RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Financial Statements and Supplementary Information
For the Year Ended December 31, 2009
(With Comparative Totals for 2008)

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REPORT OF INDEPENDENT AUDITORS

The Retirement Allowance Committee
Retirement Plan for Chicago Transit Authority Employees

We have audited the accompanying statement of plan net assets of the Retirement Plan for Chicago Transit Authority Employees (the Plan) as of December 31, 2009, and the related statement of changes in plan net assets for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Plan's 2008 financial statements, and in our report dated September 30, 2009, we expressed an unqualified opinion on those financial statements.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2009, and the changes in its net assets for the year then ended in conformity with U.S. generally accepted accounting principles.

The accompanying management's discussion and analysis and the required supplementary information as listed in the table of contents are not a required part of the basic financial statements but are supplementary information required by the Governmental Accounting Standards Board (GASB). We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and we express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The other supplementary schedule of administrative expenses is presented for the purpose of additional analysis and is not a required part of the basic financial statements. This other supplementary schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Mitchell & Titus, LLP

September 30, 2010

This management's discussion and analysis of the Retirement Plan for Chicago Transit Authority Employees (the Plan) provides an overview and analysis of the financial statements of the Plan, including highlights and comparisons for the year ended December 31, 2009. For more detailed information regarding the Plan's financial activities, review the Plan's financial statements, including the notes and supplementary schedules.

Overview of the Financial Statements

The basic financial statements are prepared in accordance with generally accepted accounting principles as established by the Governmental Accounting Standards Board (GASB) and are described below:

- *The Statement of Plan Net Assets* presents the Plan's assets and liabilities and the resultant net assets held in trust for plan benefits at the end of the year. This statement reflects the Plan's investments at fair value as well as receivables and liabilities.

- *The Statement of Changes in Plan Net Assets* presents the additions and deductions to the Plan during the current year. It reflects the investment income and net realized and unrealized gains or losses during the year, along with members' contributions and employer's contributions; and then subtracting benefit payments, refunds, and administrative expenses.

- *The Notes to Financial Statements* provide additional information for a better understanding of the data provided in the financial statements. They explain the purpose of the Plan, significant accounting policies, investment details, and also show detail of administrative expenses.

The Required Supplementary Information consists of a Schedule of Funding Progress, and a Schedule of Employer and Employee Contributions for the plan, as well as the related notes to discuss the actuarial assumptions and methods. Such schedules provide the historical trend information for the past six years for the Plan to aid in analysis of the funded status of the plan and the progress being made in accumulating sufficient assets to pay benefits when due.

- *The Schedule of Funding Progress* contains actuarial valuations of the status of the plan in an ongoing as well as historical basis. Actuarial liabilities in excess of actuarial valuation of assets indicate that insufficient assets have been accumulated to fund future benefits of current members and retirees.

- *The Schedule of Employer and Employee Contributions* contains historical trend information of employer and employee contributions. It shows the value of total annual contributions the employer must pay as determined under the parameters in GASB Statement No. 25 for the plan and the related percentage the employer has contributed to meet its requirement.

- *The Notes to the Required Supplementary Information* provides background information and the actuarial method and assumptions used to aid in understanding the required supplementary schedules.

The additional schedule provided includes the *Schedule of Administrative Expenses* to reflect the costs involved in managing a defined benefit pension plan.

Financial Highlights

- The net assets held in trust for plan benefits totaled approximately $1.72 billion at December 31, 2009 compared to $1.74 billion at December 31, 2008. The net assets are available for payment of members' pensions.

- Addition to net assets for the year was $189.7 million, which was comprised of contribution revenue of $76.4 million, increased by a net investment gain of $113.3 million.

- Benefit payments to retirees increased by $1.2 million in 2009. Healthcare costs were transferred to the Healthcare Plan in 2009. Refunds of member contributions increased slightly during the year.

- The funded ratio of the Plan for pension benefits was 74.8% at December 31, 2009 compared to 75.8% at December 31, 2008. The decrease in funded ratio was primarily due to changes in the membership, actuarial assumptions, payroll, and investment return.

- Effective January 1, 2008, the Plan implemented the provisions of GASB Statement No. 50, which requires that information about the funded status of each pension plan, as of the most recent actuarial valuation, be disclosed in the notes to the financial statements. Additionally, GASB Statement No. 50 requires disclosure of information about actuarial methods and assumptions used in valuations on which reported information about the ARC and the funded status and funding progress are based. The required schedules of funding progress immediately following the notes to the financial statements present multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

Plan Net Assets

A condensed schedule of Plan Net Assets is presented below:

Plan Net Assets
(in millions)
As of December 31, 2009 and 2008

			Change	
	2009	**2008**	**$**	**%**
Cash and cash equivalents	$ 171.6	$ 1,042.0	$ (870.4)	(83.5)%
Receivables	11.0	11.3	(0.3)	(2.7)
Brokers – unsettled trades	1.4	5.1	(3.7)	(72.5)
Investments, at fair value	1,539.0	714.6	824.4	115.4
Invested securities lending collateral	245.3	63.0	182.3	289.4
Total assets	1,968.3	1,836.0	132.3	
Brokers – unsettled trades	2.9	7.5	(4.6)	(61.3)
Securities lending payable	245.5	64.0	181.5	283.6
Accounts payable and accrued expenses	3.6	21.0	(17.4)	(82.9)
Total liabilities	252.0	92.5	159.5	
Net Plan assets	$ 1,716.3	$ 1,743.5	$ (27.2)	(1.6)%

Plan Net Assets *(continued)*

Plan net assets decreased by $27.2 million, or 1.6% at December 31, 2009 compared to the prior year, primarily due to more sales in investments, which decreased investments at year end by $46 million. Receivables decreased by $4.0 million at December 31, 2009 due mainly to year-end pending sales of securities and contributions receivable. Liabilities increased by $159.5 million at December 31, 2009 due to increases in liability for cash collateral related to securities lending and offset by decreases in accounts payable and accrued expenses.

