

VIRGINIA LOTTERY



ANNUAL FINANCIAL REPORT

for the year ended

JUNE 30, 2009

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Management's Discussion and Analysis (Unaudited)

The State Lottery Department's (Virginia Lottery) Management's Discussion and Analysis (MD&A) is designed to assist the reader in focusing on significant financial issues and provides an overview of financial activity. All Virginia Lottery net income is transferred to the Commonwealth of Virginia (Commonwealth) each year in accordance with requirements in the Appropriations Act and the

Code of Virginia. Therefore, the Virginia Lottery's MD&A focuses primarily on an overview of the financial results of operations. Please read it in conjunction with the accompanying financial statements.

Financial Highlights

Virginia Lottery ticket sales totaled \$1.366 billion for fiscal year 2009, the second highest total ever for Virginia Lottery sales. Net proceeds totaling \$439.1 million were earned for the Lottery Proceeds Fund, all of which are constitutionally mandated to support local K-12 public education. Highlights of the fiscal year include:

- Sales decreased by \$20.8 million (1.5 percent) from last year to \$1.366 billion.
- Net income was \$439.1 million, a decrease of \$16.1 million (3.5 percent) from last year.
- Prize expense decreased \$11.3 million (1.4 percent) to a total of \$781.0 million.
- With the overall sales decline, retailers earned \$0.9 million (1.1 percent) less than last year, with compensation paid to retailers totaling \$76.9 million. Retailers earned, on average, 5.6 cents on each dollar sold, the same as last year.

Although by law, the Lottery may spend up to ten percent of sales on operating costs, which includes all expenses except prizes and retailer compensation, these costs were only 5.4 percent of sales for the fiscal year.

Overview of the Financial Statements

The activities of the Virginia Lottery are accounted for in an enterprise fund, used to account for governmental operations that are financed and operated in a manner similar to private business enterprises. Enterprise fund accounting is used when the governing body has decided that periodic determination of revenues earned, expenses incurred, and net income is appropriate. The basis of accounting is an accrual basis where revenues are recognized when earned and expenses when incurred, regardless of when cash is exchanged.

This annual report consists of a series of financial statements, along with explanatory notes to the financial statements. The report includes the Statement of Net Assets; the Statement of Revenues, Expenses, and Changes in Net Assets; and the Statement of Cash Flows. The Statement of Net Assets and the Statement of Revenues, Expenses, and Changes in Net Assets report the Virginia Lottery's net assets and their changes. By law, the Virginia Lottery transfers all of its net income to the Commonwealth, specifically to the Lottery Proceeds Fund, each year. As a result, the net assets of the Virginia Lottery consist largely of capital assets (equipment) and investments held to fund future payments on annuitized lottery prizes as shown in the Statement of Net Assets. To assess the Virginia Lottery's financial position and financial health, the reader of these statements should pay particular attention to changes in operating revenues, expenses, and transfers to the Lottery Proceeds Fund as shown in the Statement of Revenues, Expenses, and Changes in Net Assets. The Statement of Cash Flows presents information related to cash inflows and outflows summarized by operating capital, financing, and investing activities.

Statement Of Net Assets

Table 1 reflects the condensed Statement of Net Assets compared to the prior year.

Table 1

Statement Of Net Assets			
	2009	2008	Change
Assets:			
Current assets	\$333.20	\$394.50	\$(61.30)
Investments	232.10	269.99	(37.89)
Fixed assets, net of accumulated depreciation	7.22	6.19	1.03
Total assets	572.52	670.68	(98.16)
Liabilities:			
Current liabilities	339.56	399.85	(60.29)
Long-term liabilities	232.96	270.83	(37.87)
Total liabilities	572.52	670.68	(98.16)
Net assets:			
Invested in capital assets	7.22	6.19	1.03
Unreserved	(7.22)	(6.19)	(1.03)
Total net assets	\$ -	\$ -	\$ -

* in millions

Current assets and liabilities decreased \$61.3 million and \$60.3 million respectively due to the change in cash held as collateral and obligations for the Lottery's Securities Lending. Investments decreased \$37.9 million and consist of U.S. Treasury STRIPS purchased to fund individual jackpot and "For Life" prizes. Long-term liabilities decreased \$37.9 million and consist mainly of prize liabilities for prizes paid in installments over several years. Investments and long-term prize liability both decreased because most current-year jackpot winners chose to take a one-time cash payment rather than the annuity payments, causing these balances to decline as the continued payments to previous winners outpaced the increase in investments for new winners.

The increase in fixed assets reflects the Lottery's purchase of new capital assets in fiscal year 2009. The Lottery acquired new self service equipment to support sales in retailer locations.

Since the Virginia Lottery transfers all net income to the Commonwealth each fiscal year, changes in assets do not reflect the results of its operating activities. Those results are discussed later in this document.

