



VIRGINIA LOTTERY

A C R O S S V I R G I N I A

FY 2011

FINANCIAL REPORT

ANNUAL FINANCIAL REPORT for year ended June 30, 2011

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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 \$1.483 billion for fiscal year 2011, the highest total ever for Virginia Lottery sales. Net proceeds totaling \$444.2 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 increased by \$47.6 million (3.3 percent) from last year to \$1.483 billion.
- Net income was \$444.2 million, an increase of \$14.0 million (3.2 percent) from last year.
- Prize expense increased \$28.3 million (3.3 percent) to a record total of \$881.0 million.
- With the sales increase, retailers earned \$3.4 million (4.3 percent) more than last year, with compensation paid to retailers totaling a new record \$83.8 million. Retailers earned, on average, 5.7 cents on each dollar sold, (slightly higher than last year's 5.6 cents?) the same as last year.

Although by law the Lottery may spend up to ten percent of sales on operating costs, which include all expenses except prizes and retailer compensation, these costs represented only 5.1 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			
	2011	2010	Change
Assets:			
Current assets	\$330.62	\$292.65	\$37.97
Investments	174.99	199.38	(24.39)
Fixed assets, net of accumulated depreciation	9.47	7.07	2.40
Total assets	515.08	499.10	15.98
Liabilities:			
Current liabilities	339.24	298.85	40.39
Long-term liabilities	175.84	200.25	(24.41)
Total liabilities	515.08	499.10	15.98
Net assets:			
Invested in capital assets	9.47	7.07	2.40
Unreserved	(9.47)	(7.07)	(2.40)
Total net assets	\$ -	\$ -	\$ -

\$ in millions

Current assets and liabilities increased \$38.0 million and \$40.4 million respectively due to the change in cash held as collateral and obligations for the Lottery’s Securities Lending. Investments decreased \$24.4 million and consist of U.S. Treasury STRIPS purchased to fund individual jackpot and “For Life” prizes. Long-term liabilities decreased \$24.4 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 purchases of new capital assets in fiscal year 2011, primarily equipment for use in selling lottery products to consumers at 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			
	2011	2010	Change
Sales	\$1,482.69	\$1435.12	3.3%
Prizes	(881.03)	(852.71)	3.3%
Retailer compensation	(83.84)	(80.40)	4.3%
Ticket printing and gaming services	(21.01)	(20.32)	3.3%
Operating expenses	(53.91)	(53.51)	0.1%
Income from operations	442.90	428.18	3.4%
Non-operating revenue and expenses	1.31	2.07	-36.7%
Net income	\$ 444.21	\$ 430.25	3.2%

\$ 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, Powerball, Decades of Dollars (started January 30, 2011), Fast Play, and Raffle.

Table 3 compares sales for each lottery product for fiscal years 2011 and 2010. Total sales revenue for fiscal year 2011 was the highest ever. Scratch and Pick 4 set individual sales records for those products.

Table 3

Sales			
	2011	2010	Change
Scratch sales	\$756.84	\$711.15	6.40%
Computer terminal sales:			
Pick 3	241.96	246.9	-2.00%
Pick 4	207.17	197.46	4.92%
Cash 5	26.66	28.24	-5.61%
Fast Play	8.92	6.89	29.50%
Raffle	6.6	6.6	0.00%
Decades of Dollars	8.38	0	100.00%
Win for Life	21.05	28.44	-25.98%
Powerball	66.61	34.56	92.74%
Mega Millions	138.5	174.88	-20.81%
Total computer terminal sales	\$725.85	\$723.97	0.26%
Total sales	\$1,482.69	\$1,435.12	3.31%

\$ in millions

Scratch game sales (51.0 percent of total sales) were higher than fiscal year 2010. Growth in scratch game sales increased due to a new variety of game offerings and an expansion of games carried by licensed retailers.

Total daily game sales (Pick 3, Pick 4, and Cash 5) represent 32.1 percent of total product sales for the fiscal year, an increase \$3.2 million from the prior year.

