

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY  
(A Component Unit of the State of South Carolina)

Financial Statements

June 30, 2011

(With Independent Auditor's Report Thereon)

*State of South Carolina*



*Office of the State Auditor*

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October 4, 2011

The Honorable Nikki R. Haley, Governor  
and  
Members of the Tobacco Settlement Revenue  
Management Authority  
Columbia, South Carolina

This report on the audit of the financial statements of the Tobacco Settlement Revenue Management Authority for the fiscal year ended June 30, 2011, was issued by The Hobbs Group, P.A., Certified Public Accountants, under contract with the South Carolina Office of the State Auditor.

If you have any questions regarding this report, please let us know.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Richard H. Gilbert, Jr.", written in a cursive style.

Richard H. Gilbert, Jr., CPA  
Deputy State Auditor

RHGjr/trb

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY  
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## INDEPENDENT AUDITORS' REPORT

Mr. Richard H. Gilbert, Jr., CPA,  
Deputy State Auditor  
State of South Carolina  
Columbia, South Carolina

We have audited the accompanying financial statements of the governmental activities and the major fund of the Tobacco Settlement Revenue Management Authority (“the Authority”), a component unit of the State of South Carolina, as of and for the year ended June 30, 2011, which collectively comprise the Authority’s basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Authority’s management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 the 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 opinions.

As discussed in Note 1, the financial statements present only the Authority and do not purport to, and do not, present fairly the financial position of the State of South Carolina, as of June 30, 2011, and the changes in its financial position, or where applicable, its cash flows 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 respective financial position of the governmental activities and the major fund of the Tobacco Settlement Revenue Management Authority as of June 30, 2011, and the respective changes in financial position thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated September 29, 2011, on our consideration of the Authority’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 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.

Accounting principles generally accepted in the United States of America require that the management’s discussion and analysis and budgetary comparison information on pages 3 through 8 and pages 23 through 24 be

presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Columbia, South Carolina  
September 29, 2011

*The Halle Group, P.A.*

# TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Management's Discussion and Analysis (unaudited)

June 30, 2011

This section of the annual financial report of the Tobacco Settlement Revenue Management Authority (the "Authority") presents the analysis of the Authority's financial performance during the fiscal year that ended on June 30, 2011. Please read it in conjunction with the financial statements and their accompanying notes, which follow this section.

## **The Authority**

The Authority was created by Act No. 387 of the Acts and Joint Resolutions of the General Assembly of the State of South Carolina, Regular Session of 2000, as codified at S.C. Code Ann. §§ 11-49-10 et seq. (the "Act"), as an instrumentality of the State of South Carolina (the "State"). The Act created the Authority to receive all of the State's payments under the Master Settlement Agreement (the "MSA"). The MSA was entered into on November 23, 1998, among the attorneys general of 46 states (including South Carolina), the District of Columbia, the Commonwealth of Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Commonwealth of the Northern Mariana Islands (collectively the "Settling States") and the four largest United States tobacco manufacturers: Philip Morris Incorporated, R. J. Reynolds Tobacco Company, Brown & Williamson Tobacco Corporation, and Lorillard Tobacco Company (collectively the "Original Participating Manufacturers" or "OPMs"). The MSA resolved cigarette smoking-related litigation among the Settling States and the OPMs, released the OPMs from past and present smoking-related claims by the Settling States, and provides for a continuing release of future smoking-related claims in exchange for certain payments to be made to the Settling States. The MSA also provides for the imposition of certain tobacco advertising and marketing restrictions, among other things. The Authority is not a party to the MSA.

The State is entitled to certain periodic payments made under the MSA. Pursuant to the Act, the Authority has been assigned all Tobacco Settlement Receipts ("TSRs"), which are the State's right, title and interest in payments due after June 30, 2001 under the MSA. All of the TSRs are irrevocably pledged to payment of the Authority's debt (see "Long-Term Debt Activity" of this section).

## **Overview of the Financial Statements**

This analysis is intended to serve as an introduction to the Authority's financial statements. The Authority's financial statements consist of three components: 1) government-wide financial statements, 2) governmental fund financial statements, and 3) notes to the financial statements.

- *The Statement of Net Assets and Governmental Fund Balance Sheet* include all of the Authority's assets and liabilities and provide information about the nature and amounts of investments in resources (assets) and the obligations to Authority creditors (liabilities). They also provide the basis for computing rate of return, evaluating the capital structure of the Authority and assessing the liquidity and financial flexibility of the Authority. The *Statement of Net Assets* reports information about the Authority using accounting methods similar to those used by private sector companies and presents all assets and liabilities of the Authority – both current and long-term. The *Governmental Fund Balance Sheet* of the General Fund focuses only on the Authority's resources available for expenditure at the end of the fiscal year.
- All of the current year's activity is accounted for in the *Statement of Activities and Governmental Fund – Revenues, Expenditures and Changes in Fund Balance/Net Deficit*. These statements measure the success of the Authority's operations over the past year

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June 30, 2011

and can be used to determine the Authority’s credit-worthiness and ability to meet its financial objectives. The *Statement of Activities* presents information on how the Authority’s net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. *The Governmental Fund Statement of Revenues, Expenditures, and Changes in Fund Balance for the General Fund* focuses only on the Authority’s near-term inflows and outflows of resources available for expenditure for the fiscal year.

For the fiscal year ended June 30, 2011, the Authority implemented GASB Statement No. 54, Fund Balance Reporting and Governmental Fund Type Definitions. This Statement establishes fund balance classifications that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported in the governmental funds. The Statement requires governments to disclose information in the notes about the processes through which constraints are imposed, as well as accounting policies that determine whether restricted, committed, assigned, and unassigned amounts are considered to be spent. Note 2(g) of the Notes to Financial Statements contains additional information about the Authority’s implementation of this Statement and the required disclosure.

**Summary of Financial Results**

The Authority’s financial results are summarized, discussed and compared to the prior fiscal year in the sections following.

*Government-Wide Financial Statements*

Statement of Net Assets. Table 1 summarizes the Authority’s Net Assets for the period ending June 30, 2011, along with comparative data for the prior fiscal year.