Changes in Plan Net Assets

The following schedule presents a condensed comparison of various changes in Plan net assets:

Changes in Plan Net Assets
(in millions)
Years Ended December 31, 2009 and 2008

			Change	
	2009	**2008**	**$**	**%**
Additions				
Member contributions	$ 35.0	$ 34.3	$ 0.7	2.0
Employer contributions	41.4	1,178.9	(1,137.5)	(96.5)
Net investment gains (losses) and investment income	112.9	(224.5)	337.4	150.3
Securities lending income	0.4	(0.3)	0.7	233.3
Total additions	189.7	988.4	(798.7)	
Deductions				
Annuity and disability benefits	212.6	263.5	(50.9)	(19.3)
Refunds of contributions	2.1	1.8	0.3	16.7
Administrative expenses	2.2	2.4	(0.2)	(8.3)
Total deductions	216.9	267.7	(50.8)	
Net increase (decrease)	$ (27.2)	$ 720.7	$ (747.9)	(103.8)

Total additions of $189.7 million in 2009 were lower than the amounts in the prior year, primarily due to employer contributions through the one-time bond proceeds in 2008, which did not occur in 2009.

Deductions decreased by $50.8 million for the year ended December 31, 2009, largely due to the transfer of healthcare liabilities to the CTA Health Care Plan in 2009.

Plan Membership

The following table presents the changes in Plan membership from year-end 2008 to year-end 2009.

Changes in Plan Membership
As of December 31, 2009 and 2008

	2009	2008	Change	%
Retirees and beneficiaries receiving benefits	9,275	9,356	(81)	(0.9)%
Active employees	9,865	9,689	176	1.8
Terminated (inactive members) employees entitled to benefits or refunds of contributions	51	47	4	8.5
Total	19,191	19,092	99	0.5%

Funding Status on both Pension and Health Care Plans

The actuarial value of assets for pension benefits under GASB 25, as of December 31, 2009, was $2.0 billion and the actuarial liability was $2.6 billion. The actuarial value of assets decreased by $59.1 million and the actuarial accrued liability decreased by $43.9 million in 2009 over the 2008 levels. The unfunded liability increased by $15.2 million as of December 31, 2009 as a result of expected increases in normal cost and interest in unfunded liability of $130.7 million, reduced by actuarial gain of $32.8 million and change in actuarial assumptions of $82.7 million, in 2009, respectively.

Changes to the Plan from Public Act 095-708 effectively removed the liability for retiree healthcare benefits from the Pension Plan, effective January 1, 2009. As of December 31, 2009, there were no plan assets available for retiree healthcare benefits as the healthcare liability was transferred to the CTA Retiree Health Care Plan in 2009.

Investment Activities

The Plan's assets held for investment were $1.72 billion at year-end 2009, a decrease of $27.2 million over 2008, with a total plan rate of return of 8.6% for the year. Domestic investment managers returned 30.8% while foreign investment managers returned 20.5% at December 31, 2009. The fair value of the Plan's assets is impacted by the volatility of the financial market and changes in the economy. Therefore, these rates of returns will fluctuate in future years. The Plan's investment asset allocation stayed within its target asset allocation ranges, with 46% of assets invested in domestic equity, 5% invested in international equity, 10% invested in real estate, 6% invested in private equity, 6% invested in hedge funds, and 27% invested in fixed income, including 11% in stable value.

Investment Returns
Years Ended December 31, 2009 and 2008

	2009	2008
Total Plan	8.6%	(11.2%)
Benchmark portfolio	19.5	(22.2)
Domestic equities	30.8%	(38.1%)
Benchmark (Wilshire 5000)	29.4	(37.2)
International equities	20.5%	(36.3%)
Benchmark (MSCI EAFE)	31.8	(43.4)
Fixed income	6.3%	5.1%
Benchmark (Lehman Aggregate)	5.9	5.8
Real estate	(20.0%)	(5.3%)
Benchmark (CPI+5.5% over rolling 5-year periods)	7.5	5.7

Effects of Economic Factors

Funding

The Plan's funding objective is to meet long-term benefit obligations by accumulating sufficient assets through contributions and investment income. The Plan is well funded when it has sufficient assets to meet all expected future obligations to participants.

The funded ratio of the Plan was 74.8% at January 1, 2010 compared to 75.8% at January 1, 2009. The decrease in funded ratio from 2009 to 2010 was primarily due to changes in the membership, actuarial assumptions, payroll and investment return. The Plan's funded ratios had declined to 37.2% at January 1, 2008 from 39.4% at January 1, 2005. This trend had been developing over the past 28 years. The steady decline in the funded ratio from 1981 to recent years was due to insufficient employer and employee contributions, several early retirement programs, increased benefits, and dramatic increases in the cost of health care that were paid out of the Retirement Plan. During Plan year 2008, the Plan received an extraordinary employer contribution of $1.1 billion from the issuance of debt, which caused the funded ratio to increase to 75.8% as of January 1, 2009.

