



TENNESSEE LOTTERY + YOU

A RECORD YEAR FOR STUDENTS

TENNESSEE EDUCATION LOTTERY CORPORATION
ANNUAL REPORT 2010



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Letter from the Board Chair and the President and CEO



On behalf of the Tennessee Education Lottery Corporation, it is our pleasure to present an overview of the organization's 2009-2010 fiscal year. Even with incredible challenges, including an unprecedented flood in May that impacted the TEL headquarters office and numerous retailer partners across the state, gross ticket sales and total education funding for the year were the highest for any fiscal year since inception. This year the TEL transferred \$288.87 million to the valuable education programs we fund—a 3.1 percent increase over the previous year. These proceeds were earned from a record \$1.138 billion in gross sales, which was a 4.6 percent increase over fiscal year 2008-2009. By the end of the 2009-2010 fiscal year, the TEL had raised a total of more than \$1.7 billion for education and sold more than \$6.61 billion in lottery products since inception. And as these important figures continue to grow each year, the TEL's non-direct operating expenses have remained constant.

Our continued success is welcome news at a time when college tuition continues to rise and economic hardship falls on many Tennesseans. While tuition costs and the national economy are

out of our hands, the TEL remains committed to maximizing dollars for education to help make dreams reality for students and families throughout the state.

Tennessee Lottery players have big dreams, too, and the TEL fulfilled the wishes of thousands of them by awarding more than \$707.17 million in prizes this year. This brought the total won since the Lottery's launch to more than \$3.93 billion, with 23 winning tickets worth \$1 million or more sold during this fiscal year alone.

It goes without saying that our success wouldn't be possible without our network of more than 4,800 retailer partners, who earned \$74.3 million in commissions this year. We want to extend our thanks to our hard-working partners, as well as to so many others who continue to support the TEL's efforts. By working together, we will remain a vital part of creating a brighter future for education in the state.

We invite you to review details, including the Lottery's audited financial statements, from this record year. And as always, we thank you in advance for your support in the years to come.



Rebecca Hargrove, President and CEO



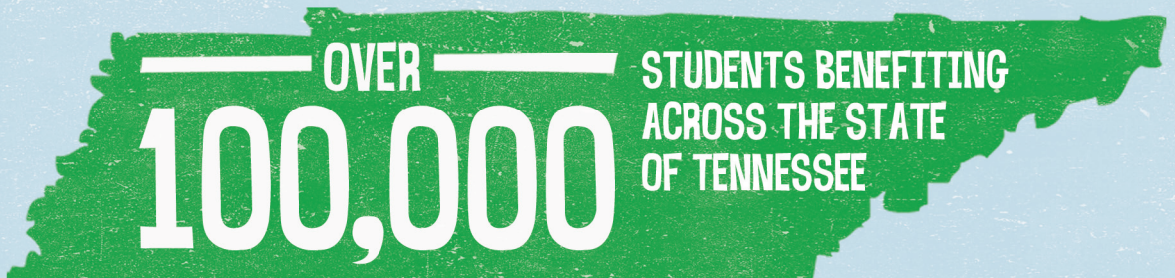
Jim Hill, Chair of the Board of Directors



TENNESSEE
EDUCATION
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YOU




Education Programs

Since the first education programs funded by the Tennessee Education Lottery Corporation began in fall 2004, they quickly became a valuable part of the state's overall strategy to improve education. Not only is the TEL a key factor in sending more students to higher education institutions, but it also contributes to improving the overall economic viability of the state.

All TEL scholarships and grants are administered by the Tennessee Student Assistance Corporation (TSAC) using funds deposited into the Lottery for Education Account. Lottery funds may also be used for pre-kindergarten and after-school programs, which are distributed by the Department of Education.

According to TSAC, approximately \$283.8 million was awarded during fiscal year 2009–2010. These funds were used to assist more than 98,000 students at higher education institutions in the state, including more than 14,600 students in dual enrollment classes. Dual enrollment grants continue to grow, giving high school students a head start to earning college credits.

Details about these recipients include:

	Board of Regents System (four-year)	26,296
	University of Tennessee System	20,179
	State Technical/Community Colleges	21,842
	Technology Centers	15,018
	Independent Four-Year Programs	14,548
	Independent Two-Year Programs	15
	Private/Business Trade	181
	TOTALS	98,079*

In addition, Lottery funds were used to support 85 after-school programs in the 2009–2010 academic year.

For additional information about Lottery-funded programs, visit SeeHowItAddsUp.com



*Note: Totals represent a distinct count of students and are not always a sum of the numbers in the section. Students can attend multiple institutions throughout an academic year, but these students are only counted once in each section total. Totals include dual enrollment students.
SOURCE: Tennessee Student Assistance Corporation

Games

What would a Lottery be without great games and prizes? The Tennessee Lottery introduced a variety of fresh, fun games during 2009–2010, which increased gross ticket sales to a record-high of \$1.138 billion. The “mega-est” news of the year was the history-making agreement between U.S. lotteries to allow states the option of offering both of the country’s mega-jackpot games: “Powerball” and “Mega Millions.” Since a large percentage of Tennessee Lottery players had proven to be fans of large jackpots, the TEL jumped at the chance to increase sales and revenues for education. The TEL’s Board of Directors unanimously approved adding the game at its November 2009 meeting, and the TEL launched “Mega Millions” on Jan. 31, 2010. During this time Lottery President and CEO Rebecca Hargrove served as Chair of the Powerball Group and as a key leader in coordinating the nationwide launch.

Instant ticket (scratch-off) games remained extremely popular, and the TEL introduced 38 new games from which to choose. Sales for these games increased \$48.9 million (5.8 percent) over the previous fiscal year and accounted for 78 percent of overall ticket sales. In fact, the launch of “Millionaire Jumbo Bucks,” a \$20 instant ticket with a top prize of \$1 million, combined with the launch of “Mega Millions,” helped boost sales the week of Jan. 30 through Feb. 6, 2010 to more than \$30.8 million—the third highest level since inception. In addition to cash prizes, licensed property games such as “Monopoly,” “Mustang Money,” “Sherlock Holmes,” and “Tennessee Titans” offered players the chance to win a variety of merchandise prizes by entering non-winning tickets into second-chance drawings. “Play it Again!”, the Lottery’s program that gives all other non-winning instant tickets a chance to win, remained popular and awarded more than \$2.45 million during the past fiscal year alone.

The Lottery broke new ground this year by combining two play styles into one game. The January 2010 launch of “Fast 5’s” was the first Tennessee instant game to offer cash prizes and free tickets for a drawing-style game. Not only did players have the chance to win cash prizes of up to \$25,000 instantly, but they could also win a Pick 5 Quick Pick ticket for the next available Pick 5 drawing. Other promotions during the year included a free ticket campaign in November to raise awareness of Cash 3 and Cash 4 and “Powerball Power Play ‘10X,’” which offered players the chance to win \$2 million for a limited time.

Details of all game sales during fiscal year 2009–2010 include:

Instant Tickets	\$ 890.3 million
Powerball	\$ 127.9 million
Mega Millions	\$ 15.9 million <i>(launched Jan. 31, 2010)</i>
Cash 3	\$ 57.2 million
Cash 4	\$ 25.6 million
Pick 5	\$ 11.9 million
Lotto Plus	\$ 9.5 million <i>(discontinued Jan. 30, 2010)</i>



Players and Winners



Carol and Bruce Maynard celebrate their big win.

a science teacher from Flintville who was thrilled to be one of the Lottery's 23 winners of \$1 million or more during the past fiscal year. "I just felt lucky," Sherry said when she described purchasing three winning tickets in a row—the third of which was a "Tennessee Millionaires Club" instant ticket worth \$1 million. Soon after Sherry's win came Allen Carpenter, a retired nuclear engineer from Crossville, who won \$1 million by adding "Power Play" to his "Powerball" ticket. Allen was excited to finally be able to put a new roof on his house and



Sherry Horton of Flintville won \$1 million by playing Tennessee Millionaire's Club.



