

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

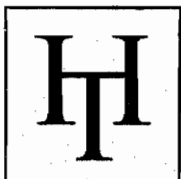
**BASIC FINANCIAL STATEMENTS AND
MANAGEMENT'S DISCUSSION AND ANALYSIS**

**YEAR ENDED DECEMBER 31, 2005
(With Comparative Totals for 2004)**

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

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Hill, Taylor LLC
Certified Public Accountants
116 South Michigan Avenue, 11th Floor
Chicago, Illinois 60603
V 312-332-4964 F 312-332-0181

Member of the
American Institute
of Certified Public Accountants

Member of the
Illinois CPA Society

Independent Auditors' Report

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, 2005 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 2004 financial statements and, in our report dated May 6, 2005, we expressed an unqualified opinion on those financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as 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, 2005, and the changes in its net assets for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis and the schedules of funding progress and employer and employee contributions are not a required part of the basic financial statements, but are supplementary information required by the Governmental Accounting Standards Board. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and we express no opinion on it.

Hill, Taylor LLC

June 16, 2006

Management's Discussion and Analysis

This 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, 2005. For more detailed information regarding the Plan's financial activities, the reader should also review the Plan's financial statements, including the notes and supplementary schedules.

Financial Highlights

- The net assets held in trust for plan benefits totaled approximately \$1.2 billion at December 31, 2005 compared to \$1.3 billion at December 31, 2004. The net assets are available for payment of members' pension and health care benefits. Net assets decreased by \$100.6 million during 2005, due primarily to withdrawals made to pay benefit payments to participants and lower investment returns realized in 2005 compared to 2004.
- Revenue for the year was \$149.2 million, which is comprised of contribution revenue of \$45.6 million, net appreciation on investment of \$82.0 million and investment income of \$27.6 million, net of investment expenses of \$6.0 million.
- Benefit payments to retirees decreased by \$27.1 million in 2005 due to a decrease of \$12.6 million in pension benefits and a decrease of \$14.5 million in health care reimbursements to the Chicago Transit Authority or retirees. Refunds of member contributions increased slightly during the year.
- The funded ratio of the Plan for both pension and healthcare was 34.4% at December 31, 2005 compared to 39.4% at December 31, 2004. This resulted from a decrease of actuarial value of assets of \$183.2 million and a decrease of \$27.2 million in actuarial accrued liability as computed by the Plan's actuary.

Overview of the Financial Statements

The basic financial statements consist of a Statement of Plan Net Assets, a Statement of Changes in Plan Net Assets, Notes to Financial Statements, and Required Supplementary Information. The financial statements are prepared on an accrual basis in accordance with generally accepted accounting principles as promulgated 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 resulting 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, a Schedule of Employer and Employee Contributions as well as the related notes to discuss the actuarial assumptions and methods. Together, these two schedules provide historical trend information to enhance understanding of the financial position and the changes in the funded status of the Plan over time.

- *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, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* and the related percentage the employer has contributed to meet its requirement.

Plan Net Assets

A condensed schedule of Plan Net Assets is presented below:

Plan Net Assets				
(in millions)				
As of December 31, 2005 and 2004				
	2005	2004	Change	
			\$	%
Cash and cash equivalents	\$ 64.4	\$ 23.8	\$ 40.6	170.6%
Receivables	9.6	7.0	2.6	37.1
Brokers – unsettled trades	2.6	12.0	(9.4)	-78.3
Investments, at fair value	1,130.0	1,268.1	(138.1)	-10.9
Invested securities lending collateral	<u>76.5</u>	<u>108.6</u>	<u>(32.1)</u>	-29.6
Total assets	<u>1,283.1</u>	<u>1,419.5</u>	<u>(136.4)</u>	
Brokers – unsettled trades	2.8	13.3	(10.5)	-78.9
Securities lending payable	76.5	108.6	(32.1)	-29.6
Accounts payable and accrued expenses	<u>19.7</u>	<u>12.9</u>	<u>6.8</u>	52.7
Total liabilities	<u>99.0</u>	<u>134.8</u>	<u>(35.8)</u>	
Net Plan Assets	<u>\$1,184.1</u>	<u>\$1,284.7</u>	<u>\$ (100.6)</u>	-7.8%