Effects of Economic Factors *(continued)*

Effective January 1, 2007, the retiree healthcare assets were marked to the fair market value of the retiree healthcare account and are disclosed under GASB No. 43. Previously, retiree healthcare assets disclosed under GASB No. 25 were allocated in proportion to the actuarial accrued liabilities. During 2009, the retiree healthcare liability was transferred to the Retiree Health Care Plan.

Public Act 95-708 made significant changes to the structure and funding of the Retirement Plan. The Act requires that the funding and liability for retiree healthcare be removed from the Retirement Plan. The Act also changes the eligibility for retirement benefits for CTA employees hired after January 17, 2008 and creates a separate Healthcare Trust to administer the benefits for retirees. Further, the Act gave the CTA the authority to issue debt in order to fund the Retirement Plan and the newly created Healthcare Trust.

Contact Information

This financial report is designed to provide the employer, plan participants and others with a general overview of the Plan's finances and to show accountability for the monies received. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Mr. John V. Kallianis
Executive Director
Retirement Plan for
Chicago Transit Authority Employees
10 South LaSalle Street, Suite 1100
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RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Statement of Plan Net Assets

As of December 31, 2009

(With Comparative Totals for 2008)

(Amounts in thousands)

	2009			
	Pension Plan	Retiree Healthcare	Combined	2008 Combined
ASSETS				
Total investments, at fair value	$ 1,710,561	$ -	$ 1,710,561	$ 1,756,498
Invested securities lending cash collateral	245,323	-	245,323	63,049
Receivables				
Employer contributions	4,530	-	4,530	6,326
Employee contributions	3,436	-	3,436	3,163
Securities sold but not received	1,359	-	1,359	5,128
Accrued interest and dividends	2,491	-	2,491	1,725
Other	671	-	671	77
	12,487	-	12,487	16,419
Total assets	1,968,371	-	1,968,371	1,835,966
LIABILITIES				
Payable upon return of securities loaned	245,513	-	245,513	64,037
Accounts payable	2,905	-	2,905	20,449
Contribution refunds payable	717	-	717	587
Securities purchased but not paid	2,919	-	2,919	7,436
Total liabilities	252,054	-	252,054	92,509
Net assets held in trust for plan benefits	$ 1,716,317	$ -	$ 1,716,317	$ 1,743,457

The accompanying notes are an integral part of these financial statements.

RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Statement of Changes in Plan Net Assets
For the Year Ended December 31, 2009
(With Comparative Totals for 2008)

(Amounts in thousands)

	2009			2008
	Pension Plan	**Retiree Healthcare**	**Combined**	**Combined**
ADDITIONS				
Net investment income (loss)	$ 113,250	$ -	$ 113,250	$ (224,883)
Employer contributions	41,448	-	41,448	1,178,966
Employee contributions	25,666	9,308	34,974	34,324
Total additions	180,364	9,308	189,672	988,407
DEDUCTIONS				
Benefit payments and contribution refunds				
Benefit payments	203,109	9,499	212,608	263,454
Contribution refunds, including interest	2,051	-	2,051	1,763
Administrative expenses	2,153	-	2,153	2,463
Total deductions	207,313	9,499	216,812	267,680
Net (decrease) increase	(26,949)	(191)	(27,140)	720,727
Net assets held in trust for plan benefits				
Beginning of year	1,743,266	191	1,743,457	1,022,730
End of year	$ 1,716,317	$ -	$ 1,716,317	$ 1,743,457

The accompanying notes are an integral part of these financial statements.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Reporting Entity

Accounting principles generally accepted in the U.S., as established by the Governmental Accounting Standards Board (GASB), define a financial reporting entity as consisting of the primary government and its component units for which the primary government is financially accountable. Financial accountability includes appointing a voting majority of a component unit's governing board, the ability of the primary government to impose its will on the component unit, or the potential for the component unit to provide specific financial benefits to or to impose specific financial burdens on the primary government. A primary government may also be financially accountable for its component units that are fiscally dependent on it.

Based on the above criteria, the Retirement Plan for Chicago Transit Authority Employees (the Plan) is not a component unit of any other entity.

Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting. Employee and employer contributions are recognized as additions in the period in which employee services are performed. Benefits and refunds are recognized as deductions when payable. Expenses are recorded when the corresponding liabilities are incurred, regardless of when payment is made.

For financial reporting purposes, the postemployment health care benefits are considered, in substance, a postemployment health care plan administered by, but not part of, the pension plan. The Plan follows GASB Statement No 43, *Financial Reporting for Postemployment Benefit Plans Other than Pension Plans.* Net assets in the Retiree Health Care Plan are marked to market. During 2009, the postretirement healthcare liabilities were transferred to the CTA Retiree Health Care Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of net assets held in trust for benefits at the date of the financial statements and the actuarial information included in the required supplementary information as of the benefit information date, the changes in Plan net assets during the reporting period and disclosures of contingent assets and liabilities at the date of the financial statements. Accordingly, actual results may differ from those estimates.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments

The Plan is authorized to invest in bonds, notes, and other direct obligations of the U.S. Government and U.S. Government agencies; corporate bonds, debentures, and notes; certain notes secured by mortgages, including pass-through securities; common and preferred stocks; and certain real estate funds, private equity funds, hedge funds, and stable value funds.