This group of Nashville-area co-workers won \$1 million by using the Powerball Power Play.

said he would put the rest of his prize into savings. For Martin resident Rowena McIntyre, winning \$1 million by choosing the "Power Play" option on her "Powerball" ticket was a dream come true. "It's surreal," said Rowena, who works at a senior center. "This just gives me peace of mind...you have no idea."

Some of the calmest winners were the year's biggest, such as Bruce and Carol Maynard, whose \$4.85 million "Lotto Plus" jackpot win in January 2010 had their close-knit hometown of Benton abuzz with excitement. In fact, Bruce Maynard said the neighbors and others in

the community were as excited about the win as he and his wife.

These and other stories are great examples of how much fun the Lottery can bring, not only to those who win, but to the entire state.

Just a few other notable wins during the year were:

- A "Pick 5" jackpot of \$186,996 won by four separate players (each won \$46,749)
- 248 wins of \$50,000 or more
- 3 wins of \$1 million or more in August alone
- A \$1 million "Powerball" win by a group of 12 Nashville-area co-workers
- 49 winners who won a total of more than \$2.45 million from "Play it Again!" second-chance drawings



Rowena McIntyre of Martin won \$1 million by using the Powerball Power Play.

Retailers

The Lottery's network of retailer partners grew to 4,837 during fiscal year 2009–2010, making it more convenient than ever for players to purchase tickets and obtain information about the Lottery and its games. These dedicated business partners earned more than \$74.3 million in commissions and retailer bonuses during the past year for a total of \$431.7 million since inception.

As the primary contact with players throughout the state, retailers assist the TEL by providing valuable feedback about player interest, market trends and frequently asked questions. They share this information with their TEL Sales Representative,



who in turn helps them make the most of their partnership with the TEL. In addition to assisting retailers with marketing their Lottery products, TEL Sales Representatives provide colorful signage, hands-on training and remind them of the variety of additional services the TEL offers. For example, the Lottery maintains a toll-free helpline and website specifically for retailers, distributes a quarterly retailer newsletter and holds regular meetings with its Retailer Advisory Board. This Board is made up of representatives from across the state who meet with Lottery staff to share ideas and ways to assist the Lottery with its charge of maximizing dollars for education programs. Members of the 2009–2010 Board were Terry Roland, Rex

Bintz, Adnan “Adam” Mohammad, Asa Hazelwood, Kun “Duke” An, Pete Norman, Lyn Gregory, Tommy Hunt, William “Sonny” Boyce, Roy Wesson, and Janet Croxdale.

Retailers also participate in a variety of special promotions and events throughout the year, which adds to their role as Lottery advocates and also helps raise awareness about their location and the exciting products they offer.

During the past year, the TEL continued to recruit an expanded, non-traditional retailer base as one of its strategies to increase sales and funding for education programs in Tennessee.



Equal Business Opportunity Program

In addition to its mission of maximizing dollars for education, the Tennessee Lottery is committed to diversity and minority business participation through a variety of programs, including its workforce. The Lottery also gains valuable insight from its Advisory Council on Minority Business Participation, a group of Tennesseans dedicated to helping create strategies to develop and enhance economic development and educational opportunities for minority-owned businesses. Members of the 2009–2010 Council were Chairman Marvell Mitchell, Elizabeth Courtney, Gwendolyn Davis, Mark Deathridge, Sherrie Gilchrist, Willie Martin, Garry McNabb, and A. Gregory Ramos.



As it has every year since inception, the Lottery and its three major procurement vendors exceeded statutory and contractual goals set for its Equal Business Opportunity program during fiscal year 2009–2010. During this period, 22 percent, or \$397,302, of the Lottery's non-major procurement items were purchased from minority businesses. The Buntin Group, GTECH Corporation and Scientific Games International exceeded their contractual minority business participation goals by paying an average of 23 percent of dollars earned, or more than \$6.7 million, to minority-owned businesses. Details about each major procurement vendor's revenue earned from the Lottery paid to minority businesses during the past fiscal year include:

The Buntin Group: 26 percent, or \$1,774,000

GTECH: 26 percent, or \$3,430,000

Scientific Games: 17 percent, or \$1,567,000

These vendors support the Lottery's commitment to diversity in other ways, as well. The Buntin Group, GTECH and Scientific Games continued their sponsorship of the Lottery's annual Summer Internship Program for students attending the state's historical black colleges and universities. The objective is to provide professional business experience and basic career development skills. It is also a chance to provide an understanding of the specialized lottery industry, which has allowed several interns to gain part- or full-time employment with the Lottery and its vendors following the program.

And finally, the Lottery's workforce continued to reflect the community with its diversity and mix of talent that helped foster new ideas, address changing markets and customer demands. Of the 160 Tennessee Lottery employees during the fiscal year 2009–2010, 51 percent were women; 49 percent were men; 49 percent were minority*; and 51 percent were non-minority.

*Minority represents those employees who chose to identify themselves as African-American, Hispanic, American Indian, Alaskan Native, or Other on their employment application.

Management/Organization

A seven-member Board of Directors oversees the Tennessee Education Lottery, providing guidance and oversight, while a team of dedicated professionals are charged with meeting the objectives designed to maximize dollars for education in Tennessee.

EXECUTIVE DIVISION: Rebecca Hargrove, *President and CEO*

In addition to overseeing the daily operations of the Tennessee Lottery, the President and CEO is responsible for developing a broad vision for the organization and ensuring that strategies to achieve all objectives are implemented.

The Executive Division is also responsible for:

- Advertising strategy — Develops and oversees all advertising initiatives
- Communications — Manages all internal and external communications, including player services, media and public relations
- Legislative affairs — Serves as liaison between the Corporation and the General Assembly
- Internal controls — This department reports and works directly with the Board of Directors to ensure adequate internal controls are in place to provide integrity and accountability in the operation of the Lottery through objective analysis

Kym Gerlock, Vice President, Communications

Khristie Stoecklein, Vice President, Internal Controls (Dual reporting to the Board of Directors and the CEO)

LEGAL DIVISION: Wanda Young Wilson, *Executive Vice President and General Counsel*

The Legal Division includes:

- Human Resources—Responsible for managing employee and employment-related processes
- Legal Services—Provides legal advice and assistance to management and the Board of Directors, serves as the corporate records keeper, oversees litigation, and manages contract compliance
- Security—Responsible for physical and intellectual property security
- Retailer Contract Administration—Manages all functions of retailer applications and contracts
- Corporate Services—Responsible for daily functions such as mail, reception and supplies

Cynthia Fitzgerald, Vice President, Legal Services for Compliance

David Jennings, Vice President, Security

Craig Miller, Vice President, Human Resources

Andrew Morin, Vice President, Legal Services for Corporate Transactions

Management/Organization

SALES AND MARKETING DIVISION: Sidney Chambers, *Executive Vice President*

The Sales and Marketing Division oversees all aspects of the Lottery sales operation, including:

- Sales and marketing—Manages all sales activity and field marketing
- Retailer sales and services—Provides all facets of customer service for retailer network
- Corporate accounts—Manages corporate accounts
- Promotions and special events—Promotes the TEL at a variety of functions throughout the state
- Warehouse management and distribution
- District Offices—Manages the TEL's four District offices

Joe Hills, Vice President, Sales

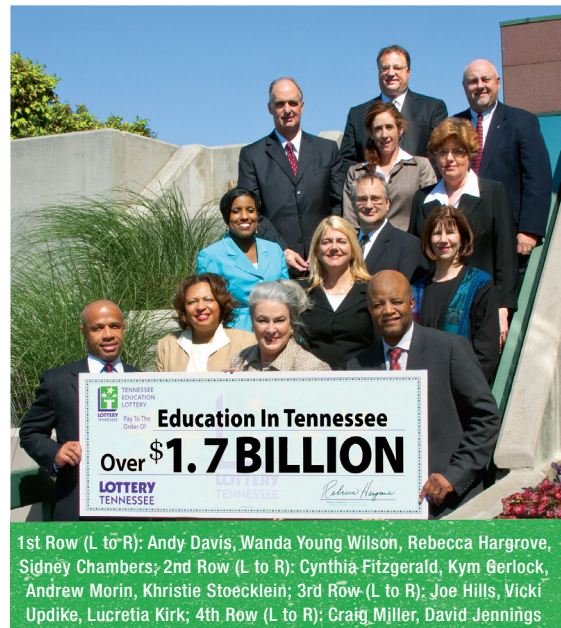
FINANCE AND INFORMATION SYSTEMS: Andy Davis, *Chief Financial and Information Systems Officer*