Mega Millions (9.3 percent of total sales) experienced lower sales, down \$36.4 million from last year's 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 2011, there were sixteen winning jackpot tickets sold, sharing in fourteen jackpot prizes. Twenty-nine states and the District of Columbia from the Multi-State Lottery Association (MUSL) joined the Mega Millions member states to sell tickets on January 31, 2010. The combined forty-one states, US Virgin Islands (joined in fiscal year 11) and the District of Columbia sell Mega Millions tickets with the drawings held on Tuesdays and Fridays.

On January 31, 2010 Virginia and ten other Mega Millions member states joined with Multi-State Lottery Association (MUSL) to sell Powerball tickets. Forty-two states, the District of Columbia and United States Virgin Islands now sell Powerball.

Powerball sales totaled \$66.6 million (4.5 percent of total sales) in fiscal year 2011. This product is similar to Mega Millions, a lotto type game with long odds of winning the jackpot. Powerball drawings are held Wednesdays and Saturdays.

Win for Life sales (1.4 percent of total sales) were down \$7.4 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 four of the five top prize winners sold among the three member states (Georgia, Kentucky, and Virginia) in fiscal year 2011.

Fast Play is an instant-win computer terminal product line that plays like a Scratch game. There were five games in this category during fiscal year 2011. On January 31, 2011 the Lottery introduced two new games, Blackjack and 3 Card Bingo, to complement the existing games of 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 one Raffle during the year, the 5th annual Millionaire Raffle with a drawing held on January 1, 2011. Total raffle sales represent less than one percent of total product sales.

On January 30, 2011 Virginia and two other states (Kentucky, and Georgia) started our newest online game Decades of Dollars, with Arkansas joining the group in May 2011. Decades of Dollars tickets are offered at a two dollar price point, a departure from the traditional one dollar per ticket price for this style of game. It is a game where players try to match six numbers from a field of forty-seven, with a top prize of \$250,000 a year for 30 years. Decades of Dollars drawings are held Mondays and Thursdays. Decades of Dollars sales totaled \$8.4 million in fiscal year 2011, representing one half of 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 2011 prize payout rate (percent of sales paid out in prizes) was 59.4 percent, unchanged from fiscal year 2010. The total prize dollars paid to winners increased \$28.3 million, a record payout to Lottery players.

A summary of Virginia Lottery expenses for fiscal years ending June 30, 2011 and 2010 is shown in Table 4.

Table 4

Expenses						
	2011		2010		Change	
Prize expense	\$881.03	84.7%	\$852.71	84.7%	\$28.32	3.3%
Retailer compensation	83.84	8.1%	80.40	8.0%	3.44	4.3%
Operating expenses	53.91	5.2%	53.51	5.3%	0.40	0.7%
Gaming Services	21.01	2.0%	20.32	2.0%	0.69	3.3%
Total	\$1,039.79	100.0%	\$1,006.94	100.0%	\$32.85	3.3%

\$ in millions

Retailer compensation increased as a result of higher sales. Retailers earned a record amount of compensation in fiscal year 2011. The overall retailer compensation rate was up slightly from the prior year, 5.7 percent of total sales.

Gaming services costs increased in fiscal year 2011, because such costs are mostly incurred as percentage of sales agreements. These costs primarily represent payments to the Lottery’s two major contract partners, GTECH Incorporated, and Scientific Games International, Incorporated.

Other Income

Table 5

Other Income			
	2011	2010	Change
Interest income	\$ 1.1	\$2.2	-50.0%
Net other income	.2	(.1)	300.0%
Total	\$1.3	\$2.1	-38.1%

\$ 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 38.1 percent in 2011. Interest income for 2011 had a negative variance due to lower cash balances compared to the prior year, and lower overall yields.