Method Used to Value Investments

Investments are reported at fair value. Short-term investments are reported at cost, which approximates fair value. Securities traded on a national or international exchange are valued at the last reported sales price at current exchange rates. Fixed-income securities are valued principally using quoted market prices provided by independent pricing services. For collective investments, the net asset value is determined and certified by the investment managers as of the reporting date. Estimated fair value of pooled real estate investment funds is based on independent appraisals of underlying properties. Hedge fund, venture capital, and private equity funds do not have established market prices and are reported at estimated fair value by money managers.

Security Transactions

Purchases and sales of securities are accounted for on the trade dates. For purposes of determining the realized gain or loss on the disposal of investments, the average cost of investments sold is used. Gains or losses are included in the statement of changes in plan net assets in the year in which they occur.

Investment Income

Dividend income is recorded on the ex-dividend date. Income from other investments is recorded when earned.

Furniture and Office Equipment

Furniture and office equipment are not capitalized, as they are immaterial and are charged to expenses in the year of purchase.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Contributions and Benefits

The Plan accrues, as applicable, the contributions due but not received from the Chicago Transit Authority (CTA) at the Plan's year end. Pension benefit payments are recorded on the accrual method; death benefits and contribution refunds, including interest, are reflected as liabilities upon approval for payment by the Retirement Allowance Committee.

Interest on Refunds of Participant Contributions

Interest on refunds of participant contributions ($1,204,692in 2009; $722,616 in 2008) is expensed when the refunds are recorded. Interest on accumulated contributions from continuing participants is reflected in each participant's account annually.

Administrative Expenses

Administrative expenses are recorded as incurred and budgeted and approved by the Plan's Board of Trustees. Administrative expenses are funded by the employer and employee contributions.

Securities Lending Transactions

Cash received as collateral on securities lending transactions and investments made with that cash are reported as assets in the statement of plan net assets at fair value. Securities received as collateral are reported as assets only if the Plan has the ability to pledge or sell them without a borrower default. Liabilities resulting from these transactions are reported in the statement of plan net assets. The costs of securities lending transactions are reported as deductions in the statement of changes in plan net assets at gross amounts.

GASB Statement No. 50

Effective January 1, 2008, the Plan implemented the provisions of GASB 50, which requires that information about the funded status of each pension plan, as of the most recent actuarial valuation, be disclosed in the notes to the financial statements. Additionally, GASB 50 requires disclosure of information about actuarial methods and assumptions used in valuations on which reported information about the ARC and the funded status and funding progress are based. The required schedule of funding progress immediately following the notes to the financial statements presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liability for benefits.

NOTE 2 PENSION PLAN

Plan Description

The following brief description of the Plan is provided for general information purposes only. Arbitration awards are periodically handed down and negotiated changes occur. Certain aspects of the Plan are now governed by state statute. These changes can revise certain provisions of the Plan with respect to the CTA, employee contributions, retiree medical benefits, and employee death benefits. Those changes that have affected the Plan are summarized in the following notes. Participants should refer to the Plan document, as amended, for complete information.

The Plan is a single-employer contributory defined-benefit public pension plan covering all full-time permanent employees of the CTA. The Plan is administered by an 11-member Board of Trustees composed of members appointed by the CTA, the Amalgamated Transit Union (ATU), bargained for employees not represented by the ATU and the Regional Transportation Authority. The Plan is classified as a “governmental plan” and is, therefore, exempt from certain provisions of the Employee Retirement Income Security Act of 1974.

The Plan was recently amended, effective January 18, 2008, to comply with the Illinois Public Act 095-0708. Employees who have completed one year of continuous service are eligible for participation. At December 31, 2009, and 2008, the numbers of participants were as follows:

	2009	**2008**
Retirees, disabled participants, and beneficiaries of deceased retirees currently receiving benefits	9,275	9,356
Terminated employees entitled to benefits but not yet receiving benefits	51	47
Active	9,865	9,689
	19,191	19,092

NOTE 2 PENSION PLAN *(continued)*

Employees are entitled to annual pension benefits upon normal retirement at age 65, in an amount generally based on a percentage of their average annual compensation in the highest four of the 10 preceding years, multiplied by the number of years of continuous participating service. For employees retiring before December 1, 1987, the percentage was 1.65%. The agreement between the CTA and its unions, signed in September 1987, raised the percentage to 1.70% and 1.75% for retirements on or after December 1, 1987 and 1989, respectively. The agreement between CTA and its unions, signed August 1993, raised the percentage to 1.80% and 1.85% for retirements on or after January 1, 1993 and January 1, 1995, respectively. The Arbitration Award of November 12, 2003, increased the benefit multiplier for service after June 1, 1949, to 2.00% from 1.85% for employees retiring from January 1, 2000, to December 31, 2000, and to 2.15% for employees retiring on and after January 1, 2001. The multiplier for employees retiring before January 1, 2000, remained at 1.85%. During 1995, a Voluntary Early Retirement Incentive Program was offered, which provided a percentage of 2.05% for employees retiring after January 1, 1994. Employees who met the requirements for early retirement had to respond by February 28, 1995. During 1997, the Plan offered a Voluntary Early Retirement Program to eligible employees who have 25 years of continuous service on or before December 31, 1999, and have not retired prior to January 1, 1997, in the form of a retirement allowance of 2.40% for each year of continuous service, with a maximum retirement allowance of 70% of the employee’s annual compensation. All eligible employees elected to participate were allowed to retire as soon as possible but no later than December 31, 1999.