Finance and Information Systems is responsible for the following:

- Financial, product and retailer accounting
- Prize validation, statutory and financial reporting
- Cash management, budgeting, accounts receivables
- Procurement, facilities management and risk services
- Game drawings, including online and second-chance drawing activities
- Gaming systems and operations oversight
- Computer systems, technology infrastructure and telecommunications systems

Lucretia Kirk, Vice President, Information Systems

Vicki Updike, Vice President, Finance



Financials

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Auditor's Opinion Letter



STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY
DEPARTMENT OF AUDIT
DIVISION OF STATE AUDIT

SUITE 1500
JAMES K. POLK STATE OFFICE BUILDING
NASHVILLE, TENNESSEE 37243-1402
PHONE (615) 401-7897
FAX (615) 532-2765

Independent Auditor's Report

December 14, 2010

The Honorable Phil Bredesen, Governor
and
Members of the General Assembly
State Capitol
Nashville, Tennessee 37243
and
Board of Directors
Tennessee Education Lottery Corporation
Plaza Tower Metro Center
200 Athens Way
Nashville, TN 37228

Ladies and Gentlemen:

We have audited the accompanying statements of net assets of the Tennessee Education Lottery Corporation, a component unit of the State of Tennessee, as of June 30, 2010, and June 30, 2009, and the related statements of revenues, expenses, and changes in net assets and cash flows for the years then ended. These financial statements are the responsibility of the corporation's management. Our responsibility is to express an opinion on these financial statements, based on our audits.

Auditor's Opinion Letter

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in generally accepted government auditing standards. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Tennessee Education Lottery Corporation as of June 30, 2010, and June 30, 2009, and the changes in its financial position and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The management's discussion and analysis, as listed in the table of contents, is not a required part of the basic financial statements but is supplementary information required by 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 generally accepted government auditing standards, we have also issued our report dated December 14, 2010, on our consideration of the corporation'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 generally accepted government auditing standards and should be read in conjunction with this report in considering the results of our audit.

Sincerely,



Arthur A. Hayes, Jr., CPA
Director

AAH/dgv

Management's Discussion and Analysis

The Tennessee Education Lottery Corporation ("TEL") offers the following Management Discussion and Analysis ("MD&A") to the readers of the financial statements. This narrative overview provides an objective analysis of the TEL's financial activity for the fiscal years ended June 30, 2010 and 2009, with comparative information presented for the fiscal year ended June 30, 2008. The overview should be considered in conjunction with the independent auditor's report, the accompanying audited financial statements and notes to the financial statements.

UNDERSTANDING THE TEL'S FINANCIAL STATEMENTS

The TEL, a quasi-public instrumentality, is a component unit of the State of Tennessee. The TEL's activities are accounted for as a business-type activity using the full accrual basis of accounting, similar to a private business entity. In accordance with accounting principles generally accepted in the United States of America, this report consists of a series of comparative financial statements, along with notes to the financial statements designed to highlight the TEL's net assets and changes therein resulting from business operations.

The financial statements are comprised of three components:

- The Statements of Net Assets – Reflects the TEL's financial position at June 30, 2010 and June 30, 2009.
- The Statements of Revenues, Expenses, and Changes in Net Assets – Reports revenues and expenses incurred in relation to the sale of lottery products, as well as other non-gaming related activity for the fiscal years ended June 30, 2010 and June 30, 2009.
- The Statements of Cash Flows – Outlines the cash inflows and outflows related to the activity of selling lottery products and other business related activities for the fiscal years ended June 30, 2010 and June 30, 2009.

The Notes to the Financial Statements document additional information essential for readers to gain a comprehensive understanding of the data provided in the financial statements.

The TEL's primary business purpose is to generate revenues to fund college scholarships for residential Tennessee students attending higher educational institutions within the state. Accordingly, the main focus of the financial statements is determining funds available for payment to the State of Tennessee's Lottery for Education Account. Furthermore, in addition to funding this account, the TEL's unclaimed prize funds are deposited to the After-School Programs special account which benefits after-school programs throughout the state of Tennessee.

FISCAL YEAR 2010 FINANCIAL HIGHLIGHTS

Generating over \$1.1 billion in sales and returning \$288.9 million to education – \$276 million to the Lottery for Education Account and \$12.9 million to the After-School Programs special account, the Tennessee Education Lottery set a new record for gross sales and total education funding for the fiscal year ended June 30, 2010.

For the fourth straight year, the TEL achieved gross sales of over \$1 billion. Additionally, in comparison to fiscal year 2009, gross sales increased by \$50.5 million. Management attributes this trend to the success of the instant ticket marketing strategy which continued to include launches of spotlight games (i.e. *Millionaire Jumbo Bucks* (\$20), licensed property games (i.e., *Monopoly* (\$5), *Mustang Money* (\$5), *Sherlock Holmes* (\$2), and *Tennessee Titans* (\$5), and increased prizes that boosted the instant ticket game sales by \$48.9 million (5.8%).

Cash 3 and Cash 4 experienced a sales increase of 1.4% in fiscal year 2010. This increase is attributed to the increased prize payout experienced in fiscal year 2010.

Management's Discussion and Analysis

Pick 5, a jackpot driven game, saw ticket sales decline by \$2.0 million (14%) in fiscal year 2010 due to lower jackpots than in the prior year. In fiscal year 2009, Pick 5 experienced six jackpots over \$300,000, while in fiscal year 2010 only one jackpot over \$300,000 was experienced.

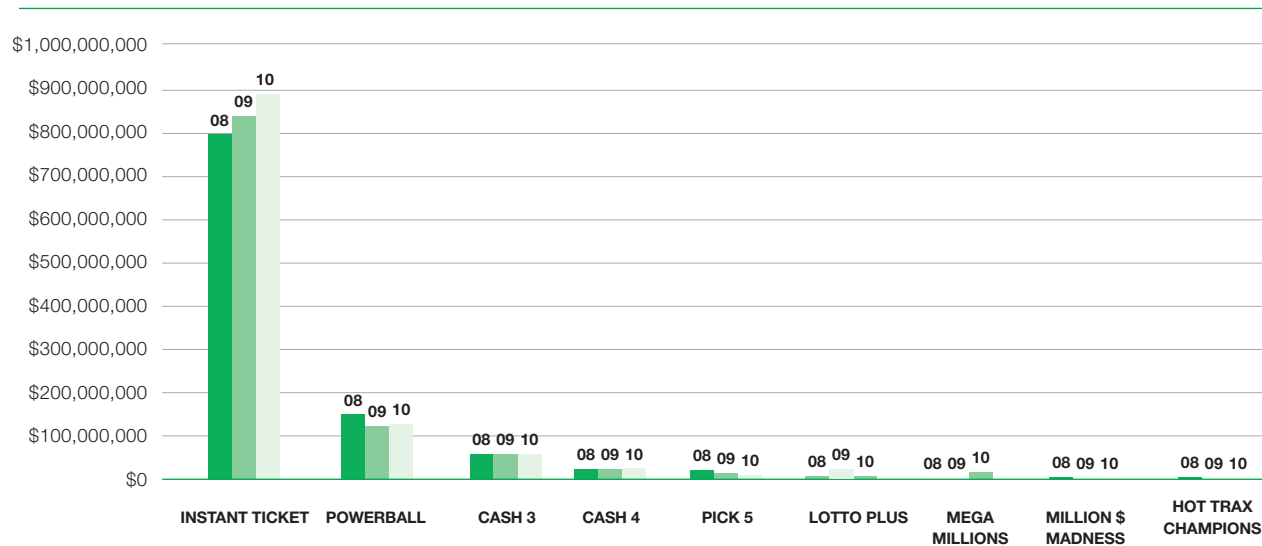
In January 2010, TEL ended the Lotto Plus game due to the declining profitability of the game. On January 31, 2010, TEL introduced the multi-jurisdictional game Mega Millions. This gave Tennessee players the opportunity to play large jackpot games four times each week.