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 up 300.0 percent in 2011. Securities lending income increased due to lower write offs in fiscal year 2011 than fiscal year 2010. 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 2011, the Virginia Lottery generated \$444.2 million in profits. As shown in Table 6, profits were higher than fiscal year 2010 by \$14.0 million (3.2%). This was the third highest net income in Virginia Lottery history. \$435.2 million of fiscal year 2011 net income was transferred to the Lottery Proceeds Fund during the year, as anticipated by the Appropriations Act. An amount of residual income totaling \$9,011,285 will be transferred in fiscal year 2012.

Table 6

Net Income and % of Sales						
	2011		2010		Change	
Net income	\$444.2	30.0%	\$430.2	30.0%	\$14.0	3.2%

\$ 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 \$1.49 billion. Uses of cash include payment of prizes to winners (\$931.6 million) and payments to retailers, suppliers, and employees for goods and services (\$144.5 million). The net cash provided by operating activities of \$416.0 million represents a 12.8% increase.

The cash flows from the non-capital financing activities portion of the statement reflects the \$444.0 million used for non-capital financing activities, the major portion being the \$435.3 million in total transfers from the Virginia Lottery during the year. This amount represents the \$435.2 million initial estimate of fiscal year 2011 Virginia Lottery profits for transfer to the Lottery Proceeds Fund prior to July 1, 2011, and the \$51,063 transfer of residual 2010 profits.

Cash flows from capital financing activities reflect the purchase of capital assets acquired during the period (\$5.2 million). The \$48.7 million cash flows from investing activities reflect purchases of investments to fund Win For Life prizes due to Virginia Lottery winners (\$5.2 million) and payable over time, proceeds from maturing investments previously purchased to fund Virginia Lottery prizes payable (\$52.8 million), and investment income on cash balances (\$1.1 million). The net increase in cash flows from activities totaled \$15.5 million.

Table 7

Statement of Cash Flows			
	2011	2010	Change
Cash flows from:			
Operating activities	\$416.01	\$368.85	12.8 %
Non-capital financing activities	(443.25)	(430.19)	3.0 %
Capital financing activities	(5.18)	(2.03)	155.2 %
Investing activities	48.67	62.01	-21.5 %
Net change in cash	15.50	(1.36)	1294.9 %
Ending cash and cash equivalents	\$ 19.65	\$ 4.15	373.5 %

\$ in millions

Potentially Significant Factors Impacting Next Year

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.

In addition, Virginia continues to monitor competition from other gaming venues. In addition to competition from lotteries along all of Virginia's borders, there continues to be an expansion of video lottery gaming at racetracks and other venues in West Virginia and Maryland, as well as Pennsylvania, Ohio and New York.

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.



Commonwealth of Virginia

Auditor of Public Accounts

Walter J. Kucharski
Auditor of Public Accounts

P.O. Box 1295
Richmond, Virginia 23218

August 15, 2011

The Honorable Robert F. McDonnell
Governor of Virginia

The Honorable Charles J. Colgan
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, 2011, 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 summarized comparative information has been derived from the Lottery's 2010 financial statements, and in our report dated September 8, 2010, we expressed unqualified opinions on the respective financial statements of the Lottery.

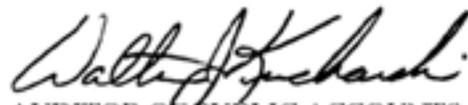
We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States. Those standards require that we plan and 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, 2011, 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, 2011, 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.