Table 2

Statement of Revenues, Expenses, and Changes in Net Assets			
	2009	2008	Change
Sales	\$1,365.60	\$1,386.41	(1.5)%
Prizes	(781.02)	(792.33)	(1.4)%
Retailer compensation	(76.88)	(77.74)	(1.1)%
Ticket printing and gaming services	(19.60)	(15.60)	25.6%
Operating expenses	(54.11)	(58.10)	(6.9)%
Income from operations	433.99	442.64	(2.0)%
Non-operating revenue and expenses	5.15	12.61	(59.2)%
Net income	\$ 439.14	\$ 455.25	(3.5)%

* in millions

Sales

Virginia Lottery products fall into two major categories: scratch games and computer terminal (on-line) games. Scratch games are games in which players scratch off tickets to see whether they have won and include \$1, \$2, \$3, \$5, \$10 and \$20 games. Computer terminal games are games for which players buy tickets that are issued by a lottery terminal, for a chance to win prizes either instantly or from a future drawing. Computer terminal games include Pick 3, Pick 4, Cash 5, Win for Life, Mega Millions, Fast Play, and Raffle.

Table 3 compares sales for each lottery product for fiscal years 2009 and 2008. Total sales revenue for fiscal year 2009 was the second highest ever. Pick 4 and Raffle set individual sales records for those products.

Table 3

Sales			
	2009	2008	Change
Scratch sales	\$ 690.38	\$ 694.90	(0.7) %
Computer terminal sales:			
Pick 3	250.63	256.60	(2.3) %
Pick 4	185.42	183.99	0.8 %
Cash 5	29.27	29.02	0.9 %
Fast Play	6.77	9.23	(26.7)%
Raffle	8.90	8.80	1.1%
Win for Life	32.13	37.72	(14.8)%
Mega Millions	162.10	166.15	(2.4) %
Total computer terminal sales	675.22	691.51	(2.4) %
Total sales	\$1,365.60	\$1,386.41	(1.5) %

* in millions

Scratch game sales (50.6 percent of total sales) were lower than fiscal year 2008. Growth in scratch game sales has leveled off, but this product line provides a variety of games with different themes and price points to appeal to many types of players.

Total daily game sales (Pick 3, Pick 4, and Cash 5) represent 34.1 percent of total product sales for the fiscal year, and declined \$4.3 million from the prior year.

Mega Millions sales (11.8 percent of total sales) were down \$4.0 million from last year's record total. This product is a multi-state lotto style game with long odds of winning the top prize. Sales in this product are extremely dependent on the amount of the advertised jackpot, with sales increasing significantly as jackpots exceed \$200 million. During fiscal year 2009, there were seventeen jackpot winning tickets sold, winning fifteen jackpot prizes. Twelve states sell Mega Millions tickets; Virginia sold two Mega Millions jackpot winning tickets in fiscal year 2009.

Win for Life sales (2.3 percent of total sales) were down \$5.6 million from the prior year. Win for Life has a top prize of \$1,000 a week, payable to the winner for the rest of his or her lifetime. Win for Life was designed to generate more frequent grand prize winners than a traditional lotto-style game. Virginia had five of the seven top prize winners sold among the three member states (Georgia, Kentucky, and Virginia) in fiscal year 2009.

Fast Play is an instant-win computer terminal product line that plays like a Scratch game. There were four games in this category during fiscal year 2009: Bingo (ended May 30, 2009), Dodge Ball, Bonus Bingo and Find the 9's. The Fast Play portfolio of games represents one half of one percent of total product sales.

Raffle is a computer terminal game with a limited offering of tickets and prizes. The Lottery had two Raffles during the year. The Birthday Raffle to celebrate the 20th Anniversary of the first day of Virginia Lottery sales, with the drawing held on September 20, 2008; and the 3rd annual Millionaire Raffle with the drawing held on December 31, 2008. Total raffle sales represent less than one percent of total product sales.

Expenses

Prizes are the largest expense for the Virginia Lottery and vary with sales fluctuations and player luck. The fiscal year 2009 prize payout rate (percent of sales paid out in prizes) was 57.2 percent, the same as fiscal year 2008. The total prize dollars paid to winners decreased \$11.3 million.

A summary of Virginia Lottery expenses for fiscal years ending June 30, 2009 and 2008 is shown in Table 4.

Table 4

Expenses							
	2009		2008		Change		
Prize expense	\$781.02	83.8%	\$792.34	84.0%	\$(11.32)	(1.4)%	
Retailer compensation	76.88	8.3%	77.75	8.2%	(0.86)	(1.1) %	
Operating expenses	54.11	5.8%	58.08	6.2%	(3.97)	(6.8) %	
Gaming Services	19.60	2.1%	15.60	1.6%	4.00	25.6 %	
Total	\$931.61	100.0%	\$943.77	100.0%	\$(12.16)	(1.3) %	

* in millions

Retailer compensation decreased as a result of lower sales. The overall retailer compensation rate was the same as the prior year, 5.6 percent of total sales.

Gaming services costs increased, with the first full year of the seven-year contract with GTECH Corporation for the operation of the gaming network. Under the contract, GTECH receives compensation as a percentage of net ticket sales.

Other Income

Table 5

Other Income			
	2009	2008	Change
Interest income	\$ 2.4	\$9.5	(74.7)%
Net other income	2.7	3.1	(12.9)%
Total	\$5.1	\$12.6	(59.5)%

* in millions

Interest income is earned primarily on cash balances held and invested by the Virginia Department of Treasury on behalf of the Virginia Lottery. As Table 5 shows, other income was down 59.5 percent in 2009. Interest income for 2009 had a negative variance of 74.7 percent due to the accelerated transfers of Lottery profits to the Lottery Proceeds Fund. Changes to the Appropriations Act for fiscal year 2009 required the Lottery to transfer estimated profits throughout the fiscal year, compared to less frequent transfers in fiscal year 2008 and previous years. These more frequent periodic transfers caused a reduction in the average cash balances available for investment and interest earnings.