*Table 1: Summary of net assets*

	June 30, 2011	June 30, 2010	Difference	%
<b>Assets</b>				
Cash and cash equivalents	\$ 5,448,714	\$ 6,766,206	\$ (1,317,492)	-19.5%
Restricted assets	52,011,852	55,833,222	(3,821,370)	-6.8%
Unamortized costs of issuance	653,846	1,249,010	(595,164)	-47.7%
Total assets	58,114,412	63,848,438	(5,734,026)	-9.0%
<b>Liabilities</b>				
Accounts payable	127,100	162,473	(35,373)	-21.8%
Transfers due to other state agencies	-	450,000	(450,000)	-100.0%
Accrued interest payable	298,750	570,688	(271,938)	-47.7%
Long term liabilities	63,160,628	120,652,656	(57,492,028)	-47.7%
Total liabilities	63,586,478	121,835,817	(58,249,339)	-47.8%
Total net assets (deficit)	\$ (5,472,066)	\$ (57,987,379)	\$ 52,515,313	-90.6%

The Authority’s assets include cash and cash equivalents, investments, and accrued earnings on those investments, along with unamortized costs of bond issuance that are being deferred and

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amortized over the life of the related bonds outstanding. Approximately 89% of the Authority's assets are restricted and comprised of certain pledged receivables and investments held in various reserve funds by the bond trustee, as security for the bondholders. The majority of the remaining assets are held by the Authority to pay its authorized operating expenses. Total liabilities consist primarily of the principal balance of the Series 2008 Bonds outstanding and accrued interest payable on those bonds at the end of the fiscal year.

The Authority's cash and cash equivalents declined 19.5% over the course of the fiscal year, due primarily to an increase in the prior year of the Authority's funding for MSA enforcement. Accounts payable declined by 21.8%. These payables are comprised of certain legal and other professional services provided to the Authority during the current fiscal year but paid subsequent to the close of the fiscal year. Transfers due to other state agencies declined 100.0% which in the prior year consisted of directed transfers mandated by the State's 2009-10 appropriation act that were effected subsequent to the close of the fiscal year. Unamortized costs of issuance, accrued interest payable and long-term liabilities each decreased 47.7% and reflect a reduction in the Authority's overall debt outstanding.

The deficit reflected on the Authority's Statement of Net Assets is a result of the Authority having no financial assets other than the TSRs, the accounts established under the Trust Indenture (as discussed in Note 4 of the Notes to Financial Statements), and investment earnings on those accounts. Future TSRs are dependent on many factors including future tobacco consumption and the financial capability of the OPMs and consequently, except as noted above, TSRs do not meet asset recognition criteria under accounting principles generally accepted in the United States of America ("GAAP"). Accordingly, the financial statements reflect a deficit arising as a consequence of the full recognition of Authority liabilities, comprised primarily of the Series 2008 Bonds outstanding, without attendant currently recognizable Authority assets.

Statement of Activities. Table 2 summarizes the Authority's activities for the period ending June 30, 2011 with comparative amounts for the prior fiscal year.

*Table 2: Summary of activities*

	June 30, 2011	June 30, 2010	Difference	%
Revenues	\$ 69,816,880	\$ 68,716,439	\$ 1,100,441	1.6%
Expenses	<u>16,001,567</u>	<u>18,600,442</u>	<u>(2,598,875)</u>	-14.0%
Change in net assets before transfers	53,815,313	50,115,997	3,699,316	7.4%
Transfers	<u>(1,300,000)</u>	<u>(1,778,121)</u>	<u>478,121</u>	-26.9%
Change in net assets	52,515,313	48,337,876	4,177,437	8.6%
Net assets (deficit) - beginning of year	<u>(57,987,379)</u>	<u>(106,325,255)</u>	<u>48,337,876</u>	-45.5%
Net assets (deficit) - end of year	<u>\$ (5,472,066)</u>	<u>\$ (57,987,379)</u>	<u>\$ 52,515,313</u>	-90.6%

General revenues of \$68.8 million reflect the receipt of and accrual for \$69.8 million in TSRs and investment earnings of \$8.5 thousand. Revenues increased year over year by \$1.1 million or 1.6%. The Authority's interest earnings have declined in recent years as a result of uncharacteristically low yields on treasury securities.

The Authority's expenses primarily consisted of interest on the Series 2008 Bonds totaling \$14.3 million, \$1.05 million in administrative and operating expenses, and \$595 thousand in

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## Management's Discussion and Analysis (unaudited)

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amortization of bond issuance costs. Expenses declined year over year principally as a result of a decrease in interest expense.

The Authority made or provided for \$1.3 million in directed transfers to other state agencies to provide funding for diligent enforcement and to fund the costs of legal action to determine whether the state has diligently enforced its escrow fund statutes.

### *Governmental Funds*

As of the end of the current fiscal year, the ending balance in the Authority's governmental fund was \$57.3 million, a decrease of \$4.7 million by comparison to the prior fiscal year. Of the total fund balance, \$52.0 million is reserved for debt service on the Authority's debt obligations. The factors contributing to the change in fund balance year over year are principally the same as those described above in the discussion and analysis of the government-wide financial statements.

### **Long-Term Debt Activity**

On March 18, 2001, the Authority issued \$934,530,000 aggregate principal amount of Tobacco Settlement Asset-Backed Bonds (the "Series 2001 Bonds") pursuant to an indenture between the Authority and United States Trust Company of New York (subsequently acquired by the Bank of New York), as trustee, dated as of March 1, 2001, and the Tobacco Settlement Revenue Management Authority Act. Proceeds of the Series 2001 Bonds were used to fund certain endowment trusts established pursuant to the Act and trust accounts established under the Trust Indenture, and to pay costs of issuance of the Series 2001 Bonds.

The Authority originally issued its Series 2001 Bonds as thirty-year obligations scheduled to retire in ordinary course on May 15, 2030. On June 26, 2008, the Authority defeased a portion of the outstanding principal amount of the Series 2001 Bonds by depositing a portion of the proceeds of \$275,730,000 Tobacco Settlement Revenue Management Authority Tobacco Settlement Revenue Asset-Backed Refunding Bonds, Series 2008 (the "Series 2008 Bonds") issued pursuant to an indenture between The Bank of New York Trust Company, N.A., as trustee, and the Tobacco Settlement Revenue Management Authority, together with other available monies, with The Bank of New York Trust Company, N.A., as Trustee for the Series 2001 Bonds (the "Trustee") pursuant to the terms of an irrevocable Escrow Agreement (the "Escrow Agreement") dated June 26, 2008, by and between the Authority and the Trustee. All of the Series 2001 Bonds are deemed paid within the meaning of and with the effect expressed in the Trust Indenture, and accordingly are no longer outstanding under the Trust Indenture.