Plan net assets decreased \$100.6 million or 7.8% at December 31, 2005 compared to prior year, primarily due to a 10.9% decrease in the fair value of investments and withdrawals for benefit payments of \$138.1 million and pending sales of securities. Receivables increased by \$2.6 million at December 31, 2005 due to year-end contributions receivable. Liabilities decreased by \$35.8 million at December 31, 2005 due to a combination of decrease in pending securities purchases, decrease in liability for cash collateral related to securities lending, offset by increase 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, 2005 and 2004				
	<u>2005</u>	<u>2004</u>	<u>Change</u>	
			<u>\$</u>	<u>%</u>
Additions:				
Member contributions	\$ 15.0	\$ 15.3	\$ (0.3)	-2.0%
Employer contributions	30.6	30.6	-	-
Net investment gains (losses) and investment income	93.5	127.5	(34.0)	-26.67
Securities lending income	<u>0.1</u>	<u>0.1</u>	<u>-</u>	<u>-</u>
Total additions	<u>139.2</u>	<u>173.5</u>	<u>(34.3)</u>	
Deductions:				
Annuity and disability benefits	235.9	263.0	(27.1)	-10.31
Refunds of contributions	1.5	0.9	0.6	66.7
Administrative expenses	<u>2.4</u>	<u>1.9</u>	<u>0.5</u>	26.3
Total deductions	<u>239.8</u>	<u>265.8</u>	<u>(26.0)</u>	
Net Decrease	<u>\$ (100.6)</u>	<u>\$ (92.3)</u>	<u>\$ (8.3)</u>	9.0%

Total additions of \$139.2 million in 2005 were significantly lower than the amounts in prior year, primarily due to the lower net appreciation in the fair value of investments by \$34.0 million in 2005. Investment income, income from securities lending activities, investment expenses as well as members and employer contributions were held steady during the year.

Deductions decreased by \$27.1 million for the year ended December 31, 2005 as a result of a \$12.6 million decrease in pension benefit payments to participants and \$14.5 million decrease in health care benefit payments to retirees and reimbursements to the Chicago Transit Authority.

Plan Membership

The following table presents the changes in plan membership from year-end 2004 to year-end 2005.

Changes in Plan Membership As of December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>	<u>Change</u>	<u>%</u>
Retirees and beneficiaries				
receiving benefits	8,998	8,877	121	1.4%
Active employees	10,644	10,751	-107	-1.0
Terminated (inactive members)				
employees entitled to benefits				
or refunds of contributions	35	33	2	6.1
Total	<u>19,677</u>	<u>19,661</u>	<u>16</u>	<u>0.1%</u>

Funding Status on both Pension and Health Care Plans

The actuarial value of assets, for both the pension and health care plans, using the GASB 25 method, for the December 31, 2005 valuation was \$1.2 billion and the actuarial liability was \$3.5 billion. The actuarial value of assets and liability both decreased by \$183.2 million and \$27.2 million, respectively, in 2005 over the 2004 levels. The assets currently fund 34.4% of this liability, a decrease from the 39.4% funded ratio in 2004. The decrease in the actuarial value of assets reflects the recognition of investment gains arising from more favorable investment returns in 2005 compared to the assumed rate of return. A combination of factors contributed to the decrease in the actuarial liability at December 31, 2005. Chief among them are a lower pay increase, the increase in dependent health care premium and a more favorable health care claim experience in 2005.

Investment Activities

The Plan's assets held for investment were \$1.2 billion at year-end 2005, a decrease of \$97.5 million over 2004, with a total plan rate of return of 9.2% for the year. The continued rally in share prices in domestic and foreign equity markets during 2005 contributed to the gain in equity securities. Domestic investment managers returned 9.9% while foreign investment managers returned 10.2% at December 31, 2005. 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 47% of assets invested in domestic equity, 5% invested in international equity, 13% invested in real estate, 4% invested in private equity and 31% invested in fixed income, including 22% in stable value.