The Management Discussion and Analysis on pages 3 through 9 are not a required part of the basic financial statements, but are 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 August 15, 2011, 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

EJR/alh

Financial **STATEMENTS**

Statement Of Net Assets

For Fiscal Year Ended June 30, 2011 with Comparative Information for 2010

	2011	2010
ASSETS		
Current Assets:		
Cash and Cash Equivalents (2)	\$19,652,492	\$4,149,198
Cash Held as Collateral: (2)		
Lottery Securities Lending	219,406,473	180,786,295
Treasury Securities Lending	3,817,963	1,060,944
Accounts Receivable	45,799,131	54,838,028
Deferred Expenses	532,091	444,721
Short-term Investments (2)	41,416,156	51,371,706
Total Current Assets	330,624,306	292,650,892
Investments (2)	174,992,281	199,382,126
Capital Assets (3)		
Equipment and Intangible Assets	28,959,888	24,043,237
Less: Accumulated Depreciation/Amortization	(19,493,323)	(16,974,901)
Net Capital Assets	9,466,565	7,068,336
Total Assets	\$515,083,152	\$499,101,354
LIABILITIES AND NET ASSETS		
Current Liabilities:		
Accounts Payable	\$9,479,528	\$8,827,712
Treasury Loan (4)	0	9,000,000
Due to the Lottery Proceeds Fund (5)	9,011,285	51,063
Accrued Compensated Absences (6)	1,058,109	946,011
Obligations Under Securities Lending: (2)		
Lottery	219,406,473	180,786,295
Treasury	3,817,963	1,060,944
Prizes Payable: (7)		
Jackpot Prizes Payable - Current	41,416,156	51,371,706
Other Prizes Payable	51,838,543	43,995,207
Deferred Revenue	3,208,332	2,814,432
Total Current Liabilities	339,236,389	298,853,370
Noncurrent Liabilities:		
Jackpot Prizes Payable (7)	174,992,281	199,382,126
Accrued Compensated Absences (6)	854,482	865,858
Total Liabilities	515,083,152	499,101,354
Net Assets:		
Invested in capital, net of related debt	9,466,565	7,068,336
Unreserved	(9,466,565)	(7,068,336)
Total Net Assets	0	0
Total Liabilities and Net Assets	\$515,083,152	\$499,101,354

Statement Of Revenues, Expenses, And Changes In Net Assets

For Fiscal Year Ended June 30, 2011 with Comparative Information for 2010

	Year Ended 2011	Year Ended 2010
Operating Revenues:		
Ticket Sales	\$1,482,688,452	\$1,435,127,915
Less:		
Prize Expense	881,025,801	852,712,906
Retailer Compensation	83,844,563	80,399,553
Instant Ticket & Gaming Services	21,005,518	20,325,919
Gross Margin	496,812,570	481,689,537
Operating Expenses:		
Advertising and Promotion	23,522,758	25,048,236
General and Administrative	27,605,152	26,274,532
Depreciation	2,787,870	2,187,084
Total Operating Expenses	53,915,780	53,509,852
Income from Operations	442,896,790	428,179,685
Nonoperating Revenues(Expenses)		
Interest Income	1,061,964	2,163,259
Net Other Income	252,531	(91,881)
Total Nonoperating Revenues(Expenses)	1,314,495	2,071,378
Net Income	444,211,285	430,251,063
Transfer to the Lottery Proceeds Fund	(435,200,000)	(430,200,000)
Due from (to) the Lottery Proceeds Fund	(9,011,285)	(51,063)
Net Assets, July 1	0	0
Net Assets, June 30	\$0	\$0