The Series 2008 Bonds issued by the Authority are ten-year obligations scheduled to retire in ordinary course on June 1, 2018. However, under early redemption provisions ("Turbo Redemptions"), any MSA payments exceeding annual debt service requirements of the Series 2008 Bonds must be applied to early redemption of principal. The Authority redeemed a total of \$65,265,000 as Turbo Redemptions during the year ended June 30, 2011. At June 30, 2011, the Authority had redeemed a total of \$181.025 million in Series 2008 Bonds as Turbo Redemptions, compared to \$231.82 million originally projected through that date. Note 4 of the Notes to Financial Statements provides additional details concerning Turbo Redemptions. At June 30, 2011, there remained outstanding \$71.7 million of the Series 2008 Bonds.

The Series 2008 Bonds are secured by and payable from i) the TSRs and all investment earnings on amounts on deposit in certain accounts established under the Trust Indenture and ii) all amounts, if any, on deposit in certain accounts under the Trust Indenture. Payments on the Series

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2008 Bonds are a special obligation of the Authority, and such payments are dependent on receipt by the Trustee, as assignee of the Authority, of TSRs. The Authority has no financial assets other than the TSRs, the accounts established under the Trust Indenture, and investment earnings on those accounts. The Series 2008 Bonds are not a debt of the State, and the Authority does not have the power to pledge the credit, revenues or taxing power of the State. The Authority does not have taxing power.

Ratings of tobacco securitization bonds in general, and those of the Authority specifically, have been revised periodically by all three of the major credit rating agencies. These rating actions have been precipitated by rating agency assessments of including, among others, a general "adverse litigation environment" in the tobacco industry, declines in industry volume shipments, market share losses, and "heightened liquidity risk" as contributors to the initial and subsequent rating actions. Consequently, the Authority's bonds were downgraded from a level of "Aa3," "A+," and "A" by Moody's, Fitch Ratings and Standard and Poor's respectively, to a level of "Baa1," "BBB," and "A-" by Moody's, Fitch Ratings and Standard and Poor's respectively during 2003. Subsequently, on August 28, 2003, Standard and Poor's again downgraded the bonds to a level of "BBB." That rating action reflected "the adverse litigation environment for the tobacco industry in the U.S., weak market conditions in the U.S. cigarette industry, and Standard & Poor's expectation that domestic cigarette market conditions will continue to decline as a result of recent and expected future increases in state excise taxes, anti-smoking legislation, continued growth of deep discount manufacturers, and declining social acceptability of smoking." On April 21, 2004, Moody's again downgraded its ratings on all municipal tobacco transactions and, as a result, South Carolina's tobacco securitization bonds were downgraded to "Baa2" for the 2001A Bonds and "Baa3" for the 2001B Bonds. On January 28, 2008, Fitch Ratings upgraded its rating on certain outstanding tobacco settlement-related securitizations and upgraded the Series 2001 Bonds to "BBB+" from "BBB." At June 30, 2011, the Series 2008 Bonds were rated "Baa3," "BBB+," and "A" by Moody's, Fitch Ratings, and Standard and Poor's, respectively.

The Authority has pledged all future TSRs to the Series 2008 Bonds until those bonds have been retired; accordingly, the Authority can issue additional debt in the absence of a defeasance of currently outstanding bonds only under certain circumstances and conditions prescribed by the Series 2008 Trust Indenture. The Authority has no present plans to undertake any transaction that would result in an increase in currently outstanding debt.

## **Budgetary Highlights**

The Authority annually adopts an operating budget as required by its by-laws and the Trust Indenture. From a budgetary perspective, the Authority realized \$2.4 million in excess expenditures over revenues during the fiscal year ended June 30, 2011. The variance was principally a result of the timing of expenditures in connection with the Authority's costs of the legal action discussed herein and reimbursement of certain costs previously expended by the State for that same purpose. As required by the Trust Indenture, all remaining revenue received under the MSA was applied entirely to the early redemption of principal.

## **Economic Factors and Outlook**

Payment of debt service and orderly retirement of the Series 2008 Bonds are conditioned exclusively on the Authority's receipt of TSRs. TSRs are contingent on among other things, the financial stability of the OPMs. In structuring the financial transaction for issuance of the Series 2008 Bonds, the Authority engaged the services of an independent consultant to develop a

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Management's Discussion and Analysis (unaudited)

June 30, 2011

forecast of future tobacco rates of consumption and likely TSRs based on those forecasted rates of consumption. All future payments on the Series 2008 Bonds, including timely debt service, sinking fund redemption payments, and Turbo Redemptions are contingent on future TSRs, and those TSRs are dependent on a number of factors, including rates of consumption of tobacco products and compliance by the tobacco companies who are parties to the Master Settlement Agreement with the terms of that agreement.

During the periods ending June 30, 2006 through June 30, 2011, a number of participating manufacturers ("PMs") deposited a portion of their tobacco settlement payments into a disputed payments account, incidental to a finding by an independent arbitrator that MSA disadvantages were a significant factor in market share losses experienced by the PMs in calendar years 2003 through 2008. Under the provisions of the MSA, PMs are potentially entitled to an adjustment of their required payments under the MSA (a Non-Participating Manufacturer or NPM Adjustment) in the event that all of the PMs, in the aggregate, lose more than two percentage points of market share compared to the market share of the PMs in 1997. However, the adjustment cannot be applied against settling states that have enacted and diligently enforced an escrow fund statute under the MSA.

As a result of the PMs' deposit into the disputed payments account, South Carolina's share of payments under the MSA due has been reduced. While this payment reduction resulted in lesser than projected amounts redeemed under the Turbo Redemption provisions of the Authority's tobacco securitization bonds, the reduction did not impact the Authority's ability to meet its payment obligations when due.

Note 7 of the Notes to Financial Statements includes a summary of originally projected TSRs, actual TSRs, and disputed payments estimated on the basis of the state's allocable share.

At the request of the state's Attorney General, the South Carolina General Assembly and the Authority have made provisions in both the state's appropriation acts and Authority budgets for monies to be used to fund the costs of legal action to determine whether the state has diligently enforced its escrow fund statutes. This legal action is currently ongoing, and the Authority cannot presently predict the timing or any potential outcome of its pursuit.