Investment Returns
Years Ended December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Total Plan	9.2%	10.6%
Benchmark portfolio	6.4	9.6
Domestic equities	9.9%	13.7%
Benchmark (Wilshire 5000)	8.0	10.9
International equities	10.2%	19.3%
Benchmark (MSCI EAFE)	13.5	20.3
Fixed income	3.5%	3.5%
Benchmark (Lehman Aggregate)	1.6	4.2
Real estate	24.9%	12.2%
Benchmark (CPI+5.5%)	8.7	8.3

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 Plan's funded ratios have declined in each of the past three years, from 48.5% in 2003, to 39.4% in 2004, and to 34.4% in 2005. This trend is more pronounced in recent years, but has been developing over the past twenty-five years. Chief among the reasons for the historical decrease in the funded ratios were benefit increases, insufficient contributions from employer and employees to fund the increased benefits and escalating health care benefits paid for the retirees and their dependents. Weak financial markets in 2001 and 2002 exacerbated the situation and are being absorbed in a five-year actuarial smoothing of assets used to determine the actuarial value of assets. The amount by which actuarially determined liabilities exceeded net assets was \$1.2 billion at December 31, 2005 compared to \$1.0 billion at December 31, 2004.

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
Chicago, Illinois 60603

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

STATEMENT OF PLAN NET ASSETS
(Amounts in Thousands)

DECEMBER 31, 2005
(With Comparative Totals for 2004)

	2005			2004
	Pension Plan	Postemployment Health Care Plan	Combined	Combined
Assets				
Total investments, at fair value	\$ 1,213,285	\$ 57,647	\$ 1,270,932	\$ 1,400,454
Receivables:				
Employer contributions	4,966	236	5,202	2,784
Employee contributions	2,483	118	2,601	1,393
Securities sold	2,496	118	2,614	12,000
Accrued interest and dividends	1,734	82	1,816	2,705
Other	14	1	15	106
	11,693	555	12,248	18,988
Total assets	1,224,978	58,202	1,283,180	1,419,442
Liabilities				
Payable upon return of securities loaned	73,073	3,472	76,545	108,632
Accounts payable	18,366	872	19,238	12,510
Contribution refunds payable	486	23	509	367
Securities purchased	2,703	129	2,832	13,271
Total liabilities	94,628	4,496	99,124	134,780
Net assets held in trust for plan benefits (A schedule of funding progress for the pension plan is presented on page 26)	\$ 1,130,350	\$ 53,706	\$ 1,184,056	\$ 1,284,662

See notes to financial statements.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

STATEMENT OF CHANGES IN PLAN NET ASSETS
(Amounts in Thousands)

YEAR ENDED DECEMBER 31, 2005
(With Comparative Totals for 2004)

	2005			2004
	<u>Pension Plan</u>	<u>Postemployment Health Care Plan</u>	<u>Combined</u>	<u>Combined</u>
Additions				
Net investment income	\$ 62,110	\$ 31,397	\$ 93,507	\$ 127,553
Employer contributions	19,850	10,718	30,568	30,576
Employee contributions	<u>9,784</u>	<u>5,282</u>	<u>15,066</u>	<u>15,316</u>
Total additions	<u>91,744</u>	<u>47,397</u>	<u>139,141</u>	<u>173,445</u>
Deductions				
Benefit payments and contribution refunds:				
Benefit payments	179,035	56,881	235,916	263,043
Contribution refunds, including interest	1,149	303	1,452	859
Administrative expenses	<u>1,580</u>	<u>799</u>	<u>2,379</u>	<u>1,883</u>
Total deductions	<u>181,764</u>	<u>57,983</u>	<u>239,747</u>	<u>265,785</u>
Net decrease	(90,020)	(10,586)	(100,606)	(92,340)
Net assets held in trust for plan benefits:				
Beginning of year	<u>1,220,370</u>	<u>64,292</u>	<u>1,284,662</u>	<u>1,377,002</u>
End of year	<u>\$ 1,130,350</u>	<u>\$ 53,706</u>	<u>\$ 1,184,056</u>	<u>\$ 1,284,662</u>

See notes to financial statements.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2005

1. Description of the Plan:

The following brief description of the Retirement Plan for Chicago Transit Authority Employees (Plan) is provided for general information purposes only. Arbitration awards are periodically handed down and negotiated changes occur. These changes can revise certain provisions of the Plan with respect to the Chicago Transit Authority (CTA), employee contributions, retiree medical benefits, and employee death benefits. Those changes which affect the Plan are summarized in the following notes. Participants should refer to the Plan Document, as amended, for complete information.