Net other income is derived from securities lending income, as well as various fees assessed to retailers for licensing and processing fees, penalties for failure to remit monies owed when due, and other miscellaneous sources. Net other income was down 12.9 percent in 2009, primarily because of lower penalty assessments received during the year. Securities lending income was also down about 4% or \$92,000 from the previous year's record earnings. The Lottery participates in the Commonwealth of Virginia's securities lending program and follows the investment guidelines promulgated by the Treasury Board.

Net Income

In fiscal year 2009, the Virginia Lottery generated \$439.1 million in profits. As shown in Table 6, profits were lower than fiscal year 2008 by \$16.2 million (3.6%). This was the third highest net income in Virginia Lottery history. \$430.2 million of fiscal year 2009 net income was transferred to the Lottery Proceeds Fund during the year, as anticipated by the Appropriations Act. The remaining residual income will be transferred in fiscal year 2010.

Table 6

Net Income						
	2009		2008		Change	
Net income	\$439.1	32.2%	\$455.3	32.8%	\$16.2	(3.6)%

* in millions

Statement of Cash Flows

The Statement of Cash Flows, summarized in Table 7, presents detailed information pertaining to the cash activity of the Virginia Lottery during the year. The first part of the statement reflects operating cash flows and shows the net cash provided by operating activities of the Virginia Lottery. Receipts from the sale of tickets and related services totaled \$1.36 billion. Uses of cash include payment of prizes to winners (\$855.7 million) and payments to retailers, suppliers, and employees for goods and services (\$135.6 million). The net cash provided by operating activities of \$370.2 million represents an 18% decrease.

The cash flows from the non-capital financing activities portion of the statement reflects the \$432.8 million used for non-capital financing activities, the major portion being the \$430.5 million in total transfers from the Virginia Lottery during the year. This amount represents the \$430.2 million initial estimate of fiscal year 2009 Virginia Lottery profits transferred to the Lottery Proceeds Fund prior to July 1, 2009, and the \$259,000 transfer of residual 2008 profits.

Cash flows from capital financing activities reflect the purchase of capital assets acquired during the period (\$2.9 million). The \$61.4 million cash flows from investing activities reflect purchases of investments to fund Win-For-Life prizes due to Virginia Lottery winners (\$5.7 million) and payable over time, proceeds from maturing investments previously purchased to fund Virginia Lottery prizes payable (\$64.7 million), and investment income on cash balances (\$2.4 million). The net decrease in cash flows from activities totaled \$4.1 million.

Table 7

Statement of Cash Flows			
	2009	2008	Change
Cash flows from:			
Operating activities	\$370.24	\$452.12	(18.1) %
Non-capital financing activities	(432.78)	(456.05)	5.1 %
Capital financing activities	(2.91)	(5.65)	48.5 %
Investing activities	61.40	11.83	419.0 %
Net change in cash	(4.05)	2.25	(280.0)%
Ending cash and cash equivalents	\$ 5.51	\$ 9.57	(42.4) %

**in millions*

Potentially Significant Factors Impacting Next Year

In response to requirements in the Appropriations Act, the Virginia Lottery began periodic transfers of estimated profits to the Lottery Proceeds Fund during the final quarter of fiscal year 2008. Beginning in fiscal year 2009, these transfers occurred monthly throughout the second half of the fiscal year. This practice will continue for fiscal year 2010. Transferring estimated profits throughout the year will reduce cash balances available for investment and interest income, and will have a continuing negative impact on total lottery profits.

In addition, Virginia continues to monitor competition from the North Carolina Education Lottery along the North Carolina/Virginia border. A competitive advantage that Virginia enjoyed for offering flexible prizes, in particular for scratch games, was lost when North Carolina eased prize payout

restrictions. Because scratch tickets account for over half of Virginia's total sales, this product will continue to be closely monitored and evaluated for optimal performance.

Finally, Virginia will continue to actively participate in multi-state gaming consortia, to ensure that product offerings sufficiently meet consumer demand for jackpot games. These efforts may include the enhancement of current game offerings and the introduction of additional multi-state offerings.

Contacting the Virginia Lottery

This financial report is designed to provide the legislative and executive branches of government, the public, and other interested parties with an overview of the financial results of the Virginia Lottery's activities and to demonstrate the Virginia Lottery's accountability for its revenues. If there are any questions about this report or any Virginia Lottery financial issue, please contact the Director of Finance at the Virginia Lottery, 900 East Main Street, Richmond, Virginia 23219.



Walter J. Kucharski, Auditor

Commonwealth of Virginia

**Auditor of Public Accounts
P.O. Box 1295
Richmond, Virginia 23218**

October 1, 2009

The Honorable Timothy M. Kaine
Governor of Virginia

The Honorable M. Kirkland Cox
Chairman, Joint Legislative Audit
And Review Commission

Members
Virginia State Lottery Board

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

We have audited the accompanying basic financial statements of the **Virginia State Lottery Department** (Lottery) as of and for the year ended June 30, 2009, as listed in the table of contents. These financial statements are the responsibility of the Lottery's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year comparative information has been derived from the Lottery's 2008 financial statements, and in our report dated August 22, 2008, we expressed unqualified opinions on the respective financial statements of the Lottery.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of 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 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.