## **Contacting the Authority**

Persons needing additional information concerning this report or otherwise needing to contact the Authority may do so by writing or telephoning F. Richard Harmon, Jr., Senior Assistant State Treasurer, State of South Carolina, 122 Wade Hampton Office Building, Capitol Complex, Columbia, South Carolina 29201; telephone (803) 734-2114; facsimile (803) 734-2039; e-mail rick.harmon@sto.sc.gov.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Statement of Net Assets

June 30, 2011

Assets	
Cash and cash equivalents	\$ 5,448,714
Restricted assets	
Cash and cash equivalents	15,586,971
Tobacco settlement payments receivable	36,424,881
Unamortized bond issuance costs	<u>653,846</u>
Total assets	<u>58,114,412</u>
Liabilities	
Accounts payable	127,100
Liabilities payable from restricted assets	
Accrued interest payable	298,750
Long-term debt	
Due after one year (net of \$2,145,066 unamortized discounts and \$6,394,306 unamortized loss on defeased debt)	<u>63,160,628</u>
Total liabilities payable from restricted assets	<u>63,459,378</u>
Total liabilities	<u>63,586,478</u>
Net deficit	
Unrestricted	<u>(5,472,066)</u>
Total net deficit	<u><u>\$ (5,472,066)</u></u>

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Statement of Activities

June 30, 2011

Expenses	
General government	\$ 1,057,118
Debt service	
Interest	14,349,285
Amortization of bond issuance costs	<u>595,164</u>
Total expenses	<u>16,001,567</u>
Net program expense	<u>16,001,567</u>
Revenues	
Tobacco settlement revenues	69,808,353
Investment earnings	<u>8,527</u>
Total general revenues	<u>69,816,880</u>
Change in net assets before transfers	<u>53,815,313</u>
Transfers	
Transfers to other state agencies	<u>(1,300,000)</u>
Total transfers	<u>(1,300,000)</u>
Change in net assets	52,515,313
Net deficit	
Beginning of the year	<u>(57,987,379)</u>
End of the year	<u><u>\$ (5,472,066)</u></u>

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Governmental Fund Balance Sheet

June 30, 2011

Assets	
Cash and cash equivalents	\$ 5,448,714
Restricted assets	
Cash and cash equivalents	15,586,971
Tobacco settlement payments receivable	<u>36,424,881</u>
Total assets	<u>\$ 57,460,566</u>
Liabilities	
Accounts payable	<u>127,100</u>
Total liabilities	<u>127,100</u>
Fund balance	
Restricted for debt service	52,011,852
Committed to operating expense	<u>5,321,614</u>
Total fund balance	<u>57,333,466</u>
Total liabilities and fund balance	<u>\$ 57,460,566</u>

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Governmental Fund Balance Sheet

June 30, 2011

(Continued)

Reconciliation to the statement of net assets

Fund balance - governmental fund	\$ 57,333,466
Amounts reported for government activities in the statement of net assets are different because:	
Long-term liabilities applicable to the Authority's governmental activities are not due and payable in the current period and accordingly are not reported as fund liabilities. All liabilities – both current and long-term – are reported in the statement of net assets	(63,160,628)
Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when paid	(298,750)
Assets that are capitalized and amortized in statement of net assets are charged to expenditures in the governmental fund:	
Bond issuance cost, net of \$1,860,588 amortization	<u>653,846</u>
Total net deficit	<u>\$ (5,472,066)</u>

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Governmental Fund Statement of  
Revenues, Expenditures and Changes in Fund Balance

June 30, 2011

Expenditures	
General government	\$ 1,057,118
Debt service	
Principal	65,265,000
Interest	<u>6,848,251</u>
Total expenditures	<u>73,170,369</u>
Revenues	
Tobacco settlement revenues	69,808,353
Investment earnings	<u>8,527</u>
Total revenues	<u>69,816,880</u>
Deficiency of revenues over expenditures before transfers	(3,353,489)
Transfers	
Transfers to other state agencies	<u>(1,300,000)</u>
Total transfers	<u>(1,300,000)</u>
Deficiency of revenues over expenditures	(4,653,489)
Fund balance	
Beginning of the year	<u>61,986,955</u>
End of the year	<u>\$ 57,333,466</u>

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Governmental Fund Statement of  
Revenues, Expenditures and Changes in Fund Balance

June 30, 2011

(Continued)

Reconciliation to the statement of activities	
Deficiency of revenues over expenditures	\$ (4,653,489)
Amounts reported for government activities in the statement of activities are different because:	
Repayment of bond principal is reported as an expenditure in the governmental fund and as a reduction in liabilities in the statement of net assets	65,265,000
Interest expense in the statement of activities differs from the amount reported in the governmental fund due to the change in accrued interest between fiscal year ends on bonds payable	271,938
Amortized discounts are reported as expenses in the statement of activities	(1,952,548)
Amortized loss on defeased debt is reported as expense in the statement of activities	(5,820,424)
Amortized bond issuance costs are reported as expenses in the statement of activities	<u>(595,164)</u>
Change in net assets	<u>\$ 52,515,313</u>

See accompanying notes to financial statements.

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## Notes to Financial Statements

June 30, 2011

### (1) Reporting Entity

The Tobacco Settlement Revenue Management Authority (the "Authority") is a public body and an instrumentality of the State of South Carolina (the "State") established in 2001 pursuant to Section 11-49-10 et seq. of the South Carolina Code of Laws as amended. The State transferred to the Authority all of its rights and interests under the Master Settlement Agreement (the "MSA") and the Consent Decree and Final Judgment (the "Decree") between all participating States and the participating Tobacco manufacturers. These rights include the State's share of all Tobacco Settlement revenue received after June 30, 2001 and in perpetuity to be received under the MSA.

The core of a financial reporting entity is the primary government which has a separately elected governing body. As required by accounting principles generally accepted in the United States of America, the financial reporting entity includes both the primary government and all of its component units. Component units are legally separate organizations for which the elected officials of the primary government are financially accountable. In turn, component units may have component units.

An organization other than a primary government may serve as a nucleus for a reporting entity when it issues separate financial statements. That organization is identified herein as a primary entity. The Authority has determined it has no component units and that the Authority qualifies as a primary entity.

In accordance with Governmental Accounting Standards Board ("GASB") Statement No. 14, The Financial Reporting Entity, a primary government or entity is financially accountable if its officials or appointees appoint a voting majority of an organization's governing body including situations in which the voting majority consists of the primary entity's officials serving as required by law (e.g., employees who serve in an ex-officio capacity on the component unit's board are considered appointments by the primary entity) and (1) it is able to impose its will on that organization or (2) there is a potential for the organization to provide specific financial benefits to, or impose specific financial burdens on, the primary entity. The primary entity also may be financially accountable if an organization is fiscally dependent on it even if it does not appoint a voting majority of the board. An organization is fiscally independent if it holds all of the following powers:

- (1) Determines its budget without another government having the authority to approve and modify that budget.
- (2) Levies taxes or sets rates or charges without approval by another government.
- (3) Issues bonded debt without approval by another government.