The Plan permits early retirement at age 55, generally with reduced benefits. However, in the event of early retirement by an employee who has 25 years or more of continuous service, regardless of age, benefits will not be reduced. In accordance with Public Act 95-0708, for all employees hired after January 17, 2008, eligibility for an unreduced pension benefit has changed to age 64, with 25 years of service. All retirees receive a monthly pension benefit. Married employees can elect to receive their pension benefits in the form of a joint and survivor option.

Contributions and Vesting

Contributions from the CTA and employees are based on a percentage of compensation pursuant to various agreements between the CTA and the Union. Starting from January 18, 2008, covered employees are required to contribute 6% of their salary to the Plan and the employer is required to contribute 12% of compensation.

NOTE 2 PENSION PLAN *(continued)*

For years beginning January 1, 2009 through 2040, the amount of contributions to be paid by CTA with respect to debt service bonds issued for contribution to the Plan are treated as a credit against the amount of required contribution up to an amount not to exceed 6% of compensation. During 2009, the employer contributed 6% of compensation. Prior to January 18, 2008, CTA's contribution was 6% of total compensation and the employee contribution was 3% of total compensation. During the period from January 1997 through June 1997, there were no employer or employee contributions to the pension fund because of a union contract agreement, which enforced a pension holiday. Contributions resumed in July 1997.

In accordance with Public Act 095-0708 (effective January 18, 2008), CTA issued bonds and notes in the aggregate amount of $1,348,550,000, of which net proceeds of $1,110,500,000 were deposited into the Plan during the year ended December 31, 2008. No bond proceeds were received in 2009.

In July 2009, the CTA made additional contribution to the Retirement Plan, totaling $6,606,315. This additional contribution was necessary as the prior year debt service did not total 6% of payroll.

Death, Disability, and Other Benefits

Lump-sum death benefits based on age and years of service and ranging from $2,000 to $8,000 are paid to the designated beneficiaries. Also, the excess, if any, of employee contributions plus interest on such contributions over pension benefits previously paid to the retiree, and spouse in the case of a survivorship option, is paid to the designated beneficiary.

An employee is eligible for a disability allowance if he/she becomes disabled after completing 10 years of continuous service or, if disability is covered under the Illinois Workers Compensation Act, after completing five years of continuous service. The disability allowance is based on compensation and service to date of disability with a minimum benefit of $400 per month.

A participant's accumulated contributions plus interest (currently 3% annually) are refunded in instances in which the participant is separated from service and has less than 10 years of continuous participation, or when a participant with more than 10 years of service is separated and elects to receive a refund of his contributions.

NOTE 2 PENSION PLAN *(continued)*

A participant who is separated from service after completing 10 or more years of continuous service is not eligible for a retirement or disability allowance at separation, and elects not to receive a refund of his contributions, is entitled to receive, at normal retirement age, a deferred vested pension based on length of service and compensation to date of separation.

At December 31, 2009, net assets held in trust for plan benefits included accumulated active employee contributions of $197,089,693, including accumulated interest of $34,612,620 (active employee contributions of $186,478,479, including accumulated interest of $33,570,399, at December 31, 2008).

Funded Status and Funding Progress (Unaudited)

According to Public Act 95-708, beginning in 2009 and ending on December 31, 2039, if the funding ratio is projected to decline below 60% in any year before 2040, the Board of Trustees will determine the increased contribution required each year as a level percentage of payroll over the years remaining until 2040, using the projected unit credit actuarial cost method, so that the funded ratio does not decline below 60%.

The funded status of the Fund as of December 31, 2009, the most recent actuarial valuation date, is as follows (amounts in thousands):

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Entry Age (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ([b-a]/c)
12/31/09	$ 1,936,849	$ 2,588,462	$ 651,613	74.8%	$ 567,173	114.9%
12/31/08	1,995,953	2,632,356	636,403	75.8	594,139	107.1

The schedule of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, presents multiyear trend information about whether the actuarial values of Plan assets are increasing or decreasing over time relative to the AALs for benefits.

NOTE 2 PENSION PLAN *(continued)*

Additional information as of the latest actuarial valuation follows:

Valuation date	December 31, 2009
Actuarial cost method	Project Unit Credit
Amortization method	Level Dollar
Remaining amortization period	30 years
Asset valuation method	5-year smoothed market
Actuarial assumptions:	
Investment rate of return	8.75%
Projected salary increases	2.75% for 2010-11, 1.50% for 2012-14, and service-graded table with 5.0% ultimate rate after five years of service thereafter

NOTE 3 INVESTMENT RISK

Investment Policy

The primary objective of the Plan’s investment policy is to provide a structured approach in implementing the Plan’s investment strategies to achieve above-average returns consistent with prudent risk and investment volatility.

To minimize the impact of large losses and to reduce annual variability of returns, the Plan’s assets are allocated across major asset classes and diversified broadly within each asset class.

Investment Summary

The Plan’s investments were held by Northern Trust Company (TNT) as Trustee under a 1996 trust agreement.