General

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 a Retirement Allowance Committee composed of members appointed by the CTA, the Amalgamated Transit Union (ATU), and bargained for employees not represented by the ATU. 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 amended effective January 8, 2003 to comply with new federal legislation and make changes to certain actuarial assumptions.

As part of the Arbitration Award ruling of November 12, 2003, the following ad hoc increases were given to retirees in payment status as of January 1, 2000:

- a. \$75 per month for members who retired before January 1, 1980.
- b. \$50 per month for members who retired on or after January 1, 1980 but before January 1, 1991.
- c. \$40 per month for members who retired on or after January 1, 1991 but before January 1, 2000.

The Arbitration Award ruling also eliminates healthcare benefits in retirement for CTA employees hired on or after September 6, 2001.

Participation and Pension Benefits

Employees who have completed one year of continuous service are eligible for participation. At December 31, 2005 and 2004, the numbers of participants were:

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

1. Description of the Plan (Continued):

	<u>2005</u>	<u>2004</u>
Retirees, disabled participants, and beneficiaries of deceased retirees currently receiving benefits	8,998	8,877
Terminated employees entitled to benefits but not yet receiving benefits	35	33
Current employees:		
Vested	4,606	4,523
Nonvested as to employer contributions	<u>6,038</u>	<u>6,228</u>
	<u>19,677</u>	<u>19,661</u>

Employees are entitled to annual pension benefits upon normal retirement at age 65, in an amount generally based on a percentage of the average annual compensation in the highest four of the ten 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, from 1.85% to 2.00% 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 until February 28, 1995, to respond. 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.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

(Continued)

YEAR ENDED DECEMBER 31, 2005

1. Description of the Plan (Continued):

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. All employees 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. Effective December 1, 1995, the CTA contribution increased to 6% of total compensation, and the employee contribution increased to 3% of total compensation. During the period from January 1997 through June 1997, there were no employer or employee contributions to the pension fund due to a union contract agreement, which enforced a pension holiday. Contributions resumed in July 1997.

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 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.

The Plan reimburses CTA for the actual retirees' health care claim costs.

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.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS
(Continued)

YEAR ENDED DECEMBER 31, 2005

1. Description of the Plan (Continued):

A participant who is separated from service after completing ten 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, 2005, net assets held in trust for plan benefits included accumulated active employee contributions of \$143,018,279, including accumulated interest of \$36,133,481 (active employee contributions of \$147,003,530, including accumulated interest of \$32,618,670, at December 31, 2004).

Employer and employee contribution rates are established through collective bargaining between the CTA and the Union which considers, among other things, an actuarial valuation of the Plan.

The Plan was amended effective January 1, 2004 by an Arbitration Award issued on July 10, 2006. The award gave retro-active pay increases to all ATU-covered employees for 2004, 2005 and 2006 and required pension contributions to be made on those retro-active payments by the CTA and the employees. It also required the Plan to amend the benefits of ATU-covered retirees who had retired during that time frame to reflect the increases. The award made no changes to the contributions required by the CTA or the employees. It also made no changes to the healthcare premiums for retirees or dependents.

The funding policy was changed with Senate Bill 1977, which requires level percent of pay funding beginning in 2009 such that the Plan reaches a 90% funded ratio by the end of 2058. These provisions had no impact on the 2005 financial statements, and will be reflected in subsequent years' financial statements.