As discussed in Note 1A, the basic financial statements of the Lottery are intended to present the financial position and the changes in financial position and cash flows of only that portion of the business-type activities and the major enterprise fund of the Commonwealth of Virginia that is attributable to the transactions of the Lottery. They do not purport to, and do not, present fairly the Commonwealth of Virginia's overall financial position as of June 30, 2009, and the changes in its financial position and its cash flows, where applicable, for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Virginia State Lottery Department as of June 30, 2009, and the changes in its

financial position and its cash flows for the year ended in conformity with accounting principles generally accepted in the United States of America.

Management's Discussion and Analysis on pages 1-7 is not a required part of the basic financial statements, but is supplementary information required by the accounting principles generally accepted in the United States of America. 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 express no opinion on it.

In accordance with Government Auditing Standards, we have also issued our report dated October 1, 2009, on our consideration of the Virginia State Lottery Department's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

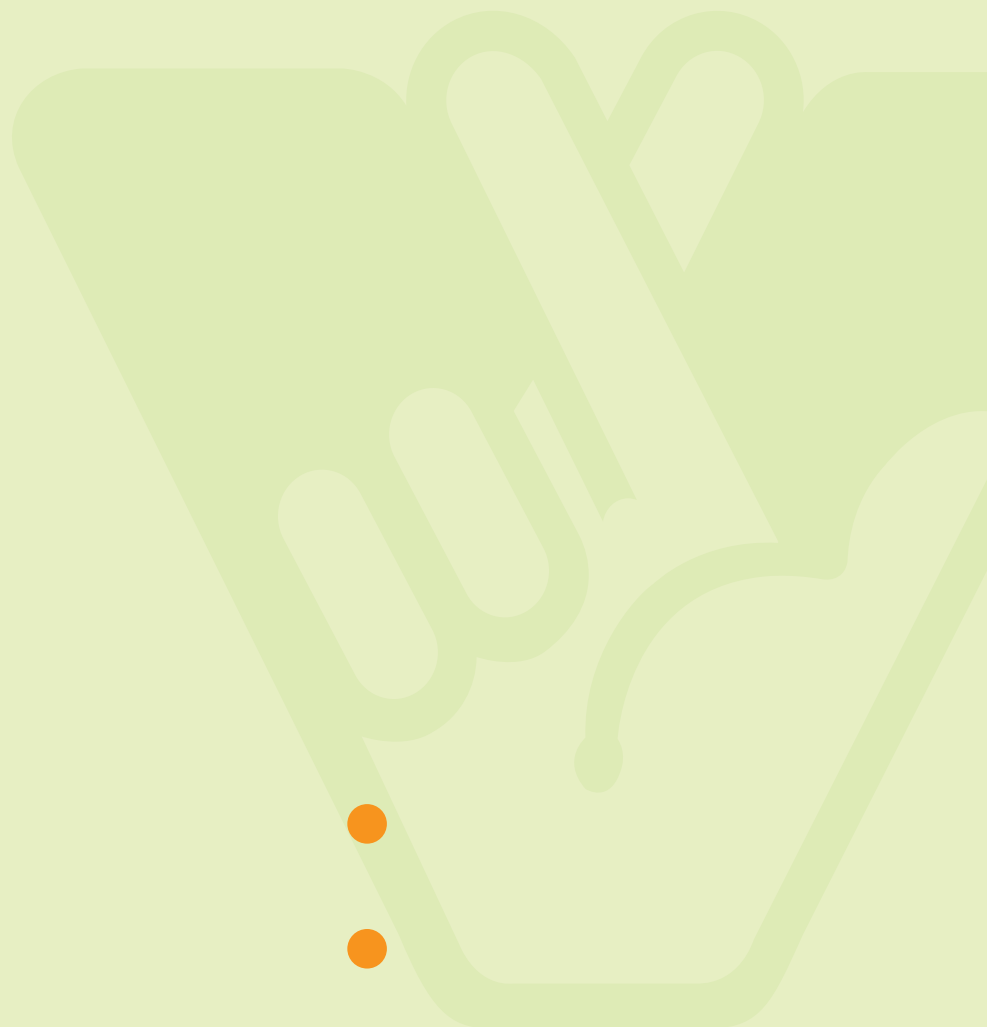


AUDITOR OF PUBLIC ACCOUNTS

LCW/clj

FINANCIAL

STATEMENTS



Statement Of Net Assets

For Fiscal Year Ended June 30, 2009 with Comparative Information for 2008

	2009	2008
ASSETS		
Current assets:		
Cash and cash equivalents (Note 2)	\$ 5,512,428	\$ 9,568,110
Cash held as collateral: (Note 2)		
Lottery securities lending	212,200,828	271,316,230
Treasury securities lending	1,030,573	1,852,487
Accounts receivable	53,103,758	48,411,167
Deferred expenses	288,267	621,375
Short-term investments (Note 2)	61,061,603	62,733,812
Total current assets	333,197,457	394,503,181
Investments (Note 2)	232,102,577	269,991,771
Fixed assets (Note 3)		
Furniture, fixtures and equipment	48,070,810	45,167,992
Less: Accumulated depreciation	(40,849,819)	(38,982,073)
Net fixed assets	7,220,991	6,185,919
Total assets	\$ 572,521,025	\$ 670,680,871
LIABILITIES		
Current liabilities:		
Accounts payable	8,838,138	9,475,586
Treasury loan (Note 4)	-	5,000,000
Due to the lottery proceeds fund (Note 5)	8,897,212	259,003
Accrued compensated absences (Note 6)	906,454	821,550
Obligations under securities lending: (Note 2)		
Lottery securities lending	212,200,828	271,316,230
Treasury securities lending	1,030,573	1,852,487
Prizes payable:		
Jackpot prizes payable (Note 7)	61,061,603	62,733,812
Other prizes payable	43,921,870	46,335,373
Deferred revenue	2,705,950	2,058,550
Total current liabilities	339,562,628	399,852,591
Noncurrent liabilities:		
Jackpot prizes payable (Note 7)	232,102,577	269,991,771
Accrued compensated absences (Note 6)	855,820	836,509
Total noncurrent liabilities	232,958,397	270,828,280
Total liabilities	572,521,025	670,680,871
NET ASSETS		
Net assets:		
Invested in capital, net of related debt	7,220,991	6,185,919
Unreserved	(7,220,991)	(6,185,919)
Total net assets	-	-
Total liabilities and net assets	\$ 572,521,025	\$ 670,680,871

The accompanying notes to financial statements are an integral part of this statement.

Statement Of Revenues, Expenses, And Changes In Net Assets

For Fiscal Year Ended June 30, 2009 with Comparative Information for 2008

	2009	2008
Operating revenues:		
Ticket sales	\$1,365,605,149	\$1,386,412,500