The organization is fiscally dependent on the primary government or entity that holds one or more of the above powers. Based on these criteria, the Authority is a blended component unit of the primary government of the State. Accordingly, the financial statements are blended in the State's special revenue funds in its Comprehensive Annual Financial Report.

The Authority is governed by a board, which consists of five members. The members are the Governor or his designee, the State Treasurer, the Comptroller General, the Chairman of the Senate Finance Committee, and the Chairman of the House Ways and Means Committee. The Governor serves as chairman; in the absence of the Governor, the meeting is chaired by the State Treasurer. All members of the Board serve ex officio.

# TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

## Notes to Financial Statements

June 30, 2011

### (2) Summary of Significant Accounting Policies

- (a) General. In its accounting and financial reporting in conformity with accounting principles generally accepted in the United States of America, the Authority follows the pronouncements of the GASB.
- (b) Measurement Focus, Basis of Accounting, and Financial Statement Presentation. GASB Statement No. 34, Basic Financial Statements—and Management’s Discussion and Analysis—for State and Local Governments, requires government-wide financial statements to be prepared using the accrual basis of accounting and the economic resources measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Government-wide financial statements (i.e., the statement of net assets and the statement of activities) do not provide information by fund. Significantly, the statement of net assets includes non-current liabilities, which are not included in the fund statements.

The statement of activities demonstrates the degree to which direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include (1) charges to customers who purchase, use, or benefit from the services provided by a given function or segment and (2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Unrestricted interest income and other items not properly included among program revenues are reported as general revenues. The Authority has no program revenues.

In addition to the government-wide financial statements, the Authority has prepared financial statements for the Authority’s only governmental fund. Governmental fund financial statements use the modified accrual basis of accounting and the current financial resources measurement focus. Tobacco Settlement Revenues (“TSRs”) are recognized as soon as they are considered measurable and available. Revenues are considered available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Authority considers revenues to be available if they are collected within one year after the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred.

The Authority reports one governmental fund – the General Fund – which is the general operating fund of the Authority. It is used to account for all financial resources of the Authority. As a blended component unit of the State, the Authority’s General Fund is reported as a special revenue fund in the financial statements of the State.

When both restricted and unrestricted resources are available for use, it is the Authority’s policy to use restricted resources first, then unrestricted resources as they are needed.

- (c) Asset Recognition Criteria for TSRs. The Authority implemented GASB Technical Bulletin No. 2004-1: Tobacco Settlement Recognition and Financial Reporting Entity Issues (the “Bulletin”), effective July 1, 2003. The Bulletin requires the Authority to

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recognize TSRs when the event giving rise to recognition occurs (the domestic shipment of cigarettes by the tobacco manufacturers) in the government-wide financial statements, and when the event occurs and the TSRs become available in the fund financial statements. Other than the asset recognition criteria required by the Bulletin, future collections are not measurable and are therefore not recorded as assets in either the government-wide financial statements or the government fund financial statements.

- (d) Cash and Cash Equivalents. Cash includes cash on hand, demand deposits, and short term investments with original maturities of three months or less from the date acquired by the Authority.
- (e) Investments. Investments are recorded on the Statement of Net Assets and the Balance Sheet at fair value. All investment income, including changes in the fair value of investments, is reported as revenue in the Statement of Activities and the Statement of Revenues, Expenditures, and Changes in Fund Balance.
- (f) Restricted Assets. The Trust Indenture (as defined in Note 4 of the Notes to Financial Statements) requires the use of certain receivables, investments and earnings thereon as payment of or security for the Authority's debt service obligations. Because the assets are generally restricted for this purpose, they have been reflected in the restricted portion of the accompanying statements. These assets are comprised of TSRs receivable and accrued income receivable, along with certain amounts held in the following segregated trust accounts established and maintained by the trustee in the issuer's name:
  - (1) the Collections Account, into which are deposited all Collections (as defined in the Trust Indenture), including all TSRs, Lump Sum Payments, Partial Lump Sum Payments, Total Lump Sum Payments and investment earnings;
  - (2) the Debt Service Account, into which are deposited those sinking fund and interest amounts due in the two payment periods immediately following an MSA Payment Date (as that term is defined in the Trust Indenture);
  - (3) the Partial Lump Sum Payment Account, into which are deposited any payments received from a Participating Manufacturer that results in, or is due to, a release of a portion, but not all, of that Participating Manufacturer's future payment obligations under the MSA;
  - (4) the Liquidity Reserve Account, which holds the Liquidity Reserve Requirement and is more fully described below;
  - (5) the Turbo Redemption Account, into which all surplus Collections are deposited to effect Turbo Redemptions; and
  - (6) the Cost of Issuance Account which holds amounts to pay any item of expense directly or indirectly payable or reimbursable by the Authority and related to the authorization, sale, issuance, retirement or defeasance of bonds.

The following schedule reflects the balance at June 30, 2011 in each of the trust accounts maintained by the trustee:

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

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Notes to Financial Statements

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	<u>Balance</u>
Collections account	\$ -
Debt service account	1,792,508
Partial lump sum payment account	-
Liquidity reserve account	13,793,108
Turbo redemption account	1,355
Costs of issuance account	-
Total	<u>\$ 15,586,971</u>

The Liquidity Reserve Account has a balance at June 30, 2011 of \$13,793,108. The Authority is required to maintain a balance in the Liquidity Reserve Account equal to one year's interest on the Series 2008 Bonds, to the extent of available funds. Amounts on deposit in the Liquidity Reserve Account will be available to pay term bond maturities and sinking fund installments of, and interest on, the Series 2008 Bonds to the extent collections are insufficient for such purpose. Any amount remaining after such payments in excess of the Liquidity Reserve Requirement will be deposited in the Collections Account. Unless an event of default has occurred, amounts withdrawn from the Liquidity Reserve Account will be replenished from collections.

(g) Net Assets and Fund Balance. For the fiscal year ended June 30, 2011, the Authority implemented GASB Statement No. 54, Fund Balance Reporting and Governmental Fund Type Definitions. This Statement establishes fund balance classifications for governmental funds that comprise a hierarchy based primarily on the extent to which a government is bound to observe constraints imposed upon the use of the resources reported therein. The Statement requires governments to disclose information in the notes about the processes through which constraints are imposed, as well as accounting policies that determine whether restricted, committed, assigned, and unassigned amounts are considered to be spent.