2. Summary of Significant Accounting Policies:

General

The Plan maintains its accounting records on the basis of cash receipts and disbursements. The accompanying financial statements have been prepared on the accrual basis and thus reflect receivables and payables for dividends, interest, investments purchased and sold, and employer and employee contributions that are not recorded in the accounting records.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS
(Continued)

YEAR ENDED DECEMBER 31, 2005

2. Summary of Significant Accounting Policies (Continued):

General (Continued)

The Plan's financial statement presentation follows the provisions of Governmental Accounting Standards Board (GASB) Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*. This statement required the inclusion of a management's discussion and analysis, which is presented on pages 2 through 6.

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.

As provided by GASB Statement No. 26, *Financial Reporting for Postemployment Health Care Plans Administered by Defined Benefit Pension Plans*, total assets of the Plan were proportionately allocated between the pension and postemployment health care plans based on the respective plan's portion of the total actuarial accrued liability as of that date. Changes in plan net assets subsequent thereto have been allocated between the pension plan and the health care plans based on the proportionate share of average actuarial accrued liability, actual activity, or estimates that approximate actual activity of the respective plan.

Contributions and Benefits

The Plan accrues, as applicable, the contributions due but not received from the 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 (\$255,804 in 2005; \$100,629 in 2004) is expensed when the liability for the refunds is recorded. Interest on accumulated contributions from continuing participants is reflected in each participant's account annually.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS
(Continued)

YEAR ENDED DECEMBER 31, 2005

2. Summary of Significant Accounting Policies (Continued):

Cash, Cash Equivalents and Short-Term Investments

Cash and cash equivalents include amounts in demand deposits and uninvested funds held by the Plan's investment managers. Short-term investments consist of debt investments, which mature within six months of the date acquired by the Plan.

Deposits and Investments Disclosures

The Plan has adopted GASB Statement No. 40 (GASB 40), *Deposit and Investment Risk Disclosures*. GASB 40 establishes requirements for disclosures of interest rate risk, credit risk, concentration of credit risk, and foreign currency risk. Adoption of this pronouncement had no impact on the Plan net assets and changes in Plan net assets.

Investment Valuation

All investments are carried at fair value. Fair value of investments in common stocks, corporate and U.S. government and U.S. government agencies bonds and notes, and short-term securities is based on quoted market prices. Estimated fair value of pooled real estate investment funds is based on independent appraisals of underlying properties. Mortgages are valued at expected future cash flows discounted at interest rates which give effect to risk characteristics.

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.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

2. Summary of Significant Accounting Policies (Continued):

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Actual results could differ from those estimates.

3. Investments:

(a) 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 return consistent with prudent risk and investment volatility.

In order 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.

(b) Investment Summary

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

Fair value of combined investments at December 31, 2005 and 2004 consisted of the following (amounts in thousands):

	<u>2005</u>	<u>2004</u>
Asset backed securities	\$ 2,741	\$ 1,476
Commercial mortgage-backed securities	1,088	1,454
Corporate bonds	195,496	208,871
Government agency securities	49,798	55,192
Government bonds	7,613	28,913

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

3. Investments (Continued):

(b) Investment Summary (Continued)

	2005	2004
Government mortgage backed securities	\$ 8,587	\$ 20,613
Guaranteed investment contracts	5,371	5,210
Index linked government bonds	705	2,465
Non-government backed C.M.O.'s	374	395
U.S. equity securities	589,348	634,243
Foreign equity securities	74,720	84,503
Real estate - pooled funds, equity interest, and mortgages	138,358	142,073
Venture capital and partnerships	52,842	49,670
Cash collateral invested from securities loaned	76,545	108,632
Short-term investments and currency positions	64,389	23,754
Other	2,957	32,991
Combined investments, at fair value	\$ 1,270,932	\$ 1,400,454

The cost of combined investments at December 31, 2005 and 2004 was \$1,157,207 and \$1,278,536, respectively.

