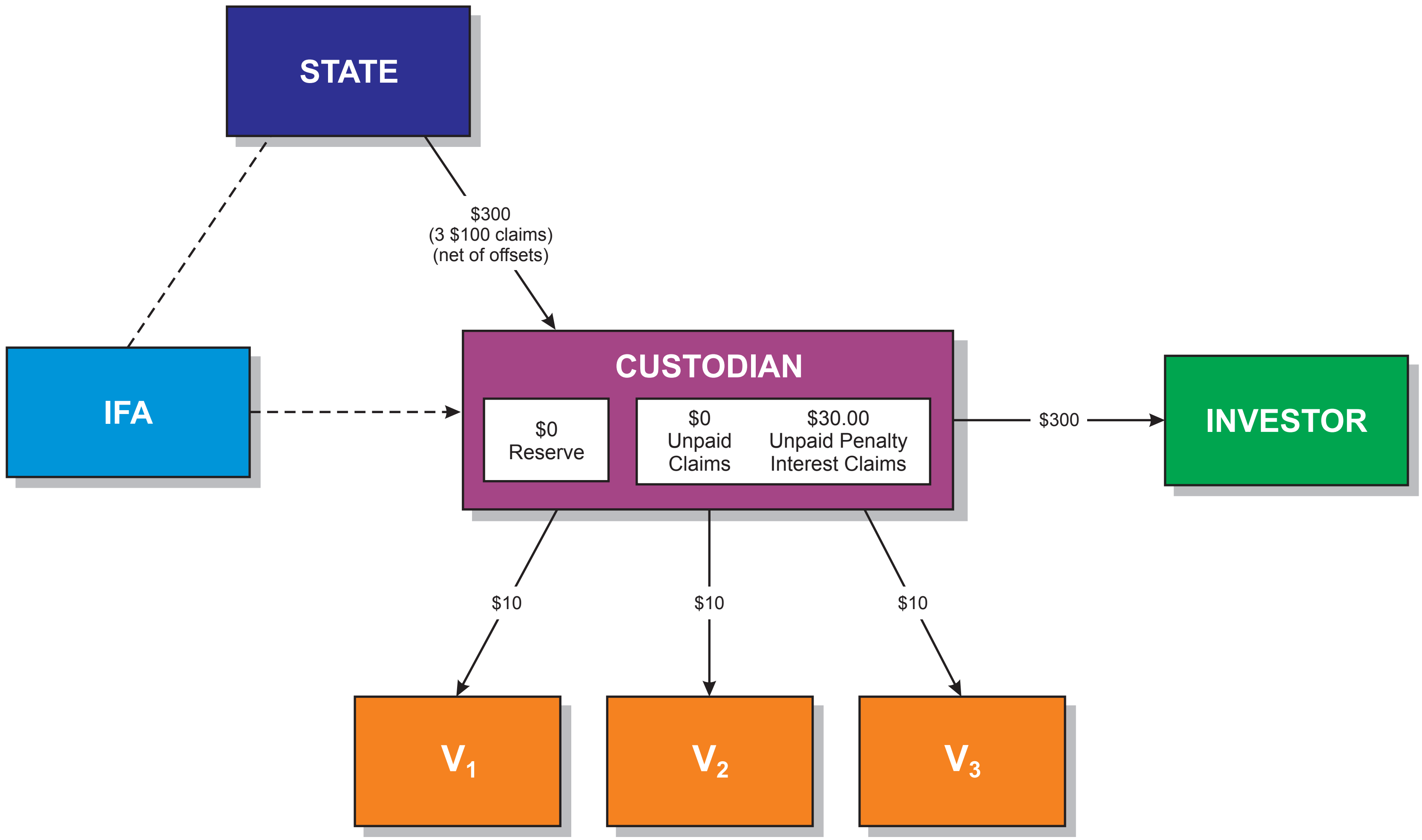
* *Repayment to vendors is subject to reduction for any offset on claim.*
2% penalty interest payable (not paid on claim payment date)

CASE ONE
PENALTY INTEREST PAYMENT DATE
(360 DAYS POST CLAIM DUE DATE)