Powerball sales experienced a slight increase of 1% in fiscal year 2010. Powerball sales are impacted by the size of the jackpots. In fiscal year 2010, we experienced five jackpot cycles between \$170 million and \$260 million, compared to just three jackpots in the same range for fiscal year 2009.

The combined Powerball and Mega Millions sales for the five months since launch were up 16% or \$6.5 million in fiscal year 2010 over the combined Powerball and Lotto Plus sales for the five months prior to the launch of Mega Millions.

The Hot Trax Champions game was discontinued in December 2008, due to declining sales and limited retailer support.

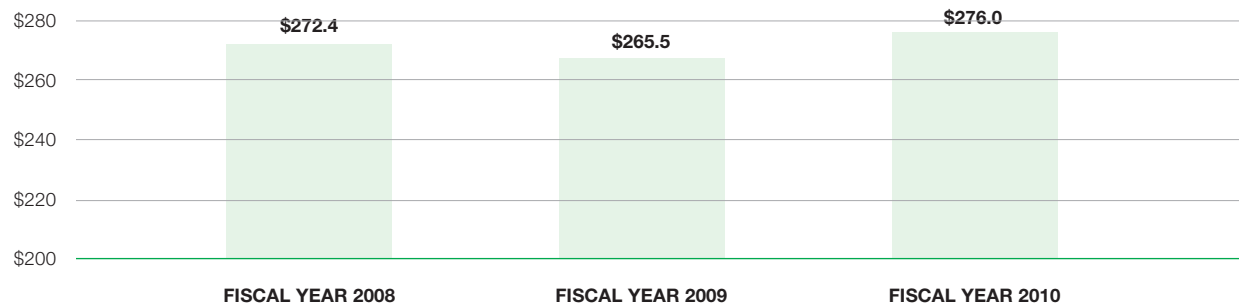
**TENNESSEE EDUCATION LOTTERY GROSS TICKET REVENUES
FISCAL YEAR 2010 COMPARISON TO 2009 AND 2008**



The TEL generated \$276.0 million for the Lottery for Education Account in fiscal year 2010, compared to \$265.5 million in fiscal year 2009 and \$272.4 million in fiscal year 2008.

Management's Discussion and Analysis

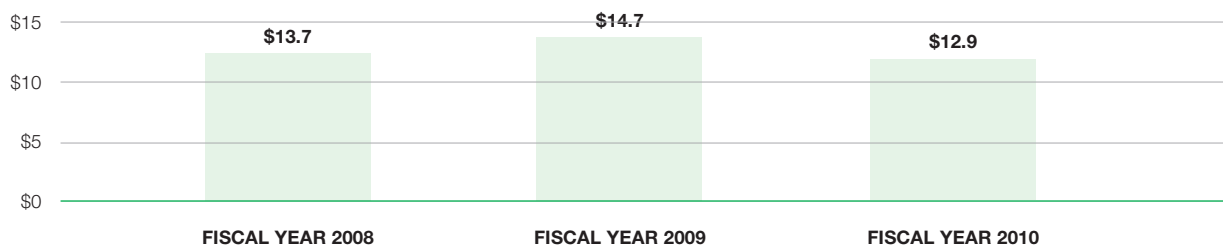
TENNESSEE EDUCATION LOTTERY PROCEEDS FOR THE LOTTERY FOR EDUCATION ACCOUNT (IN MILLIONS)



The amounts deposited to the After-School Programs special account are derived from unclaimed prizes for instant games that have been officially closed and online draws that have exceeded the 180 day claim period. Unclaimed prizes for instant games are estimated based upon historical percentages of actual unclaimed dollars at the time of game close, for reconciliation at the end of the 90 day redemption period. For online games, the actual unclaimed amounts are determined after the expiration of the related claim period for the draw.

In fiscal year 2010, the TEL recognized \$12.9 million for the After-School Programs special account as compared to \$14.7 million in fiscal year 2009, and \$13.7 million in fiscal year 2008. In fiscal year 2009, TEL realized \$2 million in unclaimed funds related to the Million \$ Madness online game.

TENNESSEE EDUCATION LOTTERY PROCEEDS FOR THE AFTER-SCHOOL PROGRAMS ACCOUNT (IN MILLIONS)



Management's Discussion and Analysis

CONDENSED STATEMENT OF NET ASSETS

ASSETS	JUNE 30, 2010	INCREASE/ (DECREASE)	JUNE 30, 2009	INCREASE/ (DECREASE)	JUNE 30, 2008
CURRENT ASSETS					
Cash	\$ 68,322,000	\$ 651,000	\$ 67,671,000	\$ (867,000)	\$ 68,538,000
Retailer accounts receivable, net	47,706,000	4,999,000	42,707,000	(5,150,000)	47,857,000
Other	6,487,000	(9,000)	6,496,000	(263,000)	6,759,000
Total current assets	122,515,000	5,641,000	116,874,000	(6,280,000)	123,154,000
NON-CURRENT ASSETS					
Other	2,297,000	(207,000)	2,504,000	(32,000)	2,536,000
Capital assets, net	1,359,000	(363,000)	1,722,000	(366,000)	2,088,000
Total non-current assets	3,656,000	(570,000)	4,226,000	(398,000)	4,624,000
Total assets	126,171,000	5,071,000	121,100,000	(6,678,000)	127,778,000
LIABILITIES					
CURRENT LIABILITIES					
Due to Lottery for Education Account	71,666,000	4,002,000	67,664,000	695,000	66,969,000
Due to After-School Programs Account	12,894,000	(1,772,000)	14,666,000	942,000	13,724,000
Prizes payable	34,302,000	2,355,000	31,947,000	(7,144,000)	39,091,000
Accounts payable and accrued liabilities	3,659,000	1,155,000	2,504,000	(909,000)	3,413,000
Deferred liabilities	766,000	(345,000)	1,111,000	(32,000)	1,143,000
Total current liabilities	123,287,000	5,395,000	117,892,000	(6,448,000)	124,340,000
NON-CURRENT LIABILITIES					
Non-current portion of other liabilities	2,877,000	(331,000)	3,208,000	(133,000)	3,341,000
Total non-current liabilities	2,877,000	(331,000)	3,208,000	(133,000)	3,341,000
Total liabilities	126,164,000	5,064,000	121,100,000	(6,581,000)	127,681,000
NET ASSETS					
Investment in capital assets	1,359,000	(363,000)	1,722,000	(366,000)	2,088,000
Unrestricted assets	(1,359,000)	363,000	(1,722,000)	366,000	(2,088,000)
Restricted assets	7,000	7,000	-	(97,000)	97,000
Total net assets	\$ 7,000	\$ 7,000	\$ -	\$ (97,000)	\$ 97,000

OVERVIEW OF FINANCIAL POSITION

ASSETS: The \$5.07 million increase in total assets at June 30, 2010, and the \$6.68 million decrease in total assets at June 30, 2009, were primarily due to the timing of the collection of Retailer Accounts Receivable balances.

Management's Discussion and Analysis

LIABILITIES: The \$5.06 million increase in total liabilities at June 30, 2010, relates primarily to increased sales, resulting in higher net proceeds payable to the Lottery for Education Account, and more prizes payable to players.

The \$6.58 million decrease in total liabilities at June 30, 2009, related primarily to decreased prizes payable due to the timing of the receipt and payout of winning prize claims experienced during fiscal year 2009 as compared to fiscal year 2008.