The following table summarizes the Plan’s combined investments by type at December 31, 2009, and 2008 (amounts in thousands):

NOTE 3 INVESTMENT RISK *(continued)*

	2009	2008
Asset-backed securities	$ 15,953	$ 10,719
Commercial mortgage-backed securities	5,912	900
Corporate bonds	137,404	96,296
Government agency securities	131,204	45,755
Government bonds	32,093	30,957
Government mortgage-backed securities	35,345	12,424
Municipal/provincial bonds	491	-
Guaranteed fixed income	13,663	9,261
Non-government-backed CMOs	411	1,365
Index-linked government bonds	1,050	2,104
Other fixed income	25	13
Guaranteed investment contracts	3,107	-
U.S. equities	624,936	240,511
Foreign equities	280,205	20,923
Real estate—pooled funds	45,789	98,574
Venture capital and partnerships	112,005	72,639
Short-term investments and currency positions	171,574	1,041,795
Hedge fund	99,394	72,262
Combined investments, at fair value	$ 1,710,561	$ 1,756,498

Combined net investment (loss) income for the years ended December 31, 2009, and 2008, consisted of the following (amounts in thousands):

	2009	2008
Investment income (loss):		
Interest	$ 18,858	$ 14,116
Dividends	-	6,980
Miscellaneous	3	6,245
Securities lending	447	2,306
Net appreciation (depreciation) in fair value of investments	98,944	(249,211)
Net depreciation in securities lending collateral	(190)	(972)
Total investment income (loss) before investment expenses	118,062	(220,536)
Less: investment expenses		
Securities lending fees	(94)	(1,656)
Management fees and other	(4,718)	(2,691)
Net investment (loss) income	$ 113,250	$ (224,883)

NOTE 3 INVESTMENT RISK *(continued)*

Investment Risks

The Plan's investments are subject to risks, including interest rate risk, credit risk, custodial credit risk, concentration of credit risk, and foreign currency risk. The following describes those risks:

Interest rate risk—Interest rate risk is the risk that the fair value of debt securities will decrease due to increases in the prevailing market interest rate. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. The Plan manages its exposure to interest rate risks by purchasing a combination of short- and long-term investments and by timing cash flow from maturity evenly over time as necessary to provide cash flow and liquidity needed for operations.

The following tables show the segmented time distribution of the Plan's investments of maturities based on the investments' cash flows.

At December 31, 2009, the Plan had the following investments and maturities related to certain fixed income securities (bonds and notes; amounts in thousands):

		Investment Maturities			
Investment Type	**Market Value**	**Less Than 1 Year**	**1 to 6 Years**	**7 to 10 Years**	**More Than 10 Years**
Asset-backed securities	$ 15,953	$ -	$ 3,625	$ -	$ 12,328
Commercial mortgage-backed securities	5,912	-	-	-	5,912
Corporate bonds	137,404	2,650	20,915	19,625	94,214
Government agency securities	131,204	-	15,479	438	115,287
Government bonds	32,093	-	23,012	1,473	7,608
Government mortgage-backed securities	35,345	-	3,752	4,712	26,881
Municipal/provincial bonds	491	-	-	-	491
Guaranteed fixed income	13,663	-	13,663	-	-
Non-government-backed CMOs	411	-	-	-	411
Index-linked government bonds	1,050	-	1,050	-	-
Other fixed income	3,132	-	3,132	-	-
Total	$ 376,658	$ 2,650	$ 84,628	$ 26,248	$ 263,132

NOTE 3 INVESTMENT RISK *(continued)*

At December 31, 2008, the Plan had the following investments and maturities (amounts in thousands):

		Investment Maturities			
Investment Type	**Market Value**	**Less Than 1 Year**	**1 to 6 Years**	**7 to 10 Years**	**More Than 10 Years**
Asset-backed securities	$ 10,719	$ -	$ 432	$ -	$ 10,287
Commercial mortgage-backed securities	900	-	-	-	900
Corporate bonds	96,296	725	6,980	5,747	82,844
Government agency securities	45,755	-	2,643	743	42,369
Government bonds	30,957	-	26,594	4,363	-
Government mortgage-backed securities	12,424	-	736	2,198	9,490
Guaranteed fixed income	9,261	-	9,261	-	-
Non-government-backed CMOs	1,365	-	-	-	1,365
Index-linked government bonds	2,104	-	526	1,167	411
Other fixed income	13	-	-	-	13
Total	$ 209,794	$ 725	$ 47,172	$ 14,218	$ 147,679

Credit risk—Credit risk is the risk that the issuer or other counterparty to an investment will not fulfill its obligations. This credit risk is measured by the credit quality ratings issued by national rating agencies, such as Moody’s and Standard & Poor’s.

NOTE 3 INVESTMENT RISK *(continued)*

The following tables provide information on the credit ratings associated with the Plan's investments in debt securities. Rates were obtained from Standard & Poor's (amounts in thousands):

	2009	
	Fair Value	**Percentage of Portfolio**
Quality Rating		
AAA	$ 25,028	6.6%
AA	6,260	1.7%
A	19,074	5.1%
BBB	19,342	5.1%
BB	475	0.1%
Not rated	105,254	27.9%
Total credit risk of US corporate fixed income	175,433	46.5%
US Government and agencies fixed income securities	201,225	53.5%
Total fixed income securities	$ 376,658	100.0%

	2008	
	Fair Value	**Percentage of Portfolio**
Quality Rating		
AAA	$ 12,173	5.8%
AA	934	0.4%
A	6,805	3.2%
BBB	5,316	2.5%
BB	144	0.1%
B	354	0.2%
Not rated	98,937	47.2%
Total credit risk of US corporate fixed income	124,663	59.4%
US Government and agency fixed income securities	85,131	40.6%
Total fixed income securities	$ 209,794	100.0%

NOTE 3 INVESTMENT RISK *(continued)*

Custodial credit risk—For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Plan will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. Investment securities are exposed to custodial credit risk if the securities are uninsured, are not registered in the name of the Plan, and are held by either the counterparty or the counterparty's trust department or agent but not in the Plan's name. The Plan's master custodian holds all investments of the Plan in the Plan's name. As of December 31, 2009, and 2008, deposits of $1,526 and $12,990 were exposed to custodial credit risk as uninsured and uncollateralized.