Less:		
Prize expense	781,022,075	792,338,987
Retailer compensation	76,883,367	77,745,970
Instant ticket printing and gaming services	19,598,486	15,598,422
Gross Margin	488,101,221	500,729,121
Operating expenses:		
Advertising and promotion	26,359,790	27,388,667
General and administrative	25,878,340	29,632,874
Depreciation	1,874,135	1,062,850
Total operating expenses	54,112,265	58,084,391
Income from operations	433,988,956	442,644,730
Non-operating revenues(expenses):		
Interest income	2,428,543	9,481,992
Other income (net)	2,720,710	3,132,281
Total non-operating income	5,149,253	12,614,273
Net income	439,138,209	455,259,003
Transfer to the Lottery Proceeds Fund	(430,240,997)	(455,000,000)
Due from (to) the Lottery Proceeds Fund	(8,897,212)	(259,003)
Net assets at July 1	-	-
Net assets at June 30	\$ -	\$ -

The accompanying notes to financial statements are an integral part of this statement.

STATEMENT OF CASH FLOWS

For the Year Ended June 30, 2009 with Comparative Information of 2008

	2009	2008
Cash flows from operating activities:		
Cash received from ticket sales	\$ 1,361,559,958	\$ 1,387,978,490
Cash payments for prizes	(842,402,451)	(788,285,535)
Discounts for retailer compensation	(76,883,367)	(77,745,970)
Cash payments to supplier of instant and online services	(19,598,486)	(15,598,422)
Cash payments to suppliers of other goods and services	(18,962,791)	(22,487,439)
Cash payments to employees for services	(20,175,413)	(21,265,259)
Cash payments to the Literary Fund for unclaimed prizes (Note 9)	(13,300,051)	(10,477,829)
Net cash provided by operating activities	370,237,399	452,118,036
Cash flows from noncapital financing activities:		
Proceeds from other income	2,720,710	3,132,281
Repayment of Treasury Loan	(5,000,000)	(6,000,000)
Proceeds from Treasury Loan	-	5,000,000
Transfers to the General Fund of the Commonwealth	(430,500,000)	(458,180,128)
Net cash used by noncapital financing activities	(432,779,290)	(456,047,847)
Cash flows from capital financing and related activities:		
Acquisition of capital assets	(2,909,207)	(5,652,228)
Net cash used for capital financing activities	(2,909,207)	(5,652,228)
Cash flows from investing activities:		
Purchase of investment securities	(5,734,127)	(58,713,203)
Sale of investment securities	-	-
Proceeds from maturing securities	64,701,000	61,063,000
Interest proceeds from cash balances	2,428,543	9,481,992
Net cash used for investing activities	61,395,416	11,831,789
Net increase (decrease) in cash and cash equivalents	(4,055,682)	2,249,750
Cash and cash equivalents at July 1	9,568,110	7,318,360
Cash and cash equivalents at June 30	5,512,428	9,568,110
Reconciliation of operating income to net cash provided by operating activities:		
Income from operations	433,988,956	442,644,730
Adjustments to reconcile operating income to net cash:		
Depreciation	1,874,135	1,062,850
Accreted interest on investment securities	(19,405,470)	(21,962,721)
Changes in assets and liabilities:		
(Increase) Decrease in accounts receivable	(4,692,591)	2,348,409
Decrease in deferred expenses	333,108	48,167
(Decrease) Increase in accounts payable	(637,448)	2,665,539
(Decrease) Increase in current prizes payable	(4,085,712)	10,370,762
Increase (Decrease) in deferred revenue	647,400	(782,419)
Increase in accrued compensated absences	104,215	77,308
(Decrease) Increase in noncurrent prizes payable	(37,889,194)	15,645,411
Net cash provided by operating activities	\$ 370,237,399	\$ 452,118,036

The accompanying notes to financial statements are an integral part of this statement.