Combined net investment income for the years ended December 31, 2005 and 2004, consisted of the following (amounts in thousands):

	2005	2004
Investment Income:		
Interest	\$ 9,317	\$ 9,734
Dividends	7,719	9,907
Miscellaneous	10,321	12,058
Securities lending	207	168
Net appreciation in fair value of investments	71,986	101,427
Total investment income	99,550	133,294
Less investment expenses:		
Securities lending fees	75	72
Management fees and other	5,968	5,669
Net investment income	\$ 93,507	\$ 127,553

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

3. Investments (Continued):

(c) Investment Risk Disclosure

The Plan's investments are subject to certain types of 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 decreases 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. One of the ways the Plan manages its exposure to interest rate risks is by purchasing a combination of shorter term and longer term investments and by timing cash flow from maturity evenly over time as necessary to provide the cash flow and liquidity needed for operations. The following table shows the segmented time distribution of the Plan's investments into time periods of maturities based on the investments cash flows.

At December 31, 2005, the Plan had the following investments and maturities (amounts in thousands):

Investment Type	Market Value	Investment Maturities			
		Less Than 1 Year	1 to 6 Years	7 to 10 Years	More Than 10 Years
Asset backed securities	\$ 2,741	\$ -	\$ 2,741	\$ -	\$ -
Commercial mortgage-backed securities	1,088	-	-	-	1,088
Corporate bonds	195,495	1,416	8,328	722	185,029
Government agency securities	49,798	-	9,772	-	40,026
Government bonds	7,613	-	2,103	5,306	204
Government mortgage backed securities	8,587	-	274	1,062	7,251
Guaranteed-investment contracts	5,371	-	-	-	5,371
Index linked government bonds	705	-	-	705	-
Non-government backed collateralized mortgage obligations	374	-	-	-	374
Total	\$ 271,772	\$ 1,416	\$ 23,218	\$ 7,795	\$ 239,343

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

3. Investments (Continued):

(c) Investment Risk Disclosure (Continued)

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 and Poor's.

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

Quality Rating	2005	
	Fair Value	Percentage of Portfolio
AAA	\$ 15,528	5.7%
AA+	54	0.0%
AA	267	0.1%
AA-	670	0.3%
A+	1,109	0.4%
A	1,300	0.5%
A-	1,726	0.6%
BBB+	2,987	1.1%
BBB	1,276	0.5%
BBB-	1,536	0.6%
BB+	339	0.1%
Not rated	189,656	69.8%
Other	705	0.3%
Total credit risk debt securities	217,153	80.0%
U.S. Government and agencies	54,619	20.0%
Total fixed income securities	\$ 271,772	100.0%

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

3. Investments (Continued):

(c) Investment Risk Disclosure (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

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 and private equity investments are limited to 46%, 5%, 33%, 10% and 6% of the market value of the aggregate portfolio, respectively.

The following investments represent five percent or more of Plan net assets at December 31, 2005 and 2004 (amount in thousands):

	<u>2005</u>	<u>2004</u>
ABN AMRO Inc. Plus Fund	\$ 133,764	\$ 141,237
Northern Trust Collective S&P 500 Equity Index Fund	-	64,714
Northern Trust Short Term Investment Fund	64,199	-

Foreign Currency Risk – This is the risk that changes in exchange rates will adversely affect the fair value of an investment or deposit. The Plan had exposure to foreign currency fluctuations as follows (amounts in thousands):

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

3. Investments (Continued):

(c) Investment Risk Disclosure (Continued)

	2005	
	Fair Value	Percentage of Portfolio
Total by Currency:		
Canadian Dollar	\$ 2,508	8.4%
Swiss Franc	3,820	12.8%
Euro Currency Unit	6,909	23.2%
British Pound Sterling	8,600	28.9%
Hong Kong Dollar	588	2.0%
Japanese Yen	5,464	18.4%
South Korean Won	1,770	5.9%
Singapore Dollar	115	0.4%
Other	1	0.0%
Total foreign currency holding	\$ 29,775	100.0%

4. Derivatives:

The Plan's investment managers may enter into derivative transactions as permitted by their investment guidelines. A derivative financial instrument is an investment whose payoff depends upon 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 2005 and 2004.