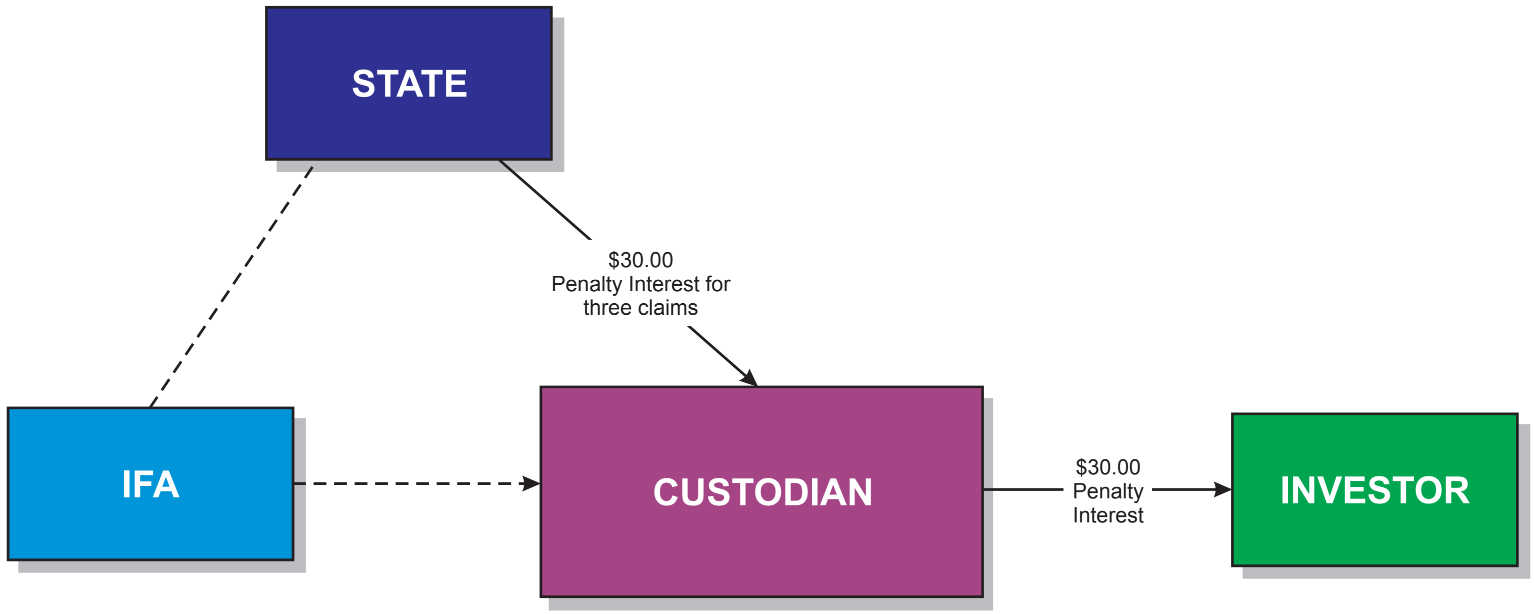


CLAIM PAID @ 120 DAYS

CASE TWO
CLAIMS PAYMENT AT 365 DAYS
POST CLAIM DUE DATE