Concentration of credit risk—The Plan's investment policy limits the aggregate amount that can be invested in each asset class. Domestic equity, international equity, fixed income, real estate, private equity, and hedge fund investments are limited to 46%, 5%, 27%, 10%, 6%, and 6% of the fair market value of the aggregate portfolio, respectively.

The following investments represented 5% or more of Plan net assets at December 31, 2009, and 2008 (amount in thousands):

	2009	2008
Collective Short-Term Investment Fund	$ 164,984	$ 1,042,672

Foreign currency risk—This risk changes as a result of fluctuations in exchange rates, which will adversely affect the fair value of an investment. International equity securities purchased by the Plan meet exchange listing requirements and all foreign equities held by the Plan are denominated in U.S. dollars. The Plan's exposure to foreign currency risk is as follows (amounts in thousands):

NOTE 4 INVESTMENT RISK *(continued)*

Currency	Fair Value (USD) 2009	Fair Value (USD) 2008
Equities:		
Australian dollar	$ 6,936	$ -
Brazilian real	505	-
Canadian dollar	6,891	-
Swiss franc	10,068	-
Czech koruna	469	-
Danish krone	304	-
Euro	40,406	-
British pound sterling	30,223	1
Hong Kong dollar	15,263	-
Indonesian rupiah	898	-
Japanese yen	26,436	12
South Korean won	5,704	-
Mexican peso	1,901	-
Malaysian ringgit	2,319	-
Norwegian krone	577	-
Philippine peso	940	-
Swedish krona	1,930	-
Singapore dollar	5,645	-
Thai baht	719	-
South African rand	2,329	-
	$ 160,463	13

NOTE 4 DERIVATIVES

The Plan’s investment managers may enter into derivative transactions as permitted by their guidelines for hedging or risk reduction, but not for speculative purposes. A derivative financial instrument is an investment whose payoff depends on the value of an underlying such as bond or stock prices, a market index, or commodity prices. Derivative financial instruments involve, to varying degrees, credit risk and market risk. The Plan did not invest in derivative instruments during 2009 and 2008.

NOTE 5 SECURITIES LENDING PROGRAM

In 1996, the Plan adopted the provisions of GASB Statement No. 28, *Accounting and Financial Reporting for Securities Lending Transactions.* On July 10, 1996, the Board entered into a securities lending agreement with TNT, the custodian to the Plan. The Plan participates in TNT's securities lending program by lending certain securities to borrowers and can earn additional income, which is included in net investments income on the statement of changes in plan net assets. Loans of securities through TNT are collateralized by cash, letters of credit, or securities issued or guaranteed by the U.S. government or its agencies, equal to at least 102% of the current fair value of the U.S. loaned securities and 105% of the current fair value of the loaned non-U.S. securities. Lending securities involves certain risks, the most significant of which is the risk that a borrower may fail to return a portfolio security.

Additionally, the Plan would be exposed to the credit risk of the borrower should the market value of the securities loaned exceed the market value of the collateral pledged.

All securities loans can be terminated on demand by either the Plan or the borrower, although the average term of the loans is 62 days. Cash collateral is invested in the lending agent's short-term investment pool, which at year end has a weighted-average maturity of 41 days. The relationship between the maturities of the investment pool and the Plan's loans is affected by the maturities of the securities loans made by other entities that use the agent's pool, which the Plan cannot determine. The Plan cannot pledge or sell collateral securities received unless the borrower defaults.

Loans outstanding as of December 31, 2009 and 2008 were as follows (amounts in thousands):

	2009	2008
Fair value of securities loaned for cash collateral	$ 237,582	$ 62,186
Fair value of securities loaned for non-cash collateral	337	10
Total fair value of securities loaned	$ 237,919	$ 62,196
Fair value of cash collateral from borrowers	$ 245,323	$ 63,049
Fair value of non-cash collateral from borrowers	348	10
Total fair value of collateral from borrowers	$ 245,671	$ 63,059

NOTE 5 SECURITIES LENDING PROGRAM *(continued)*

There was an unrealized loss of $189,891 and $972,234 under the securities lending program recorded in the financial statements for the years ended December 31, 2009 and 2008, respectively, calculated based on the difference between the book value of cash collateral due to borrowers under the securities lending program and the fair value of invested cash collateral under the securities lending program.

NOTE 6 UNFUNDED INVESTMENT COMMITMENTS

The Fund has unfunded commitments of approximately $35 million at December 31, 2009 and $65 million at December 31, 2008, in connection with real estate, and private equity investments.