- (1) In the government-wide Statement of Net Assets, the Authority's net assets are reported as unrestricted inasmuch as its restricted net assets are negative. Otherwise, a portion of net assets would be reported as restricted since the amounts are legally restricted by the Trust Indenture to be spent on debt service of the Authority.
- (2) In the Governmental Fund Balance Sheet, the portion of fund balance that is legally restricted by the Trust Indenture for debt service is reported as Restricted for debt service. The remaining portion of fund balance is reported as committed to operating expense inasmuch as that portion of fund balance is constrained by the Authority's annually adopted budget.

The Authority considers restricted and committed funds to be spent in that order when expenditures are incurred for which any of those amounts are available.

(h) Administrative Expenses. The State of South Carolina and certain of its agencies perform certain accounting, administrative, legal and enforcement services for the Authority, and the value of these services is accounted for in the financial statements.



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Custodial Credit Risk. Custodial credit risk for investments is the risk that, in the event of a failure of the counterparty, the Authority will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. At June 30, 2011, all of the Authority's investments were insured and registered.

The following table presents the fair value of investments as of June 30, 2011.

	Fair Value
Short Term Investments:	
US Treasury Notes	\$ 13,741,543
Repurchase Agreements	1,845,428
Total	\$ 15,586,971

Interest Rate Risk. Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. This risk is managed within the portfolio using effective duration. Effective duration is a measure of the price sensitivity of a bond or a portfolio of bonds to interest rate movements given a 50 basis point change in interest rates. It takes into account that expected cash flows will fluctuate as interest rates change and provides a measure of risk that changes proportionately with market rates. The following schedule presents the Authority's interest rate risk.

	Fair Value	Effective Duration
Short Term Investments:		
US Treasury Notes	\$ 13,741,543	0.5
Repurchase Agreements	1,845,428	-
Total	\$ 15,586,971	0.4

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation to the Authority. Credit risk ratings are not required for obligations of the U.S. government or those obligations explicitly guaranteed by the U.S. government. As of June 30, 2011, all of the Authority's investments were obligations of the U.S. government or obligations explicitly guaranteed by the U.S. government.

Concentration of credit risk is the risk of loss attributed to the magnitude of the government's investment in a single issuer. At June 30, 2011, all of the Authority's investment assets were invested in an overnight repurchase agreement with the Bank of New York, which repurchase agreement was fully collateralized by United States Treasury obligations.

Foreign currency risk is the risk that changes in exchange rates will adversely impact the fair value of an investment. At June 30, 2011, the Authority did not have any deposits or investments denominated in foreign currencies.

**(4) Bonds Payable**

On March 22, 2001, the Authority issued asset backed bonds pursuant to an indenture between the Authority and United States Trust Company of New York, as trustee, dated as of March 1, 2001. The State transferred to the Authority all of its rights and interests under the MSA and the

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Decree. These rights include the State's share of all Tobacco Settlement revenue received after June 30, 2001 and in perpetuity to be received under the MSA.

The MSA is an industry wide settlement of litigation between the Settling States and the Original Participating Manufacturers (the "OPMs") and was entered into between the attorneys general of the Settling States and the OPMs on November 23, 1998. The MSA provides for other tobacco companies, referred to as Subsequent Participating Manufacturers (the "SPMs"), to become parties to the MSA. The four OPMs together with the SPMs are referred to as the Participating Manufacturers (the "PMs"). The settlement represents the resolution of a large potential financial liability of the PMs for smoking related injuries, the costs of which have been borne and will likely continue to be borne by cigarette consumers. Pursuant to the MSA, the Settling States agreed to settle all their past, present, and future smoking related claims against the PMs in exchange for agreements and undertakings by the PMs concerning a number of issues. These issues include, among others, making payments to the Settling States, abiding by more stringent advertising restrictions, and funding educational programs, all in accordance with the terms and conditions set forth in the MSA. Distributors of PMs' products are also covered by the settlement of such claims to the same extent as the PMs.

In 2001, the Authority issued \$934,530,000 of Tobacco Settlement Asset Backed Bonds consisting of \$200,000,000 Series 2001A (Taxable) Term Bonds and \$734,530,000 Series 2001B (Tax Exempt) Term Bonds (collectively, the "Series 2001 Bonds"). The Series 2001 Bonds were issued by the Authority pursuant to a Trust Indenture between the Authority and United States Trust Company of New York, as trustee, dated as of March 1, 2001.

On June 26, 2008, the Authority defeased the outstanding principal amount of the Series 2001 Bonds by depositing a portion of the proceeds of \$275,730,000 Tobacco Settlement Revenue Management Authority Tobacco Settlement Revenue Asset-Backed Refunding Bonds, Series 2008 (the "Series 2008 Bonds") issued pursuant to an indenture between The Bank of New York Trust Company, N.A., as trustee, and the Tobacco Settlement Revenue Management Authority (the "Trust Indenture"), together with other available monies, with The Bank of New York Trust Company, N.A., as Trustee for the Series 2001 Bonds (the "Trustee") pursuant to the terms of an irrevocable Escrow Agreement (the "Escrow Agreement") dated June 26, 2008, by and between the Authority and the Trustee. As of June 30, 2011, a total of \$81,170,000 defeased Series 2001 Bonds remained outstanding.

Bond discounts, costs of issuance, and the loss on refunded debt are deferred and amortized over the term of the Series 2008 Bonds using the outstanding method, which results in amortization being computed using the percentage of bonds retired to total bonds issued. Amortization of bond discounts and loss on refunded debt are included in expenses as an addition to interest expense. The Authority expensed \$1,952,548 and \$5,820,424 relating to amortization of bond discounts and loss on refunded debt, respectively, for the year ended June 30, 2011. Amortization of bond issuance costs is included in expenses as a separate line item amount.

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The long-term debt of the Authority at June 30, 2011 is comprised of the following:

Series 2008 Tax Exempt Term Bonds due June 1, 2018	
with interest of 5% due semiannually on June 1 and December 1	
commencing on December 1, 2008	
Face value of bonds outstanding	\$ 71,700,000
Unamortized discount	(2,145,066)
Unamortized loss on refunded debt	(6,394,306)
	\$ 63,160,628

The sinking fund installment of the Series 2008 Bonds represents the amount of principal that the Authority will pay as of the specified distribution date (each a sinking fund payment date) from collections of TSRs and, if necessary, the Liquidity Reserve Account.

A failure by the Authority to pay the sinking fund installment of the Series 2008 Bonds on the applicable sinking fund installment payment date will not constitute an event of default under the Trust Indenture. However, a failure to pay interest on the Series 2008 Bonds when due or principal of the Series 2008 Bonds by their maturity dates will constitute an event of default under the Trust Indenture.