CONDENSED STATEMENT OF REVENUES & EXPENSES

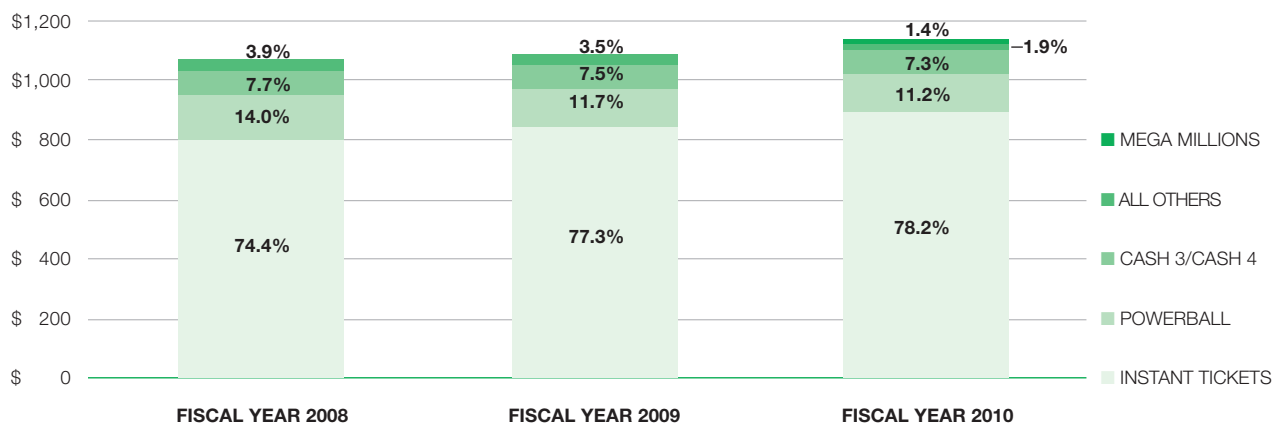
	JUNE 30, 2010	INCREASE/ (DECREASE)	JUNE 30, 2009	INCREASE/ (DECREASE)	JUNE 30, 2008
REVENUES:					
Instant games	\$ 890,273,000	\$ 48,901,000	\$ 841,372,000	\$ 45,578,000	\$ 795,794,000
Online games	248,117,000	1,604,000	246,513,000	(22,652,000)	269,165,000
Less instant/promotional tickets provided as prizes	(77,910,000)	(5,457,000)	(72,453,000)	1,925,000	(74,378,000)
Games revenue, net	1,060,480,000	45,048,000	1,015,432,000	24,851,000	990,581,000
Bad debt recoveries/(expense), net	(374,000)	122,000	(496,000)	(291,000)	(205,000)
Retailer service fees	3,410,000	143,000	3,267,000	58,000	3,209,000
Interest income	211,000	(1,052,000)	1,263,000	(1,066,000)	2,329,000
Other revenue	496,000	(146,000)	642,000	149,000	493,000
Total revenues	1,064,223,000	44,115,000	1,020,108,000	23,701,000	996,407,000
EXPENSES:					
Cost of sales	760,539,000	35,717,000	724,822,000	29,008,000	695,814,000
General, administrative and other operating expenses	14,766,000	(335,000)	15,101,000	688,000	14,413,000
Other expenses	38,000	(92,000)	130,000	56,000	74,000
Proceeds to After-School Program Account	12,894,000	(1,772,000)	14,666,000	942,000	13,724,000
Proceeds to Lottery for Education Account	275,979,000	10,493,000	265,486,000	(6,930,000)	272,416,000
Total expenses	1,064,216,000	44,011,000	1,020,205,000	23,764,000	996,441,000
Change in net assets	7,000	104,000	(97,000)	(63,000)	(34,000)
Total net assets, beginning of year	-	(97,000)	97,000	(34,000)	131,000
Total net assets, end of year	\$ 7,000	\$ 7,000	\$ -	\$ (97,000)	\$ 97,000

Management's Discussion and Analysis

REVENUES

Gross lottery ticket sales for the fiscal years ended June 30, 2010, 2009, and 2008 were \$1.138 billion, \$1.088 billion, and \$1.065 billion, respectively. The following chart depicts the distribution of sales by product for the three fiscal years ended June 30:

**TENNESSEE EDUCATION LOTTERY
SALES BY PRODUCT PER FISCAL YEAR
(IN MILLIONS)**



GROSS INSTANT TICKET sales for 2010 grew to \$890.3 million, which represents a 5.8% increase over 2009 instant ticket sales of \$841.4 million. Gross instant ticket sales for 2009 of \$841.4 million represented a 6% increase over 2008 instant sales of \$795.8 million. Instant tickets represent approximately 78% of total gross sales in fiscal year 2010, approximately 77% in 2009 and approximately 74% in 2008. The year-over-year increase in gross instant ticket sales is attributed to the instant ticket marketing strategy which involves ongoing introduction of multiple spotlight games, including special themed games, and higher price point games with higher prize payouts. The games most popular with the players in 2010 were Jumbo Bucks, Giant Jumbo Bucks, Junior Jumbo Bucks, Millionaire Jumbo Bucks, Lucky 7's and Tennessee Millionaire's Club.

POWERBALL sales for the fiscal years 2010, 2009, and 2008 were \$127.9 million, \$126.7 million, and \$149.5 million, respectively. These amounts represent approximately 11%, 12%, and 14% of gross ticket sales, respectively, for each fiscal year.

Powerball is a multi-jurisdictional lottery game operated in the following jurisdictions in addition to Tennessee: Arizona, Arkansas, Colorado, Connecticut, Delaware, District of Columbia, Florida, Idaho, Iowa, Indiana, Kansas, Kentucky, Louisiana, Maine, Minnesota, Missouri, Montana, Nebraska, New Hampshire, New Mexico, North Carolina, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, U.S. Virgin Islands, Vermont, Wisconsin, and West Virginia. On January 31, 2010, Powerball began cross-selling tickets in 10 Mega Millions states. Those states were Georgia, Illinois, Maryland, Massachusetts, Michigan, New Jersey, New York, Texas, Virginia, and Washington.

MEGA MILLIONS is a multi-jurisdictional lottery game administered by a lottery consortium group. The group includes the following state lotteries: California, Georgia, Illinois, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Texas, Virginia, and Washington. Tennessee and certain other MUSL lottery members are authorized to sell the Mega Millions game by the consortium as part of a cross-sell agreement. Tennessee began sales for the game in January 2010. Sales were \$15.9 million for 2010.

Management's Discussion and Analysis

CASH 3 sales for fiscal years 2010, 2009, and 2008 were \$57.2 million, \$57.2 million, and \$59.3 million, respectively. These amounts represent approximately 5%, 5%, and 6% of gross ticket sales, respectively, for each year. Average weekly sales for Cash 3 were approximately \$1.1 million in 2010, 2009 and 2008.

CASH 4 sales were \$25.6 million, \$24.5 million, and \$23.3 million in the years 2010, 2009, and 2008, respectively. Average weekly sales for Cash 4 were approximately \$491 thousand, \$471 thousand, and \$449 thousand in 2010, 2009, and 2008, respectively.

PICK 5 sales were \$11.9 million, \$13.9 million and \$22.9 million in the years 2010, 2009, and 2008, respectively. Average weekly sales for Pick 5 were approximately \$228 thousand, \$267 thousand, and \$440 thousand in 2010, 2009, and 2008, respectively. The significant decrease in 2009 compared to 2008 was attributable to full year sales of Lotto Plus and smaller jackpots in fiscal year 2009.

LOTTO PLUS, an online game, was introduced in March 2008. The game was ended in January 2010 due to the declining profitability of the game and the conflicting draw schedule with Mega Millions. Sales were \$9.5 million, \$23.4 million, and \$8.1 million in 2010, 2009, and 2008, respectively. Average weekly sales for Lotto Plus were approximately \$313 thousand, \$450 thousand, and \$509 thousand in 2010, 2009, and 2008, respectively.