Statement Of Cash Flows

For the Year Ended June 30, 2010 with Comparative Information of 2009

	2011	2010
Cash flows from operating activities:		
Cash received from ticket sales	\$1,492,121,249	\$1,433,502,127
Cash payments for prizes	(920,796,204)	(912,482,033)
Discounts for retailer compensation	(83,844,563)	(80,399,553)
Cash payments to supplier of instant and online services	(21,005,518)	(20,325,919)
Cash payments to suppliers of other goods and services	(18,914,636)	(20,107,097)
Cash payments to employees for services	(20,695,772)	(21,037,267)
Cash payments to the Literary Fund for unclaimed prizes (9)	(10,852,335)	(10,295,688)
Net cash provided by operating activities	416,012,221	368,854,570
Cash flows from noncapital financing activities:		
Proceeds from other income	252,531	(91,881)
Repayment of Treasury Loan	(9,000,000)	0
Proceeds from Treasury Loan	0	9,000,000
Transfers to the Lottery Proceeds Fund	(435,251,063)	(439,097,212)
Net cash used by noncapital financing activities	(443,998,532)	(430,189,093)
Cash flows from capital financing and related activities:		
Acquisition of capital assets	(5,186,098)	(2,034,430)
Disposal of capital assets	0	0
Principal payments on installment notes	0	0
Interest payment on installment notes	0	0
Net cash used for capital financing activities	(5,186,098)	(2,034,430)
Cash flows from investing activities:		
Purchase of investment securities	(5,217,261)	(4,376,247)
Sale of investment securities	0	1,306,711
Proceeds from maturing securities	52,831,000	62,912,000
Interest proceeds from cash balances	1,061,964	2,163,259
Net cash used for investing activities	48,675,703	62,005,723
Net increase (decrease) increase in cash and cash equivalents	15,503,294	(1,363,230)
Cash and cash equivalents at July 1	4,149,198	5,512,428
Cash and cash equivalents at June 30	\$19,652,492	\$4,149,198
Reconciliation of operating income to net cash provided by operating activities:		
Income from operations	442,896,790	428,179,685
Adjustments to reconcile operating income to net cash:		
Depreciation	2,787,869	2,187,085
Accreted interest on investment securities	(13,268,344)	(17,432,116)
Changes in assets and liabilities:		
Decrease(Increase) in accounts receivable	9,038,897	(1,734,270)
(Increase) in deferred expenses	(87,370)	(156,454)
Increase(Decrease) in accounts payable	651,816	(10,426)
(Decrease) in current prizes payable	(2,112,214)	(9,616,560)
Increase in deferred revenue	393,900	108,482
Increase in accrued compensated absences	100,722	49,595
(Decrease) in noncurrent prizes payable	(24,389,845)	(32,720,451)
Net cash provided by operating activities	\$416,012,221	\$368,854,570

Noncash Capital Financing Activity:

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

Notes to Financial Statements

As of June 30, 2011

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 three multi-state games, Win for Life, Mega Millions, Powerball and Decades of Dollars. Win for Life member lotteries include Georgia, Kentucky (Kentucky ended Win for Life sales on January 29, 2011), and Virginia. Mega Millions member lotteries include California, Georgia, Illinois, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Texas, Virginia, Washington and the MUSL Group. Powerball member lotteries include Georgia, Illinois, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Texas, Virginia, Washington and the MUSL Group. Decades of Dollars member lotteries include Arkansas, Georgia, Kentucky and Virginia. 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, Mega Millions and Powerball. Separate Decades of Dollars agreed-upon procedures reports will be issued next fiscal year.

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. Capital Assets

Equipment and intangible assets are capitalized and depreciated/amortized on a straight-line basis over their useful lives and are valued at historical or amortized cost. The Virginia Lottery capitalizes all equipment and intangible assets that have a cost or value equal to or greater than \$5,000 and an expected useful life of at least three years. During fiscal year 2010, the Lottery began capitalizing intangible assets in accordance with Governmental Accounting Standards Board (GASB) Statement 51 *Accounting and Financial Reporting for Intangible Assets*.

G. Significant Contracts

The Virginia Lottery has contracted for the printing and distribution of instant scratcher tickets since 2004. A renewed service contract with Scientific Games, International (SGI) began on June 11, 2011, and continues through June 10, 2014. In addition to providing instant scratcher ticket warehousing and distribution services, SGI provides marketing and sales support services.

The estimated contract value is \$30,000,000 for the entire contract period. SGI receives a fee of 1.2005 percent of the retail value of net instant scratcher tickets distributed and then activated for sale by retailers.