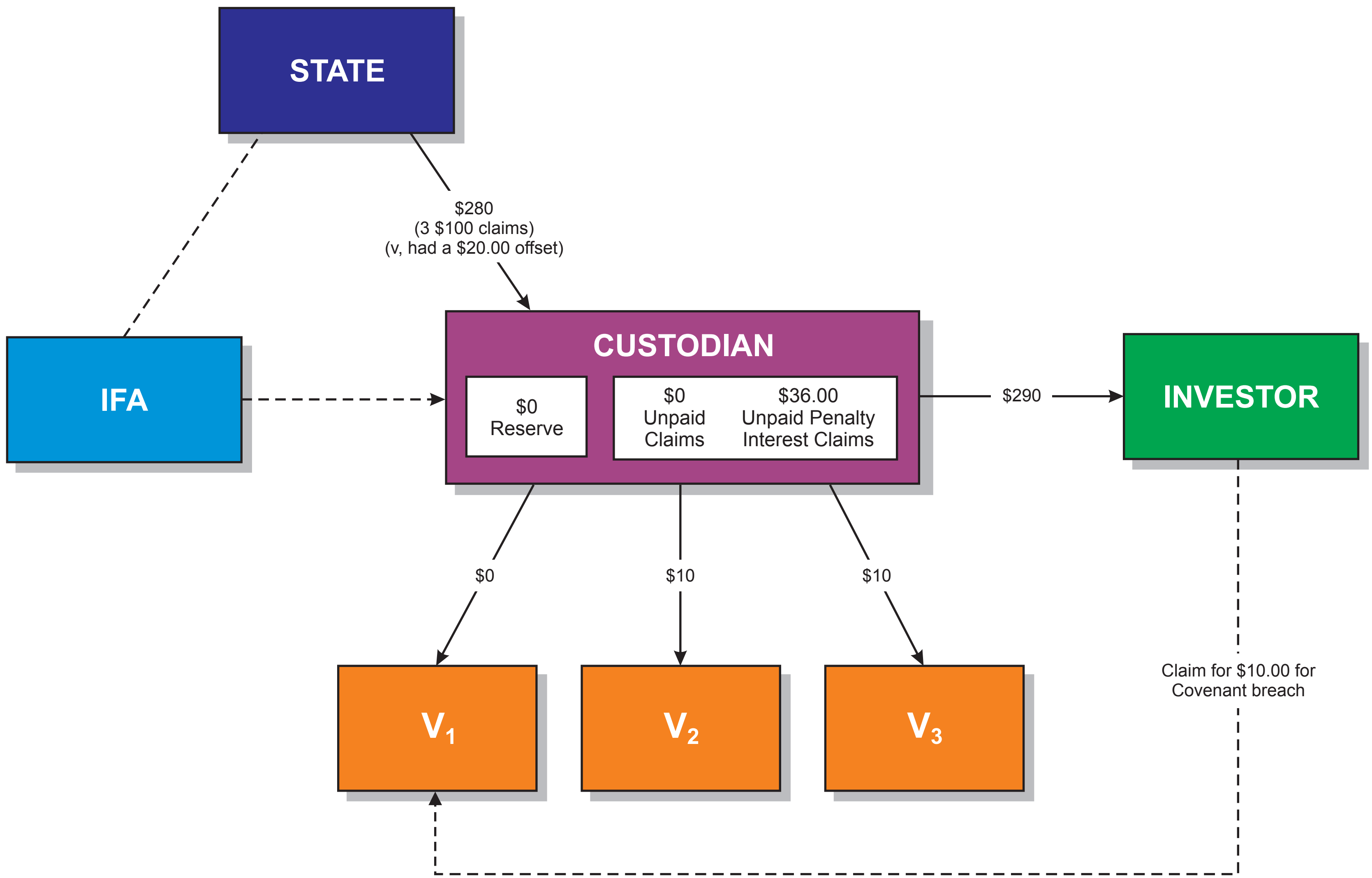


CASE TWO
PENALTY INTEREST PAYMENT DATE
(400 DAYS POST CLAIM DUE DATE)



