

OFFICIAL STATEMENT ADDENDUM DATED JULY 2, 2007

\$50,000,000

STATE OF ILLINOIS, BUILD ILLINOIS BONDS (SALES TAX REVENUE BONDS), SERIES OF JULY 2007

Dated: July 2, 2007

Due: June 15, as shown below

The purpose of this Official Statement Addendum is to set forth the details of sale of the \$50,000,000 State of Illinois, Build Illinois Bonds (Sales Tax Revenue Bonds), Series of July 2007 (the "Bonds"), sold by the State of Illinois (the "State") on June 26, 2007. The Bonds will mature on June 15 of each of the years, in the amounts and bearing interest as follows:

| YEAR OF MATURITY | PRINCIPAL AMOUNT | RATE OF INTEREST | PRICE OR YIELD | YEAR OF MATURITY | PRINCIPAL AMOUNT | RATE OF INTEREST | PRICE OR YIELD |
|------------------|------------------|------------------|----------------|------------------|------------------|------------------|----------------|
| 2008 | \$2,500,000 | 4.500% | 3.780% | 2018 | \$2,500,000 | 5.000% | 4.320% |
| 2009 | 2,500,000 | 4.500% | 3.830% | 2019 | 2,500,000 | 5.000% | 4.360% |
| 2010 | 2,500,000 | 4.500% | 3.900% | 2020 | 2,500,000 | 5.000% | 4.400% |
| 2011 | 2,500,000 | 4.500% | 3.960% | 2021 | 2,500,000 | 5.000% | 4.430% |
| 2012 | 2,500,000 | 4.500% | 4.020% | 2022 | 2,500,000 | 5.000% | 4.460% |
| 2013 | 2,500,000 | 4.500% | 4.060% | 2023 | 2,500,000 | 5.000% | 4.490% |
| 2014 | 2,500,000 | 5.000% | 4.110% | 2024 | 2,500,000 | 5.000% | 4.520% |
| 2015 | 2,500,000 | 5.000% | 4.170% | 2025 | 2,500,000 | 5.000% | 4.540% |
| 2016 | 2,500,000 | 5.000% | 4.220% | 2026 | 2,500,000 | 5.000% | 4.550% |
| 2017 | 2,500,000 | 5.000% | 4.270% | 2027 | 2,500,000 | 5.000% | 4.560% |

The Preliminary Official Statement of the State, dated June 25, 2007, related to the Bonds, which was deemed final by the State (the "Deemed Final Official Statement"), is incorporated herein and made a part hereof. The Final Official Statement of the State relating to the Bonds (as that term is defined in Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Act of 1934, as amended) shall consist of the Deemed Final Official Statement and this Addendum. Reference is made to the Deemed Final Official Statement for a description of all other terms and provisions of the Bonds not described herein and for the definition of all capitalized terms not defined herein.

For further information with respect to the Bonds, please contact the Governor's Office of Management and Budget of the State at (217) 782-5886.

AUTHORIZATION FOR BUILD ILLINOIS BONDS
(As of June 30, 2007)

| Purpose of Bonds | Amount Authorized | Authorization Used | Authorization Available | July 2007 Issuance |
|-----------------------------------|------------------------|------------------------|----------------------------|-----------------------|
| Infrastructure and Transportation | \$2,417,000,000 | \$2,272,518,539 | \$144,481,461 | \$29,500,000 |
| Education | 1,052,358,100 | 748,188,180 | 304,169,920 | 10,500,000 |
| Environmental Protection | 150,150,900 | 130,087,847 | 20,063,053 | 10,000,000 |
| Economic Development | 186,000,000 | 183,300,700 | 2,699,300 | 0 |
| Total | \$3,805,509,000 | \$3,334,095,266 | \$471,413,734 | \$50,000,000 |

APPLICATION OF BOND PROCEEDS

The Bond proceeds will be applied approximately as set forth below:

| | | |
|---------|------------------------|------------------------|
| Sources | Par Amount | \$50,000,000.00 |
| | Net Reoffering Premium | 1,876,250.00 |
| | Total Sources | \$51,876,250.00 |
| Uses | Authorized Projects | \$51,626,250.00 |
| | Underwriting Discount | 140,529.68 |
| | Cost of Issuance | 109,470.32 |
| | Total Uses | \$51,876,250.00 |

OUTSTANDING BONDS—DEBT SERVICE SCHEDULE

The following table shows for each Fiscal Year the annual debt service payments prior to and after the issuance of the Bonds.