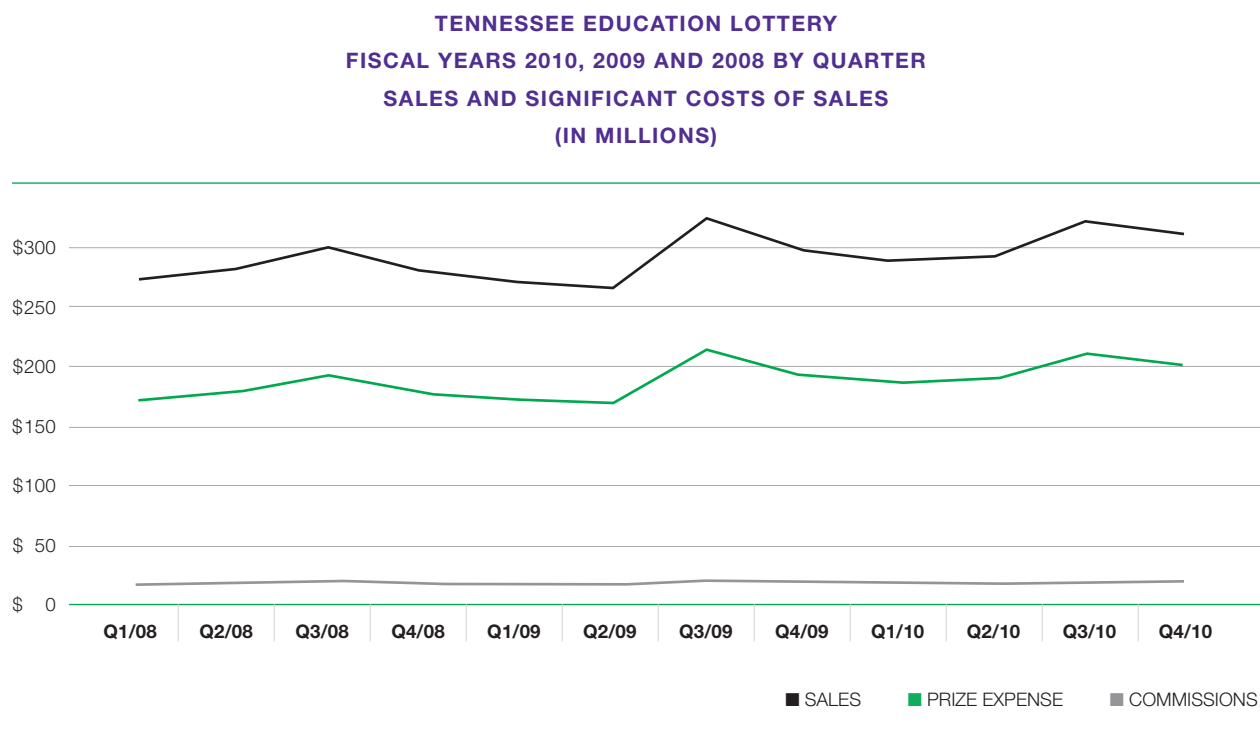
HOT TRAX CHAMPIONS sales were \$793 thousand in 2009 and \$2.3 million in 2008. This game was discontinued on December 31, 2008 due to declining sales and limited retailer support.

MILLION \$ MADNESS, a raffle-style online game, was introduced and fully executed in fiscal year 2008. Sales from this game were \$3.8 million in 2008. This game did not meet sales expectations in fiscal year 2008 and was not reopened in fiscal year 2009.

Management's Discussion and Analysis

COST OF SALES

Cost of sales is comprised of prize expense net of unclaimed prizes, retailer commissions, contractor fees, and other marketing costs. As the following chart depicts, these expenses are relational to and change in direct proportion with changes in ticket sales:



Gross prize expense was \$664.0 million, \$633.3 million and \$602.3 million in the years 2010, 2009 and 2008, respectively. Increases of \$30.71 million in 2010 and \$31.05 million in 2009 are reflective of the increases in overall ticket sales realized in the related period.

Instant games prize expense is managed through the number of tickets printed for each game and value of prizes as determined prior to ticket production. Prize expense is recorded based on an established prize structure and related percentage of sales for each game introduced and is recognized when products are made available for sale to the public. The aggregated prize payout for all instant games was 66.4%, 66.1% and 64.7% of instant game sales, net of free tickets for 2010, 2009, and 2008, respectively.

Gross prize expense for online games generally increases or decreases in direct proportion to ticket sales of the related game and is recorded at the time of the related draw, with the exception of Million \$ Madness. Gross prize expense for Million \$ Madness was recognized as tickets were sold by retailers in an amount equal to the proportionate share of the total value of available prizes. Upon completion of the game, gross prize expense was recorded as the amount equal to the total value of all prizes available for this online game.

Retailer commissions were \$74.3 million, \$71.0 million, and \$69.6 million for the years ended June 30, 2010, 2009, and 2008, respectively. Consistent with the cost driver relationship of ticket sales to retailer commissions, the increases of \$3.3 million in 2010 and \$1.4 million in 2009 are reflective of the increases in overall ticket sales realized in the related period.

Management's Discussion and Analysis

Retailers are compensated a set commission percentage of 6.5% on all instant tickets settled and online tickets sold. They also receive an additional 1% bonus for cashing Cash 3 and Cash 4 ticket prizes. Additionally, the TEL will pay a bonus of \$25,000 to a retailer who sells a single jackpot winning ticket for Powerball or Mega Millions; however, if there are multiple winning Powerball or Mega Millions jackpot winning tickets sold in Tennessee in a single drawing, the \$25,000 selling bonus will be divided equally (based on the number of winning tickets sold by each retailer) between or among the respective retailers. The TEL will also pay a \$5,000 bonus to retailers selling any online game ticket where the prize won is equal to or greater than \$1 million. No Powerball or Mega Millions jackpot ticket selling bonuses were paid during the last three fiscal years. Online game ticket selling bonuses equaling \$60,000, \$45,000, and \$30,000 were awarded for fiscal years 2010, 2009, and 2008, respectively.

Contractor fees for fiscal years 2010, 2009, and 2008, were respectively \$22.6 million, \$22.0 million and \$21.4 million. The TEL has retained two contractors for the operation of its online gaming network and the manufacturing, warehousing and distribution of its instant ticket games. As compensation, the instant ticket vendor receives a contractually negotiated fee on the selling price of all instant ticket activations, whereas the online gaming vendor receives a contractually negotiated fee on the selling price of online tickets sold, and on instant ticket activations net of free instant tickets available as prizes.

Effective April 1, 2009, the instant ticket gaming contract was renegotiated to extend through April 9, 2015, and also to include a reduction of the contractor service fee from 1.139% to 1.07%. For fiscal year 2010, the related contractor was compensated at the rate of 1.07%. The fee received for fiscal year 2009 was 1.139% for the fiscal period July 1, 2008 through March 31, 2009, and 1.07% for the fiscal period April 1, 2009 to June 30, 2009. The fee received for fiscal year 2008 was 1.139%.

For fiscal years 2010, 2009 and 2008, the online gaming contractor was compensated at the rate of 1.24% of ticket sales, with an additional .6% received for Hot Trax Champions ticket sales. Additionally, effective March 3, 2009, this contract was renegotiated to extend through April 9, 2015. Terms of this contract include the continuation of the contractor fee at 1.24%, as well as this vendor's agreement to provide, install and maintain up to eight hundred (800) instant ticket vending machines (ITVMs) for the TEL.

Advertising costs incurred by the TEL were \$9.4 million, \$10.5 million, and \$11.7 million for the fiscal years 2010, 2009, and 2008, respectively. These costs are significantly influenced by budget directives and constraints. On a continuous basis, management strives to achieve an optimal balance between these costs and obtained benefits. During fiscal year 2010 and 2009, the TEL's \$1.1 million and \$1.2 million decrease from the prior year resulted from the implementation of several corporate-wide cost-saving initiatives.

GENERAL, ADMINISTRATIVE AND OTHER OPERATING EXPENSES

General, administrative, and other operating expenses were \$14.80 million, \$15.23 million, and \$14.49 million for the fiscal years 2010, 2009, and 2008, respectively. For each of these years, the five (5) major expense components were depreciation, personnel, professional fees, property expenses, and telecommunications. These expenses do not change in direct proportion with revenues, but are instead significantly influenced by budget directives and constraints, and current business and economic conditions. In view of these factors, moderate variances in these expenses are expected to occur over fiscal periods. Nevertheless, to the most reasonable extent possible, TEL's management team works diligently to control these expenses to relatively consistent year-over-year amounts.