NOTES To Financial Statements

As Of June 30, 2009

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Reporting Entity

The State Lottery Department (Virginia Lottery) was established by Chapter 531 of the 1987 Acts of Assembly and operates as an independent agency in accordance with the provisions of Chapter 40 of Title 58.1 of the Code of Virginia.

The Virginia Lottery participates in two multi-state games, Win for Life and Mega Millions. Win for Life member lotteries include Georgia, Kentucky, and Virginia. Mega Millions member lotteries include California, Georgia, Illinois, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Texas, Virginia, and Washington. The financial activity included in the financial statements reflects only Virginia's portion of these multi-state games. Separate agreed-upon procedures reports are issued for Win for Life and Mega Millions.

A separate report is prepared for the Commonwealth, which includes all agencies, boards, commissions, and authorities over which the Commonwealth exercises or has the ability to exercise oversight authority. The Virginia Lottery is an agency of the Commonwealth of Virginia and is included in the basic financial statements of the Commonwealth.

B. Basis of Accounting

The basis of accounting is an accrual basis where revenues are recognized when earned and expenses when incurred. On-line ticket revenue is recognized as corresponding drawings are held. Instant ticket revenue is recognized when tickets are activated for sale by retailers to the public.

C. Revenue and Expense Classifications

Operating revenues and expenses include activities related to the sale of lottery tickets. Operating expenses include prizes to winners, compensation to retailers, and instant ticket printing costs. Non-operating revenues and expenses include activities that have the characteristics of investing transactions and capital and non-capital financing activities as defined by Governmental Accounting Standards Board (GASB) Statement 9, *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities That Use Proprietary Fund Accounting*, and GASB Statement 34.

Non-operating revenues include interest income from its cash balances held with the Treasurer of Virginia.

D. Fund Accounting

The activities of the Virginia Lottery are accounted for in an enterprise fund, used to account for governmental operations that are financed and operated in a manner similar to private business enterprises. Enterprise fund accounting is used where the governing body has decided that periodic determination of revenues earned, expenses incurred, and net income is appropriate.

E. Cash, Cash Equivalents, and Investments

The Virginia Lottery's cash and cash equivalents are considered to be cash on hand, cash with the Treasurer of Virginia, deposits, and overnight repurchase agreements.

Statutes authorize the Virginia Lottery to invest in obligations of the Commonwealth, federal government, other states or political subdivisions thereof, the International Bank for Reconstruction and

Development, the Asian Development Bank, and the African Development Bank. In addition, the Virginia Lottery may invest in prime quality commercial paper rated prime 1 by Moody's Investment Service or A-1 by Standard and Poor's, Incorporated; overnight term or open repurchase agreements; and money market funds comprised of investments, which are otherwise legal investments of the Virginia Lottery.

Investments, both current and long-term, consist of U.S. Treasury STRIPS purchased to fund individual jackpot and "For Life" prizes. Investments are valued at cost plus accrued interest. Market values are reported for informational purposes as it is management's intention to hold these securities to maturity.

F. Property, Plant, and Equipment

Fixed assets are capitalized and depreciated on a straight-line basis over their useful lives and are valued at historical or estimated historical cost. Donated fixed assets are capitalized at estimated market value at the date of contribution. The Virginia Lottery capitalizes all property, plant, and equipment that have a cost or value equal to and greater than \$5,000 and an expected useful life of at least three years.

G. Contractor Fees

The Virginia Lottery has contracted with Scientific Games, International (SGI) for the printing and distribution of instant tickets. SGI receives a fee of 1.1325 percent of the retail value of net tickets distributed and then activated by retailers.

The Virginia Lottery has contracted with GTECH Corporation for the provision and operation of the gaming network that consists of instant and online wretiler ticket terminal and associated software. Under the contract, GTECH receives a fee of .7699 percent of retail value of the net ticket sales.

2. CASH AND CASH EQUIVALENTS AND INVESTMENTS

Cash and cash equivalents represent cash with the Treasurer of Virginia, deposits, and overnight repurchase agreements. Cash with the Treasurer of Virginia is held pursuant to Section 2.2-1800, et seq., Code of Virginia. These funds are held in pooled accounts and, accordingly, are not categorized as to credit risk as defined by GASB Statement 40. Cash on deposit is held in demand deposit accounts maintained for prize payments and is covered by federal depository insurance with the balance in excess of this insurance collateralized in accordance with the Virginia Security for Public Deposits Act. Under this Act, banks holding public deposits in excess of the amounts insured by FDIC pledge collateral in the amount of 50 percent of deposits in excess of FDIC insurance coverage to a collateral pool held in the name of the State Treasury Board. For June 30, 2009, the total cash and cash equivalents equaled \$5,512,428. This included cash held overnight for repurchase agreements totaling \$2,871,474 and petty cash on hand of \$1,140.

In accordance with the State Treasurer and the Virginia Lottery's investment policy, funds are invested in U.S Treasury obligations for the purpose of payment of deferred prizes to winners. These investments held for future prize payments are available for lending to broker-dealers and other entities (borrowers) for cash collateral that will be returned for the same securities in the future. Cash balances not managed by the Treasurer of Virginia are invested overnight under a Repurchase Agreement, whereby the Lottery purchases an interest in securities that are direct obligations of, or fully guaranteed as to principal and interest by, the U.S. government. These interests are repurchased by the custodial bank at the opening of the following banking day.