CLAIM PAID @ 365 DAYS

CASE THREE
CLAIMS PAYMENT AT 420 DAYS
POST CLAIM DUE DATE



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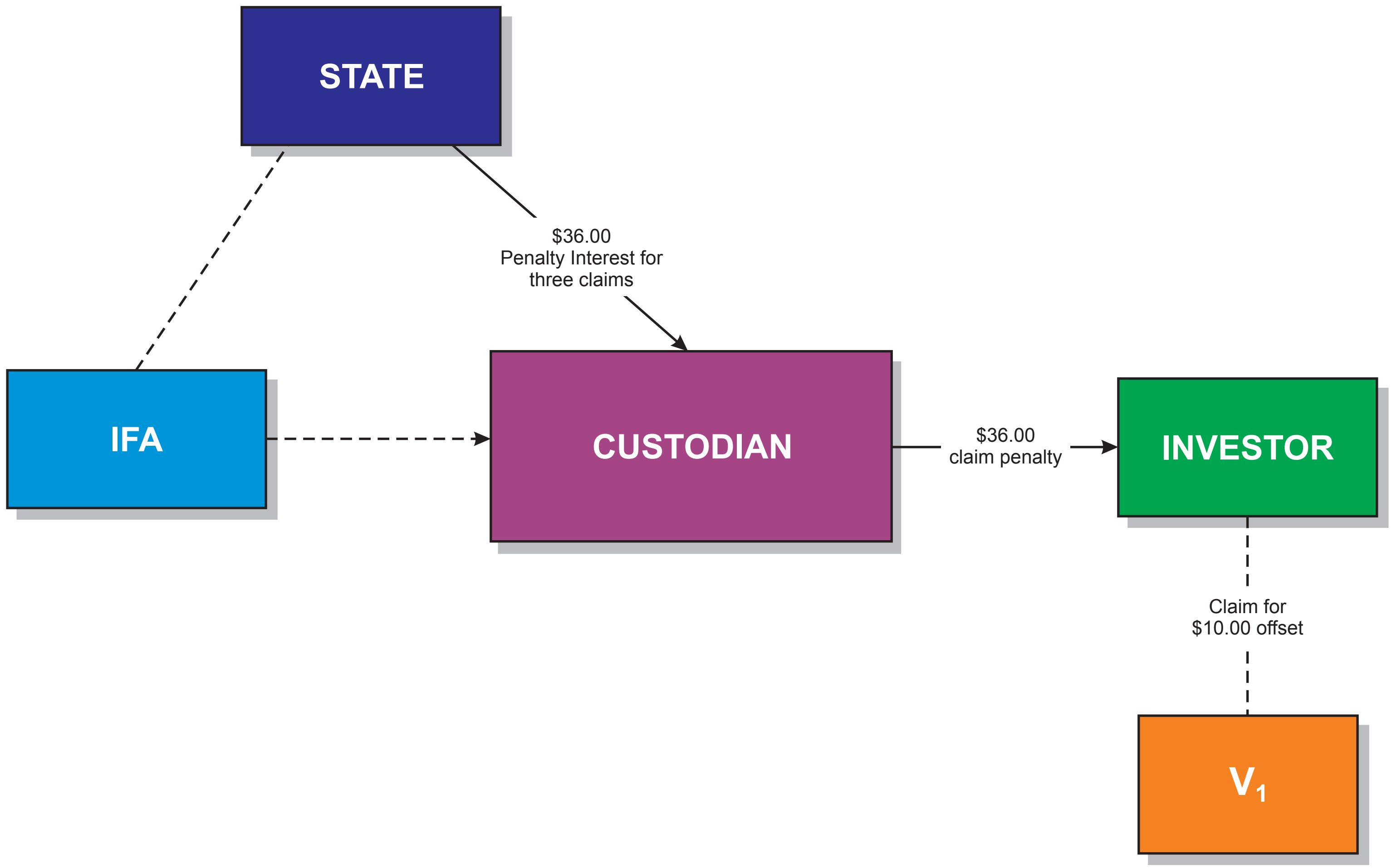
CASE THREE
PENALTY INTEREST PAYMENT DATE
(450 DAYS POST CLAIM DUE DATE)



CLAIM PAID @ 420 DAYS

IFA RESOLUTION NUMBER 2011-04-12-05

Resolution authorizing and approving the State of Illinois Medicaid Vendor Payment Program and the execution and delivery of certain documents related thereto.

WHEREAS, the Illinois Finance Authority (the "Authority") has been created by, and exists under, the Illinois Finance Authority Act (the "Act"); and

WHEREAS, as a result of a cash flow deficit, the State of Illinois (the "State") has been forced to delay payment to a majority of its healthcare vendors, ranging from small private contractors to larger entities such as not-for-profit hospitals, physicians, pharmacies, nursing homes, group homes and home health agencies, resulting in, in some instances, significant cash flow deficits for such vendors and, in some instances, the implementation of layoffs; and

WHEREAS, the Act authorizes the Authority to undertake any activity to increase job opportunities and to retain existing jobs in the State as well as any program to aid in stabilizing an economic sector of the State economy; and