Management's Discussion and Analysis

POTENTIAL FACTORS IMPACTING FUTURE RESULTS

The TEL's mission is to maximize revenues for the purpose of maximizing payments to the Lottery for Education Account. A continuous assessment of Tennessee's economic environment and the TEL's own product lines and operations are essential to accomplish this mission. The following considerations have been presented to inform those interested in the TEL's operations about factors that could potentially affect future results:

- The TEL will continue to implement promotional offerings to improve brand awareness and increase player participation in our online games.
- The TEL will continue to introduce new instant and online game product offerings, as well as consider the expansion of our licensed property games that are gaining nationwide popularity.
- The TEL will review the prize payout percentages for its instant game products to determine if revisions in the prize payout structures will result in higher actual net proceeds.

CONTACTING THE TEL'S FINANCIAL MANAGEMENT

This financial report is designed to provide the State of Tennessee, the public, and other interested parties with an overview of the financial results of the TEL's activities and to show the TEL's accountability for conducting business in a fiscally responsible manner. If you have questions about this report or require additional financial information, contact the TEL's Finance Department at the following address:

Tennessee Education Lottery Corporation

Plaza Tower Metro Center
200 Athens Way, Suite 200
Nashville, Tennessee 37228

TENNESSEE EDUCATION LOTTERY CORPORATION
STATEMENTS OF NET ASSETS
AS OF JUNE 30, 2010 AND JUNE 30, 2009

ASSETS	JUNE 30, 2010	JUNE 30, 2009
CURRENT ASSETS		
Cash (Note 2)	\$ 68,315,000	\$ 67,671,000
Restricted fidelity fund cash	7,000	-
Retailer accounts receivable, net	47,706,000	42,707,000
Prepaid expenses and other assets	6,383,000	6,392,000
Prize annuity investments (Note 3)	104,000	104,000
Total current assets	122,515,000	116,874,000
NON-CURRENT ASSETS		
Prepaid expenses and other assets	56,000	76,000
Prize annuity investments (Note 3)	2,241,000	2,428,000
Capital assets, net of depreciation of \$3,802,000 and \$3,167,000 (Note 4)	1,359,000	1,722,000
TOTAL ASSETS	126,171,000	121,100,000
LIABILITIES		
CURRENT LIABILITIES		
Due to Lottery for Education Account (Note 7)	71,666,000	67,664,000
Due to After-School Programs Account (Note 8)	12,894,000	14,666,000
Prizes payable	34,198,000	31,843,000
Accounts payable	50,000	77,000
Prize annuities payable (Note 3)	104,000	104,000
Accrued liabilities (Note 10)	3,609,000	2,427,000
Deferred rent (Note 6)	61,000	61,000
Deferred revenue	705,000	1,050,000
Total current liabilities	123,287,000	117,892,000
NON-CURRENT LIABILITIES		
Prize annuities payable (Note 3)	2,241,000	2,428,000
Accrued liabilities (Note 10)	119,000	105,000
Deferred rent (Note 6)	517,000	675,000
Total non-current liabilities	2,877,000	3,208,000
TOTAL LIABILITIES	126,164,000	121,100,000
NET ASSETS		
Investment in capital assets	1,359,000	1,722,000
Unrestricted assets:		
Capital assets	(1,359,000)	(1,722,000)
Restricted assets:		
Restricted for uncollectible retailer receivables	7,000	-
TOTAL NET ASSETS	\$ 7,000	\$ -

See notes to financial statements.

TENNESSEE EDUCATION LOTTERY CORPORATION
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2010 AND 2009

	JUNE 30, 2010	JUNE 30, 2009
OPERATING REVENUES		
Ticket sales, net	\$ 1,138,016,000	\$ 1,087,389,000
Less instant/promotional tickets provided as prizes	(77,910,000)	(72,453,000)
Net ticket sales	1,060,106,000	1,014,936,000
Retailer service fees	3,410,000	3,267,000
Other	451,000	609,000
Net operating revenues	1,063,967,000	1,018,812,000
OPERATING EXPENSES		
Available prizes	664,042,000	633,328,000
Current year actual unclaimed prizes (Note 8)	(12,894,000)	(14,666,000)
Net prizes	651,148,000	618,662,000
Retailer commissions and bonuses	74,331,000	71,032,000
Contractor fees	22,638,000	21,999,000
Advertising	9,378,000	10,483,000
Salaries and benefits	11,134,000	11,215,000
Retailer merchandising and marketing	3,044,000	2,646,000
Rent, utilities, and maintenance	1,730,000	1,842,000
Depeciation	769,000	786,000
Professional fees	262,000	364,000
General administrative and other operating	871,000	894,000
Total operating expenses	775,305,000	739,923,000
Operating income	288,662,000	278,889,000
NONOPERATING REVENUES (EXPENSES)		
Interest revenue	211,000	1,263,000
Retailer fees for future uncollectible retailer receivables	45,000	33,000
Fidelity fund retailer non-feasance recoupments (Note 1)	(38,000)	(130,000)
Proceeds to After-School Programs Account (Note 8)	(12,894,000)	(14,666,000)
Proceeds to Lottery for Education Account (Note 7)	(275,979,000)	(265,486,000)
Total nonoperating revenues (expenses)	(288,655,000)	(278,986,000)
Change in Net Assets	7,000	(97,000)
NET ASSETS, beginning of year	-	97,000
NET ASSETS, end of year	\$ 7,000	\$ -

See notes to financial statements.

TENNESSEE EDUCATION LOTTERY CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2010 AND JUNE 30, 2009

	JUNE 30, 2010	JUNE 30, 2009
OPERATING ACTIVITIES		
Cash received from customers	\$ 1,054,805,000	\$ 1,020,071,000
Other operating cash received	3,815,000	3,841,000
Cash paid for prizes	(648,850,000)	(625,688,000)
Cash paid to/on behalf of gaming vendors	(22,567,000)	(22,349,000)
Cash paid to retailers	(74,304,000)	(71,042,000)
Cash paid for advertising	(8,554,000)	(11,123,000)
Cash paid to/on behalf of employees	(10,898,000)	(11,056,000)
Other operating payments	(5,992,000)	(5,908,000)
Net cash provided by operating activities	287,455,000	276,746,000
NONCAPITAL FINANCING ACTIVITIES		
Payments to Lottery for Education Account	(271,977,000)	(264,791,000)
Payments to After-School Programs Account	(14,666,000)	(13,724,000)
Fidelity fund cash received from retailers	49,000	43,000
Fidelity fund cash refunded to retailers	(4,000)	(10,000)
Fidelity fund cash non-feasance recoupments	(38,000)	(130,000)
Net cash used in noncapital financing activities	(286,636,000)	(278,612,000)
CAPITAL AND RELATED FINANCING ACTIVITIES		
Purchase of property and equipment	(406,000)	(300,000)
Proceeds from disposal of capital assets	27,000	36,000
Net cash used in capital and related financing activities	(379,000)	(264,000)
INVESTING ACTIVITIES		
Interest income	211,000	1,263,000
Net cash provided by investing activities	211,000	1,263,000
NET CASH PROVIDED/(USED) BY ALL ACTIVITIES	651,000	(867,000)
CASH at beginning of year	67,671,000	68,538,000
CASH at end of year	68,322,000	67,671,000
Reconciliation of cash on the statement of net assets		
Cash	\$ 68,315,000	67,671,000
Restricted fidelity fund cash	7,000	-
Cash at end of year	\$ 68,322,000	\$ 67,671,000

See notes to financial statements.

TENNESSEE EDUCATION LOTTERY CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2010 AND JUNE 30, 2009

EXHIBIT C (CONT.)