| FISCAL YEAR | DEBT SERVICE ON OUTSTANDING BONDS | DEBT SERVICE ON THE BONDS | TOTAL DEBT SERVICE |
|-------------|-----------------------------------|---------------------------|--------------------|
| 2008 | \$261,165,080 | \$4,756,597 | \$265,921,677 |
| 2009 | 260,451,463 | 4,812,500 | 265,263,963 |
| 2010 | 258,474,235 | 4,700,000 | 263,174,235 |
| 2011 | 252,262,915 | 4,587,500 | 258,850,415 |
| 2012 | 244,668,360 | 4,475,000 | 249,143,360 |
| 2013 | 238,545,081 | 4,362,500 | 242,907,581 |
| 2014 | 230,308,653 | 4,250,000 | 234,558,653 |
| 2015 | 220,458,390 | 4,125,000 | 224,583,390 |
| 2016 | 205,276,140 | 4,000,000 | 209,276,140 |
| 2017 | 182,324,483 | 3,875,000 | 186,199,483 |
| 2018 | 160,461,096 | 3,750,000 | 164,211,096 |
| 2019 | 141,053,894 | 3,625,000 | 144,678,894 |
| 2020 | 119,277,994 | 3,500,000 | 122,777,994 |
| 2021 | 99,706,000 | 3,375,000 | 103,081,000 |
| 2022 | 90,063,200 | 3,250,000 | 93,313,200 |
| 2023 | 74,147,300 | 3,125,000 | 77,272,300 |
| 2024 | 63,844,650 | 3,000,000 | 66,844,650 |
| 2025 | 59,971,650 | 2,875,000 | 62,846,650 |
| 2026 | 55,452,638 | 2,750,000 | 58,202,638 |
| 2027 | 44,141,813 | 2,625,000 | 46,766,813 |
| 2028 | 38,462,588 | - | 38,462,588 |
| 2029 | 15,662,500 | - | 15,662,500 |
| 2030 | 11,850,000 | - | 11,850,000 |
| 2031 | 6,300,000 | - | 6,300,000 |
| 2032 | - | - | - |

FORM OF APPROVING LEGAL OPINION

The form of the unqualified approving opinion of Katten Muchin Rosenman LLP, Chicago, Illinois, Bond Counsel, is contained in *Appendix A* hereto.

UNDERWRITING

The Bonds have been purchased by J.P. Morgan Securities Inc. (the “*Underwriter*”) at an aggregate purchase price of \$51,876,250.00 which is inclusive of amounts required for Underwriting Spread and Cost of Issuance as shown in the APPLICATION OF BOND PROCEEDS. The Underwriter may offer and sell the Bonds to certain dealers (including dealers depositing the Bonds into investment trusts) and others at prices lower than the public offering prices set forth in the table above. After the initial public offering, the public offering price may be changed from time to time by the Underwriter.

AUTHORIZATION

The State has authorized the distribution of this Final Official Statement. At the time of delivery of the Bonds, the State will furnish a certificate executed by the Director of the Governor's Office of Management and Budget of the State stating that to the best of his knowledge the Preliminary Official Statement did not (as of the date of sale of the Bonds to the Underwriter) and the Final Official Statement does not (as of the date of delivery of the Bonds) contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made therein, in the light of the circumstances under which they were made, not misleading.

/s/ Ginger Ostro

Director,
Governor's Office of Management and Budget
State of Illinois

Dated: July 2, 2007

Appendix A
FORM OF OPINION OF BOND COUNSEL

July 10, 2007

State of Illinois
 Bureau of the Budget
 State House
 Springfield, Illinois

We have examined a record of proceedings relating to the issuance of \$50,000,000 aggregate principal amount of Build Illinois Bonds (Sales Tax Revenue Bonds) Series of July 2007 (the "Bonds") of the State of Illinois (the "State"). The Bonds are direct and limited obligations of the State issued pursuant to the authority of Section 9 of Article IX of the Illinois Constitution of 1970 (the "Constitution") and the Build Illinois Bond Act, 30 Illinois Compiled Statutes 425 (the "Act") and under and in accordance with a Master Trust Indenture Securing Build Illinois Bonds (Sales Tax Revenue Bonds), dated as of September 15, 1985 (the "Master Indenture"), as amended and supplemented to date, from the State to U.S. Bank National Association, as successor trustee (the "Trustee") and a Forty Third Supplemental Indenture, dated as of July 1, 2007 (the "Forty Third Supplemental Indenture"), from the State to the Trustee. The Master Indenture, as supplemented by the Forty Third Supplemental Indenture, is sometimes referred to herein as the "Indenture."