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 investment income on the statement of changes in plan net assets. Loans of securities through TNT are

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

(Continued)

YEAR ENDED DECEMBER 31, 2005

5. Securities Lending Program (Continued):

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 market value of the U.S. loaned securities and 105% of the current market 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 107 days. Cash collateral is invested in the lending agent's short-term investment pool, which at year-end has a weighted-average maturity of 40 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, 2005 and 2004 are as follows (amounts in thousands):

	<u>2005</u>	<u>2004</u>
Fair value of securities loaned for cash collateral	\$ 74,542	\$ 106,171
Fair value of securities loaned for non-cash collateral	<u>4,217</u>	<u>10,299</u>
Total fair value of securities loaned	<u>\$ 78,759</u>	<u>\$ 116,470</u>
Fair value of cash collateral from borrowers	\$ 76,545	\$ 108,632
Fair value of non-cash collateral from borrowers	<u>4,321</u>	<u>10,511</u>
Total fair value of collateral from borrowers	<u>\$ 80,866</u>	<u>\$ 119,143</u>

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

(Continued)

YEAR ENDED DECEMBER 31, 2005

6. Combined Investment and Administrative Expenses:

	2005	2004
	(Amounts in Thousands)	
Investment Expenses		
Reporting and monitoring	\$ 57	\$ 56
Real estate expenses	113	165
Investment management fees	4,984	4,691
Trustee fees	624	564
Investment advisors	265	265
Total investment expenses	\$ 6,043	\$ 5,741
Administrative Expenses		
Personal services:		
Staff salaries and fringe benefits	\$ 1,083	\$ 1,097
Professional services:		
Actuarial	256	115
Auditing	36	34
Data processing	61	45
Legal	273	230
	626	424
Communication:		
Stationery and printing	18	6
Telephone	22	24
Postage	17	7
	57	37

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

(Continued)

YEAR ENDED DECEMBER 31, 2005

6. Combined Investment and Administrative Expenses (Continued):

	2005	2004
	(Amounts in Thousands)	
Rentals:		
Office space	\$ 87	\$ 79
Equipment	-	1
	87	80
Miscellaneous:		
Seminars	12	18
Supplies	8	5
Equipment	4	134
Insurance expense	481	31
Other	21	57
	526	245
Combined administrative expenses	\$ 2,379	\$ 1,883

Costs of administrating the Plan are funded by plan assets.

7. Risk Management:

The Plan is exposed to various risks of loss related to tort, theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Plan carries commercial insurance to reduce its exposure to risk of loss. There is no significant reduction in insurance coverage from year to year. Settled claims resulting from these risks have not exceeded commercial insurance coverage in any of the past three fiscal years.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO FINANCIAL STATEMENTS

(Continued)

YEAR ENDED DECEMBER 31, 2005

8. 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.

9. 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.

10. Income Tax Status

The Internal Revenue Service has 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 (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.

11. Operating Lease:

The Plan has a lease agreement in place for office space. The lease expires December 31, 2013. The minimum future rental lease payments through December 31, 2013 for the next five years and thereafter is as follows (amount in thousands):

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

**NOTES TO FINANCIAL STATEMENTS
(Continued)**

YEAR ENDED DECEMBER 31, 2005

11. Operating Lease (Continued):

<u>Year</u>	<u>Amount</u>
2006	\$ 85
2007	87
2008	89
2009	91
2010	93
Thereafter	<u>288</u>
	<u>\$ 733</u>

Rent paid was \$87 in 2005 and \$79 in 2004.

12. Change in Method of Reporting Retirees' Healthcare Costs:

In 2005, the Plan made certain data enhancements to its actuarial information. As a result, the Plan changed its method of reporting retirees' healthcare costs in its financial statements from reporting on a gross cost basis to a net cost basis by deducting retirees' contributions to their healthcare costs during the year from the gross costs in order to more accurately reflect the retirees' healthcare costs incurred. This change in the method of reporting retirees' healthcare costs is accounted for prospectively, beginning in the 2005 financial statements. During 2005, retirees' contributions of \$10,017 were deducted from the gross healthcare costs to arrive at \$56,881 of net retirees' healthcare costs reported in the 2005 financial statements.