WHEREAS, in an effort to ameliorate these negative effects, the State Office of Management and Budget desires to implement a program, with the assistance of and participation by the Authority, as further described in the Program Terms, attached hereto as Exhibit A (the "Program"), to expedite the receipt of funds by certain of the State's healthcare vendors on their overdue Medicaid claims (the "Claims"); and

WHEREAS, pursuant to the Program, healthcare vendors may assign all their rights and interests in certain of their verified and overdue Medicaid claims to the Authority in exchange for payment of one hundred percent (100%) of the claim amount (less any state offsets), in the manner and as further described in the Program Terms; and

WHEREAS, in order to fund the Program, the Authority will assign, on a wholly non-recourse basis, all payments received by the Authority from the State on the overdue claims (the "Assigned Receivables") to certain financial institutions participating in the Program (the "Investors"); and

WHEREAS, as consideration for the Assigned Receivables, which includes the right to receive interest from the State under the State Prompt Payment Act (30 ILCS 540) of one percent (1%) per month (or, in some limited cases, 2% per month), for each month payment thereon is delayed more than 60 days, the Investor will pay to the Authority an amount equal to one hundred percent (100%) of the Claims related to the Assigned Receivables; and

WHEREAS, the Authority has determined that enacting the Program will be in the best interest of the residents of the State and will serve to increase job opportunities and to retain existing jobs in the State which is consistent and in accord with the provisions and purposes of the Act; and

WHEREAS, in order to implement and operate the Program, it will be necessary for the Authority to enter into certain agreements (collectively, the "Program Documents"), including without limitation:

1. a Custodial Agreement with a bank (the "Custodial Agreement") to provide for the receipt, payment and investment of moneys received or to be paid out under the Program;

2. Vendor Assignment Agreements (the "Assignment Agreements") whereby healthcare vendors assign their unpaid claims to the Authority; and

3. Illinois Finance Authority Assignment Agreements (the "Authority Assignment Agreements") pursuant to which the Authority assigns certain Assigned Receivables to the Investors.

NOW, THEREFORE, BE IT RESOLVED by the Members of the Illinois Finance Authority as follows:

Section 1. Recitals. The recitals set forth above are hereby found to be true and correct and are incorporated into this Resolution as if fully set forth herein.

Section 2. Approval and Implementation of the Program. The Authority hereby approves the Program and the implementation thereof in a manner satisfactory to the Executive Director of the Authority. The Executive Director also shall have the power and authority to make any modifications or changes to the terms of the Program as he believes, in his sole discretion, are consistent with the goals of the Program.

Section 3. Program Documents. The Authority hereby authorizes and approves the execution (by manual or facsimile signature) by its Chairperson, Vice Chairperson, Executive Director, or any officer or employee designated by the Executive Director (each an "Authorized Officer") and the delivery and use of such Program Documents as the General Counsel of the Authority, in his discretion, shall deem reasonable and necessary for the institution and operation of the Program. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to any Program Document, as may be necessary. Each Program Document shall be in a form reasonably appropriate for documents of such nature, as determined by the Authorized Officer of the Authority executing the same, and such execution shall constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of such document.

Section 4. Assignment of Claims. The Authority hereby approves and authorizes the Authority to receive assignment of Claims by healthcare vendors, subject to the terms of the Program.

Section 5. Assignment of Assigned Receivables. The Authority hereby approves and authorizes the Authority to assign and transfer the Assigned Receivables to Investors that have qualified to participate in the Program.