Turbo Redemptions represent the requirement contained in the Trust Indenture to apply 100% of all collections that are in excess of the requirements in the Trust Indenture for the funding of the operating expenses, the deposits to the Debt Service Account for the funding of interest, sinking fund installments, and term bond maturities, maintenance of the Liquidity Reserve Account and the Operating Contingency Account (such excess, surplus collections), to the redemption of Series 2008 Bonds on each distribution date (each a Turbo Redemption Date) in ascending order of maturity. Such surplus collections are deposited into the Turbo Redemption Account, established and maintained by the trustee under the Trust Indenture. Turbo Redemptions are credited against sinking fund installments for any particular Series 2008 Bonds in ascending order of sinking fund installment dates. Turbo Redemptions are not scheduled amortization payments and are made only from surplus collections, if any, and from amounts on deposit in the Partial Lump Sum Payment Account with confirmation from each rating agency that no rating then in effect, with respect to the Series 2008 Bonds, from such rating agency will be withdrawn, reduced, or suspended. Amounts in the Liquidity Reserve Account are not available to make Turbo Redemptions.

The following table reflects expected and actual Turbo Redemptions and sinking fund payments on the Series 2008 Bonds through June 30, 2011:

ended June 30	Turbo Redemptions		Sinking Fund Payments
	Expected	Actual	
2009	\$ 56,755,000	\$ 52,725,000	\$ 23,005,000
2010	84,805,000	63,035,000	-
2011	90,260,000	65,265,000	-
Total	\$ 231,820,000	\$ 181,025,000	\$ 23,005,000

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The Authority's debt service requirements based upon required sinking fund payments and interest payments on the Series 2008 Bonds are as follows:

Twelve months ending June 30	Sinking fund payments	Interest	Total debt service
2012	\$ -	\$ 3,585,000	\$ 3,585,000
2013	-	3,585,000	3,585,000
2014	-	3,585,000	3,585,000
2015	-	3,585,000	3,585,000
2016	4,210,000	3,585,000	7,795,000
2017 – 2018	67,490,000	5,220,000	72,710,000
	<u>\$ 71,700,000</u>	<u>\$ 23,145,000</u>	<u>\$ 94,845,000</u>

The Authority's long-term liability activity for the year ended June 30, 2011, was as follows:

	Balance June 30, 2010	Additions	Reductions	Balance June 30, 2011	Due Within one year
<b>Bonds:</b>					
Series 2008 bonds	\$ 136,965,000	\$ -	\$ 65,265,000	\$ 71,700,000	\$ -
Unamortized discounts	(4,097,614)	-	(1,952,548)	(2,145,066)	-
Unamortized loss on refunded debt	(12,214,730)	-	(5,820,424)	(6,394,306)	-
<b>Total</b>	<u>\$ 120,652,656</u>	<u>\$ -</u>	<u>\$ 57,492,028</u>	<u>\$ 63,160,628</u>	<u>\$ -</u>

**(5) Other Credit Risks – Tobacco Settlement Receipts and Other Issue-Specific Security**

The payment of the Series 2008 Bonds is dependent on the receipt of TSRs. The amount of TSRs actually collected is dependent on many factors, including cigarette consumption and the continued financial capability of the OPMs. Such bonds are secured by and payable solely from TSRs and investment earnings pledged under the Trust Indenture and amounts established and held in accordance with the Trust Indenture. The Series 2008 Bonds are payable only from the assets of the Authority. In the event that the assets of the Authority have been exhausted, no amounts will thereafter be paid on the Series 2008 Bonds. The Series 2008 Bonds are not legal or moral obligations of the State, and no recourse may be had thereto for payment of amounts owing on the Series 2008 Bonds. The Authority's only source of funds for payments on the Series 2008 Bonds is the TSRs. The Authority has no taxing power.

**(6) Contingencies**

Certain smokers, consumer groups, cigarette manufacturers, cigarette importers, cigarette distributors, native American tribes, taxpayers, taxpayers' groups, and other parties have instituted litigation against various tobacco manufacturers, including the PMs, as well as certain of the Settling States and other public entities. The lawsuits allege, among other things, that the MSA violates certain provisions of the United States Constitution, state constitutions, the Federal antitrust laws, Federal civil rights laws, state consumer protection laws, and unfair competition laws, certain of which actions, if ultimately successful, could result in a determination that the MSA is void or unenforceable. The lawsuits seek, among other things, an injunction against one or more of the Settling States from collecting any monies under the MSA and barring the PMs from collecting cigarette price increases related to the MSA and/or a determination that the MSA is void or unenforceable. In addition, class action lawsuits have been filed in several Federal and state courts alleging that under the Federal Medicaid law, any amount of tobacco settlement funds

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that the Settling States receive in excess of what they paid through the Medicaid program to treat tobacco related diseases should be paid directly to Medicaid recipients. To date, no such lawsuits have been successful or are on appeal. The enforcement of the terms of the MSA may, however, continue to be challenged in the future. In the event of an adverse court ruling, the Authority may not have adequate financial resources to make payment on the Series 2008 Bonds.

**(7) Disputed Payments**

During the periods ending June 30, 2006 through June 30, 2011, a number of participating manufacturers (“PMs”) deposited a portion of their tobacco settlement payments due on or about April 15 into a disputed payments account, incidental to findings by an independent arbitrator that MSA disadvantages were a significant factor in market share losses experienced by the PMs in calendar years 2003 through 2007. Under the provisions of the MSA, PMs are potentially entitled to an adjustment of their required payments under the MSA (a Non-Participating Manufacturer or NPM Adjustment) in the event that all of the PMs, in the aggregate, lose more than two percentage points of market share compared to the market share of the PMs in 1997. However, the adjustment cannot be applied against settling states that have enacted and diligently enforced an escrow fund statute under the MSA.