NOTE 7 RISKS AND UNCERTAINTIES

Contributions to the Plan and the actuarial information included in the required supplementary information are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions may occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

NOTE 8 PRIORITIES AT PLAN TERMINATION

While it is the CTA's intent to maintain the Plan permanently, in the event the Plan terminates, the net assets of the Plan would be allocated and used generally to provide the following, in the order indicated:

a. Refunds of participant contributions plus interest, less benefits paid.
b. Retirement and disability benefits to participants who have retired or reached age 65 on date of termination.
c. In the event a balance remains, it will be used to provide for reduced retirement and disability benefits for all other participants.

NOTE 9 TAX STATUS

The Internal Revenue Service issued a letter of determination dated December 19, 1985, and most recently on October 18, 2002, stating that the Plan is qualified under Section 401 of the Internal Revenue Code (the Code) and is, therefore, exempt from federal income taxes under the provisions of Section 501(a) of the Code. The Plan is required to operate in conformity with the Code to maintain this qualification. Plan management is not aware of any course of action or series of events that have occurred that may adversely affect the Plan's tax status.

NOTE 10 OPERATING LEASE

The Plan has a lease agreement in place for office space. The lease expires on December 31, 2013. At December 31, 2009, the minimum future rental lease payments for the next four years are as follows (amounts in thousands):

Year	Amount
2010	$ 93
2011	94
2012	96
2013	97
	$ 380

Rent paid was $82,335 in 2009 and $82,000 in 2008. The amount of rent paid for 2009 and 2008 represents 95% of the total amount paid by the Plan. The other 5% is reimbursed by the Chicago Transit Authority Retiree Health Care Plan based on management's expense allocation.

REQUIRED SUPPLEMENTARY INFORMATION

RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Required Supplementary Information

Schedule of Funding Progress

For the Years Ended December 31, 2009 and 2008

(Amounts in thousands)

(Unaudited)

Year	Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) Projected Unit Credit* (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll ([b-a]/c)
2009	1/01/10	$ 1,936,849	$ 2,588,462	$ 651,613	74.8%	$ 567,173	114.9%
2008*	1/01/09	1,995,953	2,632,356	636,403	75.8	594,139	107.1
2007	1/01/08	941,864	2,531,440	1,589,576	37.2	571,314	278.2
2006**	1/01/07	1,007,305	2,466,106	1,458,801	40.8	562,567	259.3
2005	1/01/06	810,335	2,354,125	1,543,790	34.4	547,532	282.0
2004	1/01/05	902,117	2,291,162	1,389,045	39.4	544,442	255.1

*Effective January 1, 2008, the rate of return for disclosure purposes was changed to 8.75%. Prior year's information is based on a rate of 9% as defined in the terms of the bargaining agreement

**Effective January 1, 2007, retiree healthcare assets have been marked to market value of the retiree healthcare account and are disclosed under GASB 43. Previously, retiree healthcare assets disclosed under GASB 25 were allocated in proportion to actuarial accrued liabilities. This change in method in valuing retiree healthcare assets increased the funded ratio of the Plan in 2006; otherwise the 2006 funded ratio would have decreased.

See notes to required supplementary information.

RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Required Supplementary Information

Schedule of Employer and Employee Contributions

For the Years Ended December 31, 2009 and 2008

(Amounts in thousands)

(Unaudited)

Year ended December 31,	**Annual Total Contribution**	**Annual Required Contribution**	**Percentage Contributed (%)**
2009	$ 76,422	$ 118,717	64.4
2008	1,193,744	206,670	577.6
2007	37,587	198,457	18.9
2006	35,902	194,926	18.4
2005	29,634	180,227	16.4
2004	30,334	153,253	19.8

See notes to required supplementary information.

NOTE 1 ACTUARIAL ASSUMPTIONS

The information presented in the required supplementary schedules was determined as part of the actuarial valuations as of the dates indicated. Additional information as of the latest actuarial valuation follows:

Valuation date	January 1, 2010, and 2009, respectively
Actuarial cost method	Projected unit credit
Amortization method	Level dollar
Amortization period	30 years
Asset valuation method	5-year smoothed market
Actuarial assumptions:	
Investment rate of return	8.75%
Projected salary increases	2.75% for 2010-11, 1.50% for 2012-14, and service-graded table with 5.0% ultimate rate after five years of service thereafter

OTHER SUPPLEMENTARY INFORMATION

RETIREMENT PLAN FOR CHICAGO TRANSIT AUTHORITY EMPLOYEES

Other Supplementary Information

Schedule of Administrative Expenses

For the Years Ended December 31, 2009 and 2008

	2009	2008
	(Amounts in thousands)	
INVESTMENT EXPENSES		
Reporting and monitoring	$ 70	$ 56
Real estate expenses	85	79
Investment management fees	3,061	2,938
Trustee fees	532	533
Investment advisors	1,064	741
Total investment expenses	$ 4,812	$ 4,347
ADMINISTRATIVE EXPENSES		
Personal services		
Staff salaries and fringe benefits	$ 1,050	$ 1,594
Professional services		
Actuarial	78	139
Auditing	35	62
Data processing	70	63
Legal	411	370
Third-party administrator	353	99
	947	733
Communication		
Stationery and printing	1	1
Telephone	30	24
Postage	9	6
	40	31
Rentals		
Office space	73	82
	73	82
Miscellaneous		
Seminars	5	5
Supplies	5	16
Equipment	20	-
Other	13	2
	43	23
Combined administrative expenses	$ 2,153	$ 2,463

See accompanying report of independent auditors.