Section 6. Limitation on Liability. The obligations of the Authority under the Program Documents and with respect to the Program shall be special, limited obligations of the Authority, payable solely out of the revenues and income received by the Authority from the State for Claims that have been assigned to the Authority. The obligations of the Authority under the Program Documents and with respect to the Program shall not be deemed to constitute an indebtedness or an obligation of the Authority, the State of Illinois or any political subdivision thereof within the purview of any constitutional limitation or statutory provision, or a charge against the credit or general taxing powers, if any, of any of them. The Authority does not have the power to levy taxes for any purposes whatsoever. Neither the Authority nor any member, director, officer, employee or agent of the Authority nor any person executing the Program Documents shall be liable personally or be subject to any personal liability or accountability by reason of the execution of the Program Documents. No recourse shall be had for any claim based on the Program Documents or upon any obligation, covenant or agreement relating to the Program against any past, present or future member, officer, agent or employee of the Authority, or any incorporator, member, officer, employee, director or trustee of any successor corporation, as such, either directly or through the Authority or any successor corporation, under any rule of law or equity, statute or constitution or by the enforcement of any assessment or penalty or otherwise, and all such liability of any such incorporator, member, officer, employee, director, agent or trustee as such is expressly waived and released as a condition of and as consideration for the institution of the Program.

Section 7. Further Actions. The Authorized Officers of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions and the instruments hereby approved; and all of the acts and doings of the Authorized Officers of the Authority which are in conformity with the intent and purpose of these resolutions, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved. All prior and future acts and doing of the officers, agents and employees of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and performance of the Program Documents and the operation of the Program shall be and the same hereby are in all respects approved and confirmed.

Section 8. Repeal of Conflicting Resolutions; Effective Date. All orders and resolutions and parts thereof in conflict herewith are to the extent of such conflict hereby repealed, and this Resolution shall take effect and be in full force immediately upon its adoption.

ADOPTED this 12th day of April, 2011 by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

____

Secretary

RESOLUTION NO. 2011-0412-AD06

RESOLUTION APPROVING A LOAN FROM THE ILLINOIS FINANCE AUTHORITY TO EAST ST. LOUIS FINANCIAL ADVISORY AUTHORITY AND RATIFYING CERTAIN ACTIONS RELATING THERETO

WHEREAS, the City of East St. Louis Financial Advisory Authority (FAA) is an legislative agency created pursuant to provisions of the Illinois Financially Distressed City Law, 65 ILCS 5/8-12-1, et seq. (the "Financially Distressed City Law") to provide for financial oversight and proper financial accounting procedures, budgeting and taxing practices, as well as, strengthen the human and economic development of the City of East St. Louis (the "Financially Distressed City") until such time that the Illinois Finance Authority determines that all of the Financially Distressed City obligations have been fully paid and discharged as provided in paragraph (22) of subsection (c); and

WHEREAS, the State of Illinois is experiencing dire financial difficulties and as a result, the Financial Advisory Authority (FAA) General Revenue Appropriation was reduced by half and is unable to meet its statutory purposes and powers as outlined in section (6) of the Financially Distressed City Law; and

WHEREAS, the Illinois Finance Authority has been requested to make a loan in the amount not to exceed $80,000 (the "Loan") to the East St. Louis Financial Advisory Authority (the "Borrower") for the purposes of, among other things, the day-to-day continued operations of the Financial Advisory Authority (FAA) in order to carry out its mission governed by the Financially Distressed City Law; and

WHEREAS, due to certain budgetary shortfalls, proceeds of the Loan have heretofore been provided to the Borrower for such purposes; and

WHEREAS, the Borrower's obligations to repay the Loan were evidenced by that certain Promissory Note (the "Note") in the principal amount of $80,000, which Note bears no interest and is payable in full on July 15, 2011;

NOW THEREFORE, BE IT RESOLVED that the Illinois Finance Authority hereby approves the terms and conditions of the Loan and the Note as executed and delivered; and

BE IT FURTHER RESOLVED THAT, the Executive Director of the Authority (and any designee of such Executive Director) are authorized, empowered and directed to do all such acts and things and to execute all such documents and certificates as may be necessary to further the purposes and intent of this Resolution; and

BE IT FURTHER RESOLVED THAT all such actions heretofore taken by the Executive Director (or any designee of such Executive Director) in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are hereby approved, confirmed and ratified; and

BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately upon adoption.

Dated this 12th day of April, 2011.

Adopted by the following vote:

Ayes:

Nays:

Abstain:

Absent:

Vacant:

ILLINOIS FINANCE AUTHORITY

By: ______________________________
Chairman

ATTEST:

By: ______________________________
Secretary

[SEAL]