The Bonds are issued and issuable only in fully registered form in the denominations of \$5,000 or any integral multiple thereof. The Bonds are dated July 10, 2007. The Bonds mature on June 15, in each of the following years in the respective principal amount set opposite each such year in the following table, and the Bonds maturing in each such year bear interest from their date payable on December 15, 2007 and semiannually thereafter on June 15 and December 15 in each year at the respective rate of interest per annum set forth opposite such year:

| Year | Principal Amount | Interest Rate |
|------|------------------|---------------|
| 2008 | \$2,500,000 | 4.500% |
| 2009 | 2,500,000 | 4.500 |
| 2010 | 2,500,000 | 4.500 |
| 2011 | 2,500,000 | 4.500 |
| 2012 | 2,500,000 | 4.500 |
| 2013 | 2,500,000 | 4.500 |
| 2014 | 2,500,000 | 5.000 |
| 2015 | 2,500,000 | 5.000 |
| 2016 | 2,500,000 | 5.000 |
| 2017 | 2,500,000 | 5.000 |
| 2018 | 2,500,000 | 5.000 |
| 2019 | 2,500,000 | 5.000 |
| 2020 | 2,500,000 | 5.000 |
| 2021 | 2,500,000 | 5.000 |
| 2022 | 2,500,000 | 5.000 |
| 2023 | 2,500,000 | 5.000 |
| 2024 | 2,500,000 | 5.000 |
| 2025 | 2,500,000 | 5.000 |
| 2026 | 2,500,000 | 5.000 |
| 2027 | 2,500,000 | 5.000 |

The Bonds maturing on or after June 15, 2018 are subject to redemption prior to maturity at the option of the State, in such principal amounts and from such maturities as the State shall determine, and by lot within a single maturity, on June 15, 2017 and on any date thereafter, at a redemption price equal to the principal amount of each Bond to be redeemed.

The Bonds are "Senior Bonds" as defined and referred to in the Indenture. Under the terms of the Indenture, the State has issued various series of Senior Bonds that are currently outstanding and may authorize and issue additional series of Senior Bonds for the purposes and upon the terms and conditions prescribed in the Indenture. All Senior Bonds are equally entitled to the benefit and security of the Indenture, including the pledge of Revenues (as defined in the Indenture) hereinafter mentioned.

We are of the opinion that:

1. The State had and has the right and power under the Constitution and the Act to authorize the Bonds, to enter into the Indenture and to perform its obligations under the Indenture.
2. The Indenture is presently in full force and effect and is binding upon the State in accordance with its terms and is part of the contract of the State with the several owners of the Bonds.
3. The Bonds have been duly authorized and issued, are entitled to the benefits of the Act and the Indenture and are valid and legally binding direct and limited obligations of the State, enforceable in accordance with their terms and payable from the Revenues and the other moneys, securities and funds pledged under the Act and the Indenture. The Bonds are not general obligations of the State and are not secured by a pledge of the full faith and credit of the State. The owners of the Bonds may not require the levy or imposition of any taxes or the application of State revenues or funds for the payment of the Bonds, except as provided in the Act and the Indenture.
4. The Act and the Indenture create a valid pledge constituting a first and prior claim against and charge on Revenues and an irrevocable, first priority pledge of and lien on moneys on deposit in the Retirement and Interest Fund (as defined in the Indenture) and on the other moneys and securities held or set aside under the Indenture for the benefit and security of the Bonds and any Senior Bonds, subject to the provisions of the Indenture requiring or permitting the payment, setting apart or application thereof for or to the purposes and on the terms, conditions, priorities and order set forth in or provided under the Indenture.
5. Under existing law, interest on the Bonds is not includable in the gross income of the owners thereof for Federal income tax purposes. If there is continuing compliance with the requirements of the Internal Revenue Code of 1986 (the "Code"), interest on the Bonds will continue to be excluded from the gross income of the owners thereof for Federal income tax purposes. The Bonds are not private activity bonds; therefore, interest on the Bonds does not constitute an item of tax preference for purposes of computing individual or corporate alternative minimum income. You are advised, however, that interest on the Bonds is includable in corporate earnings and profits and therefore must be taken into account when computing, for example, corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax.

The Code contains certain requirements that must be satisfied from and after the date hereof in order to preserve the exemption from Federal income taxes of interest on the Bonds. These requirements relate to the use and investment of the proceeds of the Bonds, the payment of certain amounts to the United States, the security and source of payment of the Bonds and the use and tax ownership of the property financed with the proceeds of the Bonds. The State has covenanted in the Indenture to comply with these requirements.

Interest on the Bonds is not exempt from Illinois income taxes.

In rendering the foregoing opinion, we advise you that the enforceability (but not the validity or binding effect) of the Bonds and the Indenture (i) may be limited by any applicable bankruptcy, insolvency or other laws

affecting the rights or remedies of creditors now or hereafter in effect and (ii) is subject to principles of equity in the event that equitable remedies are sought, either in an action at law or in equity.

Respectfully yours,