Custodial Credit Risk - Custodial credit risk is the risk that, in the event of the failure of the counterparty, the state and Virginia Lottery will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. All security loan agreements are

collateralized at loan inception at no less than 100 percent of market value by cash or U.S. government obligations and adjusted to market daily, at a minimum, to cover market value fluctuations. Collateral cash is invested in accordance with the investment policies of the State Treasury Board of the Commonwealth of Virginia, and credit rating categories are detailed as part of this footnote. Management assumes reasonable credit risk in these investments, and fluctuations in market conditions may value the invested cash Collateral less than the original investment.

Interest Rate Risk - Interest rate risk is the risk that investment's fair value decreases as market interest rates increase. The investments in prize annuities are subject to fluctuations in fair value due to interest rate risk, but these bonds are held to maturity to satisfy annual installment obligations to the prize winners. The fair value at maturity is the face value of the bonds, regardless of the fluctuations in the value during the time period that the investments are outstanding.

Repurchase agreements (overnight investments) held in the Virginia Lottery name, are not insured or guaranteed by the U.S. government, the Federal Deposit Insurance Corporation, or any other government agency and involve investment risk, including loss of principal. Under the repurchase agreement with Bank of America, Bank of America agrees to sell to the Virginia Lottery an interest in securities that are direct obligations of, or fully guaranteed as to principal and interest by, the U.S. government. When the transactions occur, the sweep occurs in the name of the Virginia Lottery and the investment is collateralized.

Investments and repurchase agreements consist of the following:

Credit Rating	
	Unrated
Bank of America	
Repurchase Agreements	\$ 2,871,474
Prize annuities:	
Treasury bonds	293,164,180
Total	\$296,035,654

Investment Securities					
	Less than 1 year	1-5 years	6-10 years	11-20 years	Over 20 years
Bank of America:					
Repurchase agreements ⁽¹⁾	\$ 2,871,474	\$ -	\$ -	\$ -	\$ -
Prize annuities:					
Treasury bonds ⁽²⁾	61,061,603	149,499,505	36,619,033	38,456,639	7,527,400
Total	\$63,933,077	\$149,499,505	\$36,619,033	\$38,456,639	\$7,527,400

(1) Repurchase agreements (overnight investments) held in the Virginia Lottery name, are not insured or guaranteed by the U.S. government, the Federal Deposit Insurance Corporation, or any other government agency and involve investment risk, including loss of principal. Under the repurchase agreement with Bank of America, Bank of America agrees to sell to the Virginia Lottery an interest in securities that are direct obligations of, or fully guaranteed as to principal and interest by, the U.S. government or agency thereof.

(2) Virginia Lottery prize investments are insured or registered, or for which the securities are held by the Virginia Lottery or its safekeeping agent in the Virginia Lottery's name. All investments are made through U.S. government and agency securities that are explicitly guaranteed by the U.S. government.

Securities Lending

Securities Lending – Collateral for securities lending reported on the statement of net assets represents cash collateral received by the Lottery that is subsequently reinvested through the State Treasury’s securities lending program. The Commonwealth’s policy is to record unrealized gains and losses for the State Treasury’s securities lending program in the General Fund in the Commonwealth’s basic financial statements.

When the Commonwealth realizes gains or losses, or recognizes a permanent impairment to the value of a security, the Department of Accounts allocates the actual gains and losses to the affected agencies for recording. Detailed information related to the credit risk of these investments and the State Treasury’s securities lending program is available on a statewide level in the Commonwealth of Virginia’s Comprehensive Annual Financial Report.

As of June 30, 2009, a portion of the Lottery’s share of the total securities lending cash reinvestment portfolio was out of compliance with the State Treasury’s securities lending cash collateral investment guidelines due to various security ratings downgrades during the past two years. In accordance with its policy, the State Treasury is evaluating whether there is a permanent impairment to the value of certain securities it holds. If there is a permanent impairment, a loss allocation to the Lottery for approximately \$600,000 could occur in fiscal year 2010. It is the Lottery’s intent to offset any losses against securities lending income earned during the period.

3. FIXED ASSETS

The following schedule presents the changes in fixed assets by category.

	Balance as of July 1, 2008	Additions	Reductions	Balance as of June 30, 2009
Furniture, fixtures, and equipment	\$45,167,992	\$2,909,207	\$ 6,389	\$48,070,810
Less: Accumulated depreciation	38,982,073	1,874,135	6,389	40,849,819
Net fixed assets	\$ 6,185,919	\$1,035,072	\$ -	\$ 7,220,991

4. LINE OF CREDIT

The State Comptroller has provided the Virginia Lottery with a line of credit not to exceed \$40 million in accordance with Section 3-2.03 of Chapter 781, 2009, Acts of Assembly, to fund administrative and operating expenses in the event unreserved cash is insufficient to cover these short-term costs. There were no borrowings as of June 30, 2009.

5. DUE FROM/(TO) THE LOTTERY PROCEEDS FUND

The amount due from/(to) the Lottery Proceeds Fund represents Virginia Lottery net income payable to the Commonwealth of Virginia’s Lottery Proceeds Fund in accordance with 2009 Appropriation Act, and Section 58.1-4022, Code of Virginia. The Lottery Proceeds Fund is a special non-reverting fund established solely for the purpose of public education in the Commonwealth. For the year ended June 30, 2009 the net income was \$439,138,209, with a net income transfer through June 30 of \$430,240,997 and a balance due to the Lottery Proceeds Fund of \$8,897,212.