As a result of the PMs’ deposit into the disputed payments account, South Carolina’s share of payments under the MSA has been reduced for the past five fiscal years. While these payment reductions impacted Turbo Redemptions, the reductions did not impact the Authority’s ability to meet its payment obligations when due. A summary of these disputed payments follows:

Twelve months ended June 30	Total Payments Expected by the Authority	Actual Receipts	Estimated Impact of NPM Adjustment at the State's Allocation Percentage	Estimated Impact of Factors Other than the NPM Adjustment
2006	\$ 76,829,052	\$ 68,612,916	\$ 9,197,098	\$ (980,962)
2007	77,834,167	71,406,465	8,189,888	(1,762,186)
2008	91,427,527	83,474,567	6,191,878	1,761,082
2009	91,979,199	84,866,705	1,296,101	5,816,393
2010	92,553,878	76,308,650	6,777,105	9,468,123
2011	93,678,502	72,001,411	10,392,432	11,284,659
Total	<u>\$ 524,302,325</u>	<u>\$ 456,670,714</u>	<u>\$ 42,044,502</u>	<u>\$ 25,587,109</u>

**(8) Related Party Transactions**

The State of South Carolina, through the Office of Attorney General, the State Law Enforcement Division, and the South Carolina Department of Revenue, provides certain legal and enforcement services to the Authority. During the fiscal year ended June 30, 2011, the Authority made or provided for \$1,200,000 in directed transfers from its general fund to these state agencies to cover costs of providing these services. The Office of State Treasurer provides administrative, investment, operations, record keeping, and other support services to the Authority. Reimbursements totaling \$100,000 were made by the Authority during the fiscal year ended June 30, 2011 to cover costs of providing these services.

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**(9) Risk Management**

The Authority is exposed to risks of loss from torts and maintains State coverage for these risks. Management believes such coverage is sufficient to preclude any significant uninsured losses for the covered risks. There were no significant reductions in insurance coverage from coverage in the prior year. The insurer promises to pay to or on behalf of the insured for covered economic losses sustained during the policy period in accord with insurance policy and benefit program limits except for the deductibles. The Authority and other entities pay premiums to the State's Insurance Reserve Fund ("IRF") which issues policies, accumulates assets to cover the risks of loss, and pays claims incurred for covered losses related to torts.

The IRF is a self-insurer whose rates are determined actuarially.

No payments for uninsured losses were made during the fiscal year ended June 30, 2011.

**(10) Subsequent Events**

The Authority has evaluated all events subsequent to the statement of net assets date of June 30, 2011 through the date of issuance of these financial statements, September 29, 2011, in accordance with Accounting Standards Codification Topic 855 ("ASC Topic 855"). The Authority has determined that there are no subsequent events that require disclosure under ASC Topic 855.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Required Supplementary Information (unaudited)

Budgetary Comparison Schedule

General Fund

Year ended June 30, 2011

	Budgeted Amounts		Actual	Variance
	Original	Final		
<b>Revenues</b>				
Tobacco settlement receipts	\$ 92,434,192	\$ 92,434,192	\$ 72,001,411	\$(20,432,781)
Investment income	<u>34,466</u>	<u>34,466</u>	<u>53,317</u>	<u>18,851</u>
Total revenues	<u>92,468,658</u>	<u>92,468,658</u>	<u>72,054,728</u>	<u>(20,413,930)</u>
<b>Expenditures</b>				
Debt Service	87,439,375	87,439,375	72,113,250	(15,326,125)
Contractual services	3,652,500	3,652,500	1,054,629	(2,597,871)
Fixed charges and contributions	3,000	3,000	2,490	(510)
Miscellaneous administrative	<u>2,500</u>	<u>2,500</u>	<u>-</u>	<u>(2,500)</u>
Total expenditures	<u>91,097,375</u>	<u>91,097,375</u>	<u>73,170,369</u>	<u>(17,927,006)</u>
<b>Transfers</b>				
Transfers to other state agencies	<u>(1,350,000)</u>	<u>(1,350,000)</u>	<u>(1,300,000)</u>	<u>50,000</u>
Total transfers	<u>(1,350,000)</u>	<u>(1,350,000)</u>	<u>(1,300,000)</u>	<u>50,000</u>
Excess of revenues over expenditures	<u>\$ 21,283</u>	<u>\$ 21,283</u>	<u>\$ (2,415,641)</u>	<u>\$ (2,436,924)</u>

See accompanying notes to required supplementary information.

**TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY**

(A Component Unit of the State of South Carolina)

Notes to Required Supplementary Information (unaudited)

Budgetary Comparison Schedule

General Fund

Year ended June 30, 2011

**(1) Basis of Presentation**

Section 11-49-60 of the Code of Laws requires the Authority to adopt an annual budget for its operational expenditures. The accompanying budgetary comparison schedule compares the Authority's legally adopted budget to actual results on the budgetary basis.

**(2) Budgetary Revisions**

The Authority maintains budgetary control at the object category of expenditure and must approve any transfer of appropriations between the object categories.

**(3) Differences in Budgetary and GAAP Reporting**

The accompanying budgetary comparison schedule compares the Authority's legally adopted budget with actual results in accordance with the Authority's basis of budgeting. The Authority's primarily cash basis budgetary accounting principles, however, differ significantly from GAAP. These different accounting principles result in basis differences in the excess (deficiency) of revenues over (under) expenditures. Basis differences arise because the basis of budgeting differs from the GAAP basis used to prepare the governmental fund statement of revenues, expenditures and changes in fund balance. Those differences for the fiscal year ended June 30, 2011, were as follows:

	<u>Actual Amounts</u>
Deficiency of revenues	
under expenditures, budgetary basis	\$ (2,415,641)
Basis differences	
Tobacco settlement revenues are recognized on an accrual basis in the governmental fund statement of revenues expenditures and changes in fund balance, and on a cash basis in the general fund budgetary comparison schedule	(2,193,058)
Investment earnings are recognized on an accrual basis in the in the governmental fund statement of revenues expenditures and changes in fund balance, and on a cash basis in the general fund budgetary comparison schedule	(44,790)
Deficiency of revenues	
under expenditures, GAAP basis	\$ (4,653,489)



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**REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE  
AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN  
ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

Mr. Richard H. Gilbert, Jr. CPA,  
Deputy State Auditor  
Columbia, South Carolina

We have audited the financial statements of the governmental activities, and the major fund of the Tobacco Settlement Revenue Management Authority (“the Authority”) as of and for the year ended June 30, 2011, which collectively comprise the Authority’s basic financial statements and have issued our report thereon dated September 29, 2011. 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.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Authority’s internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinions on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Authority’s internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Authority’s internal control over financial reporting.

A *deficiency in internal control* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A *material weakness* is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the entity’s financial statements will not be prevented, or detected and corrected on a timely basis.

Our consideration of internal control over financial reporting was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over financial reporting that might be deficiencies, significant deficiencies, or material weaknesses. We did not identify any deficiencies in internal control over financial reporting that we consider to be material weaknesses, as defined above.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority’s financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an

objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the State Auditor and management of the Authority, and is not intended to be and should not be used by anyone other than these specified parties.

Columbia, South Carolina  
September 29, 2011

*The Hall Group, P.A.*