13. New Accounting Pronouncement:

The Governmental Accounting Standards Board has issued Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*. GASB Statement No. 43 addresses the financial reporting for other postemployment benefit plans. Other postemployment benefits include postemployment healthcare as well as other forms of postemployment benefits when provided separately from a pension plan to employees as part of their compensation for services. The Plan is required to implement GASB Statement No. 43 in fiscal year 2006.

Required Supplementary Information

RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES

REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF FUNDING PROGRESS

(Amounts in Thousands)

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
2005	1/01/06	\$ 810,336	\$ 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
2003	1/01/04	1,062,399	2,189,666	1,127,267	48.5	486,626	231.6
2002	1/01/03	1,190,087	2,085,723	895,636	57.1	480,740	186.3
2001	1/01/02	1,355,567	2,044,330	688,763	66.3	459,343	149.9
2000	1/01/01	1,595,609	2,058,871	463,262	77.5	431,703	107.3

*The Projected Unit Credit cost method was used starting in the 2003 actuarial valuation.
The Entry Age Normal cost method was used prior to 2003.

See notes to supplementary information.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

REQUIRED SUPPLEMENTARY INFORMATION

SCHEDULE OF EMPLOYER AND EMPLOYEE CONTRIBUTIONS

(Amounts in Thousands)

<u>Year ended December 31</u>	<u>Annual Total Contribution</u>	<u>Annual Required Contribution</u>	<u>Percentage Contributed</u>
2005	\$ 29,634	\$ 180,227	16.4%
2004	30,334	153,253	19.8
2003	29,383	117,305	25.0
2002	29,648	97,044	30.6
2001	36,148	73,387	49.3
2000	34,266	64,943	52.8

See notes to supplementary information.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

1. **General:**

In accordance with GASB Statement No. 25, for financial reporting purposes, postemployment health care benefits are considered, in substance, a postemployment health care plan administered by, but not part of, the pension plan. Accordingly, the required supplementary schedules exclude amounts relating to the health care plan. The actuarial value of assets has been allocated to the pension plan based on the pension plan's portion of the total actuarial accrued liability, and the total contributions used in the calculation of the percentage contributed have been allocated to the pension plan based on the pension plan's portion of the total annual required contribution.

As provided by GASB Statement No. 26, supplementary schedules for the health care plan have not been presented.

2. **Actuarial Assumptions:**

The actuarial accrued liability, the actuarial value of assets, and the annual required contribution have been determined by Gabriel, Roeder, Smith & Company. The actuarial accrued liability represents the amount that results from applying actuarial assumptions to adjust the projected plan benefits at a given date by the probable financial effect of intervening events (such as changes in compensation levels), to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The actuarial value of assets represents an adjustment to the net assets by systematically recognizing over a five-year period difference between the expected return and the actual return on investments. This method is designed to smooth the effect of investment performance on contribution requirements. The annual required contribution is an amount calculated in accordance with the provisions of GASB Statement No. 25 and represents an amount the Governmental Accounting Standards Board would deem a reasonable funding level. Actual contributions required of the CTA and of employees are determined by agreement between CTA and the Amalgamated Transit Union, independent of this calculation.

**RETIREMENT PLAN FOR CHICAGO
TRANSIT AUTHORITY EMPLOYEES**

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

(Continued)

2. Actuarial Assumptions (Continued):

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, 2006
Actuarial cost method	Projected Unit Credit Cost
Amortization method	Level dollar open
Amortization period	40 years
Asset valuation method	5-year smoothed market
Actuarial assumptions:	
Investment rate of return	9%
Projected salary increases	5.5%
Cost-of-living adjustments	None

3. Employer and Employee Contributions:

During 1994, contributions were suspended by the CTA and the employees until the first full pay period in March 1995. Effective March 1995, the CTA and employees contributed 2% and 1% of total compensation, respectively. From the period January 1997 through June 1997, there were no employer or employee contributions to the Plan due to a union contract agreement which enforced a pension holiday. Contributions resumed in July 1997 with CTA contributes 6% of total compensation and employees contribute 3% of total compensation.