6. COMPENSATED ABSENCES

Compensated absences represent the amounts of vacation, sick, and compensatory leave earned by employees of the Virginia Lottery, but not taken at June 30, 2009 and 2008. Compensated absences were calculated in accordance with GASB Statement 16, *Accounting for Compensated Absences*. The amount reflects all earned leave payable under the Virginia Lottery's leave payout policies. Information on the Commonwealth's leave policy is available at the statewide level in the Commonwealth of Virginia's Comprehensive Annual Financial Report.

Balance as of July 1, 2008	Increases	Decreases	Balance as of June 30, 2009	Due Within One Year
\$1,658,059	\$1,047,888	\$943,673	\$1,762,274	\$906,454

7. PRIZES PAYABLE

Jackpot prize annuities are paid in 20, 25, 26, or 30 installments. The first installment is paid on the day the prize is claimed. The subsequent annual payments are funded with U.S. Treasury STRIPS purchased by the Virginia Lottery on the first business day following the winning draw. Jackpot winners also have the option of accepting their winnings in a lump sum cash payout. When a winner selects this option, the securities purchased are sold and the winner receives the cash proceeds. "For Life" prizes payable represents estimated prizes payable monthly, quarterly or annually for the life of the winner based on life expectancy tables from the Virginia Bureau of Insurance and funded with a pool of U.S. Treasury STRIPS.

Jackpot prizes payable represents the future annual prize payments valued at cost plus accrued interest (present value of securities held to maturity) of the investment securities funding the payments.

Investments/Prizes Payable

Balance As of June 30, 2009

Note Prizes Payable	Jackpot	Instant For Life	Online For Life	Total
Due within one year	\$ 57,540,194	\$ 3,168,982	\$ 352,426	\$ 61,061,603
Due in subsequent years	185,046,495	41,703,787	5,352,296	232,102,577
Total (present value)	242,586,689	44,872,769	5,704,722	293,164,180
Add: Interest to maturity	75,319,311	34,240,231	4,908,278	114,467,820
Total at Maturity	\$317,906,000	\$79,113,000	\$10,613,000	\$407,632,000

Other prizes payable represents prizes won but not yet claimed, from drawings or other games which may or may not have ended, and where these prizes are redeemable for up to 180 days after the drawing or game end. "For Life" prizes, for which bonds have not yet been purchased, are also reported as other prizes payable.

Prizes payable increases when jackpot winners select annuities and securities are purchased. Prizes payable decreases when securities mature to pay prior jackpot winners.

The following schedule presents the changes in prizes payable.

Balance as of July 1, 2008	Increases	Decreases	Balance as of June 30, 2009
\$332,725,583	\$5,734,127	\$45,295,530	\$293,164,180

8. OPERATING LEASE COMMITMENTS

The Virginia Lottery is committed under various operating lease agreements. The operating leases are for customer service centers. Expenses under operating lease agreements were \$1,323,911 for the year ended June 30, 2009. A summary of future obligations under these agreements as of June 30, 2009, follows:

Year Ended June 30, 2009 Obligation	Operating Lease Principal
2010	\$1,275,933
2011	453,942
2012	468,560
2013	348,641
2014	80,415
2015	13,175
Total	\$2,640,666

9. LITERARY FUND AND SETOFF DEBT COLLECTION PAYMENTS

Prizes unclaimed after 180 days are paid to the Literary Fund of the Commonwealth. Payments totaled \$13,300,051 for the year ended June 30, 2009.

The Virginia Lottery participates in the Setoff Debt Collection Act whereby certain prize payments are withheld to set-off state obligations the prizewinner owes. Payments totaled \$1,092,980 for the year ended June 30, 2009. The Literary Fund and state debt setoff payments are reported as prize expense on the financial statements.

10. PENSION PLAN AND OTHER POST RETIREMENT BENEFITS

Employees of the Virginia Lottery are employees of the Commonwealth. The employees participate in a defined benefit retirement plan administered by the Virginia Retirement System (VRS). The VRS also administers life insurance and health-related plans for retired employees. Information relating to these plans is available at the statewide level only in the Commonwealth of Virginia's Comprehensive Annual Financial Report. The Commonwealth, not the Virginia Lottery, has the overall responsibility for contributions to these plans.

11. RISK MANAGEMENT

The Virginia Lottery is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; non-performance of duty; injuries to employees; and natural disasters. The Virginia Lottery participates in insurance plans maintained by the Commonwealth of Virginia. The state employee health care and worker's compensation plans are administered by the Department of Human Resource Management and the risk management insurance plans are administered by the Department of Treasury, Division of Risk Management. Risk management insurance includes property, general liability, medical malpractice, faithful performance of duty bond, automobile, and air and watercraft plans. The Virginia Lottery pays premiums to each of these departments for its insurance coverage. Information relating to the Commonwealth's insurance plans is available at the statewide level in the Commonwealth of Virginia's Comprehensive Annual Financial Report.

12. CONTINGENCIES

The Virginia Lottery has been named as a party in legal proceedings. It is not possible at the present time to estimate ultimate outcome or liability, if any, of the Virginia Lottery in respect to these proceedings; however, it is believed that any ultimate liability resulting from these lawsuits will not have a material, adverse effect on the financial condition of the Virginia Lottery.