The Virginia Lottery has contracted with GTECH Corporation to provide and operate the gaming network that consists of retailer ticket terminals and associated software. The service contract began on June 13, 2006, and continues through October 27, 2014. GTECH has established a facilities management agreement with the Lottery, through which GTECH installs and manages retailer equipment, and manages transaction processing systems to record transactions originating throughout the Commonwealth. GTECH also provides various professional services, software development and testing support, backup data processing, and a comprehensive satellite communications network to support gaming systems operations.

The estimated contract value is \$105,000,000 for the entire contract period. Under the contract, GTECH receives a fee of 0.7699 percent of the retail value of the net instant scratcher and retailer terminal games ticket sales.

H. Summarized Comparative Data

The basic financial statements include certain prior-year partial comparative information in total but not at the level of detail required for a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Lottery's financial statements for the year ended June 30, 2010, from which the summarized information was derived.

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, 2011, the total cash and cash equivalents equaled \$19,652,492. This included petty cash on hand of \$1,100.

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.

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.

Investments consist of the following:

Credit Rating	
Unrated	
Prize annuities:	
Treasury bonds	216,408,437
Total	\$216,408,437

Investment Securities					
	Less than 1 year	1-5 years	6-10 years	11-20 years	Over 20 years
Prize annuities:					
Treasury bonds ⁽²⁾	41,416,156	99,668,355	31,389,960	39,192,252	4,741,714
	41,416,156	99,668,355	31,389,960	39,192,252	4,741,714

⁽¹⁾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 determines that a security is other than temporarily impaired, the State Treasury 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.

During the 2011 fiscal year, the Lottery recorded \$323,209 as its share of realized losses and write-downs. As of June 30, 2011, 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 three years. In accordance with its Other Than Temporarily Impaired policy, the State Treasury continues to evaluate whether there is a permanent impairment to the value of certain securities it holds. It is the Lottery’s intent to offset any future losses against securities lending income earned during the period when the losses are recorded.

3. CAPITAL ASSETS

The following schedule presents the changes in capital assets.

	Balance as of July 1, 2010	Additions	Reductions	Balance as of June 30, 2011
Equipment and intangible assets	\$24,043,237	\$5,186,098	\$269,447	\$28,959,888
Less: Accumulated depreciation/amortization	16,974,901	2,787,869	269,447	19,493,323
Net capital assets	\$ 7,068,336	\$2,398,229	\$(0)	\$ 9,466,565

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 890, 2011, 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, 2011.

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 2011 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, 2011 the net income was \$444,211,285, with a net income transfer through June 30 of \$435,200,000 and a balance due to the Lottery Proceeds Fund of \$9,011,285.

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, 2011 and 2010. 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, 2010	Increases	Decreases	Balance as of June 30, 2011	Due Within One Year
\$1,811,869	\$1,144,632	\$1,043,910	\$1,912,591	\$1,058,109

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, 2011				
Note Prizes Payable	Jackpot	Instant For Life	Online For Life	Total
Due within one year	37,288,699	3,360,449	767,008	41,416,156
Due in subsequent years	121,672,217	42,604,258	10,715,806	174,992,281
Total (present value)	158,960,916	45,964,707	11,482,814	216,408,437
Add: Interest to maturity	50,646,084	32,766,293	7,255,186	90,667,563
Total at Maturity	\$209,607,000	\$78,731,000	\$18,738,000	\$307,076,000

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, 2010	Increases	Decreases	Balance as of June 30, 2011
\$250,753,832	\$5,138,585	\$39,483,980	\$216,408,437

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 \$1,224,940 for the year ended June 30, 2011. A summary of future obligations under these agreements as of June 30, 2011, follows:

Year Ended June 30, 2011 Obligation	Operating Lease Principal
2012	458,599
2013	334,292
2014	78,476
2015	12,792
Total	884,159

9. LITERARY FUND AND SETOFF DEBT COLLECTION PAYMENTS

Prizes unclaimed after 180 days are paid to the Literary Fund of the Commonwealth. Payments totaled \$10,852,335 for the year ended June 30, 2011.

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 \$1,475,916 for the year ended June 30, 2011. 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.