**RECONCILIATION OF NET OPERATING INCOME TO
NET CASH PROVIDED BY OPERATING ACTIVITIES**

	JUNE 30, 2010	JUNE 30, 2009
Operating income	\$ 288,662,000	\$ 278,889,000
Adjustments to reconcile operating income to net cash provided by operating activities:		
Bad debt expense	374,000	496,000
Depreciation	769,000	786,000
Gain on disposal of capital assets	(25,000)	(36,000)
Changes in assets and liabilities:		
Retailer accounts receivable	(5,372,000)	4,653,000
Prepays and other assets	29,000	286,000
Accounts payable and accrued liabilities	1,166,000	(1,064,000)
Prizes payable	2,355,000	(7,144,000)
Deferred rent	(158,000)	(94,000)
Deferred revenue	(345,000)	(26,000)
Net cash provided by operating activities	\$ 287,455,000	\$ 276,746,000
NONCASH INVESTING ACTIVITIES		
(Decrease) Increase in fair value of prize annuity investments	\$ (31,000)	\$ 147,000

See notes to financial statements.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION AND DESCRIPTION OF REPORTING ENTITY – Effective June 11, 2003, the Tennessee Education Lottery Implementation Law (the “Act”), Tennessee Code Annotated §§ 4-51-101, et. seq., was signed into law, creating the Tennessee Education Lottery Corporation (the “TEL”). Pursuant with the Act, the TEL was incorporated in the State of Tennessee as a body, politic and corporate, and a quasi-public instrumentality.

The TEL is considered a component unit of the State of Tennessee as the state has financial accountability for fiscal matters as follows:

1. The board of directors is appointed by the governor;
2. Upon dissolution of the TEL, title to all TEL property shall vest in the State of Tennessee; and
3. The TEL provides financial benefits to the state in the form of deposit payments to the state treasury.

The accompanying financial statements present information only as to the transactions of the programs of the TEL. The TEL is reported as a discretely presented component unit within the State of Tennessee’s *Comprehensive Annual Financial Report*, which may be viewed at <http://tennessee.gov/finance/act/cafr.html>.

The TEL is responsible for the provision of lotteries on behalf of the State of Tennessee in accordance with the Act and is deemed to be acting, in all respects, for the benefit of the people of the State of Tennessee.

On January 20, 2004, the TEL began lottery ticket sales. During the years ended June 30, 2010 and 2009, the TEL’s lottery sales included a variety of instant ticket games and terminal-based online ticket games: Cash 3, Cash 4, Pick 5, Lotto Plus, Powerball, and Hot Trax Champions. Effective January 31, 2010, Lotto Plus was ended due to declining profitability of the game and Mega Millions, a multi-state jackpot game, was added to the terminal-based online games offered by the TEL. Hot Trax Champions was officially closed during the year ended June 30, 2009.

BASIS OF PRESENTATION – The accompanying financial statements have been prepared in conformity with the accounting principles generally accepted in the United States of America as prescribed by the Governmental Accounting Standards Board. Private-sector standards of accounting and financial reporting issued prior to December 1, 1989, generally are followed in the financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. The TEL has elected to follow subsequent private-sector guidance subject to this same limitation.

BASIS OF ACCOUNTING AND MEASUREMENT FOCUS – Basis of accounting refers to the timing of recognition of revenues and expenses in the accounts and reporting in the financial statements, and the measurement focus refers to what transactions and events should be recorded. The financial statements are reported using the accrual basis of accounting and the economic resources measurement focus in accordance with accounting principles generally accepted in the United States of America. Under this method, revenues are recognized when they are earned and expenses are recognized when a liability is incurred, regardless of the timing of related cash flows.

REVENUE RECOGNITION – Lottery games are sold to the public by contracted retailers. Revenue is recognized for instant games when retailers make them available for sale to the public, as indicated by the retailers’ activation of tickets. Certain instant games include free tickets, which entitle the holder to exchange one instant ticket for another of equal value. The selling price of free tickets reduces instant ticket revenue when the ticket is claimed by a player.

Revenue is recognized for online games when tickets are sold to players and the related draw occurs. Online games may include a promotional period during which free tickets are given to players upon the purchase of a specified online game ticket. The selling price of the free promotional online ticket reduces the respective games’ gross revenues when the qualifying ticket is sold to the player.

Revenues are presented net of Bad Debt Expense.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

NET ASSETS – Net assets represent cumulative revenues less expenses and required beneficiary program payments in accordance with the Act (see Notes 7 and 8). Net assets include funds invested in capital assets, restricted assets and unrestricted net assets.

CASH – Cash includes cash in banks, petty cash, and deposits on account in the State of Tennessee Local Government Investment Pool (LGIP) (see Note 2).

RETAILER ACCOUNTS RECEIVABLE – Retailer accounts receivable represents lottery proceeds due from retailers for ticket sales net of commissions due to and prizes paid by the retailers, and allowance for bad debt.

Lottery proceeds are collected weekly from retailer bank accounts established in trust for the TEL. Amounts not collected upon the established collection date are deemed delinquent. Delinquent accounts are reviewed periodically by TEL management. Accounts outstanding more than 180 days from the most recent date of delinquency or date of last payment are considered doubtful. At June 30, 2010 and 2009, the Allowance for Doubtful Accounts was \$471 thousand and \$430 thousand, respectively.

CAPITAL ASSETS – Capital assets are stated at cost less accumulated depreciation. Depreciation on capital assets is computed using the straight line method over the estimated useful lives of the assets, which is 3 to 7 years for most assets. Leasehold improvements are amortized over their expected useful lives or the lease term, whichever is shorter. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation is removed from the accounts, and any resulting gain or loss is reflected in the results from operations in the period of disposal. The TEL's general threshold for capitalization is assets valued at \$500 or greater.

DEFERRED REVENUE – Funds collected from retailers for online game tickets sold in advance of the game drawings are recorded as deferred revenue and recognized as revenue once the related drawing occurs.

FIDELITY FUND – In accordance with the Tennessee Code Annotated §§ 4-51-118 (a), TEL retailers are assessed a one-time fidelity fund fee of \$50. Fidelity fund proceeds are held in a demand deposit account at Citizens Bank and are classified as restricted fidelity fund cash on the Statement of Net Assets. These funds may be used to cover losses incurred as a result of the nonfeasance, malfeasance, or misfeasance of TEL retailers. During the years ended June 30, 2010 and June 30, 2009, \$38 thousand and \$130 thousand were respectively used to cover losses incurred as a result of uncollected accounts of TEL retailers.

At the end of each fiscal year, fidelity funds exceeding \$500,000 may be treated as net proceeds from the TEL subject to deposit to the Lottery for Education Account. As of the years ended June 30, 2010 and 2009, there were no fidelity funds available for deposit as net proceeds.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

RETAILER COMMISSIONS AND BONUSES — Retailers receive a commission of 6.5% on all instant tickets settled and online tickets sold. In addition, retailers cashing Cash 3 and Cash 4 tickets receive an additional 1% for amounts cashed. Where commission has been paid to retailers for deferred revenue ticket sales, this fee is recorded as a prepaid expense until the related revenue is recognized.

The TEL will pay a bonus of \$25,000 to a retailer who sells a single jackpot winning ticket for Powerball or Mega Millions; however, if there are multiple winning Powerball or Mega Millions jackpot winning tickets sold in Tennessee in a single drawing, the \$25,000 selling bonus will be divided equally (based on the number of winning tickets sold by each retailer) between or among the respective retailers.

The TEL will pay a selling bonus of \$5,000 to a retailer who sells a winning Powerball PowerPlay or Mega Millions Megaplier ticket if the prize is equal to or greater than one million dollars (\$1,000,000).

The TEL will pay a selling bonus of \$5,000 to a retailer who sells an online game winning ticket other than Powerball and Mega Millions if the prize is equal to or greater than one million dollars (\$1,000,000).

Bonuses were earned as follows during the years ended June 30:

ONLINE GAME	2010	2009
Powerball	\$ 40,000	\$ 25,000
Mega Millions	5,000	-
Lotto Plus	15,000	20,000
Total Retailer Bonuses	\$ 60,000	\$ 45,000

CONTRACTOR FEES – The TEL has contracted with two vendors, GTECH Corporation (“GTECH”) and Scientific Games, Inc. (“SGI”), for the majority of the gaming systems and supplies.

GTECH operates the gaming network that consists of approximately 4,814 instant and online retailer ticket terminals and associated software. In accordance with its contract, GTECH receives the negotiated fee on the selling price of online tickets sold, and on instant ticket activations net of free tickets available as prizes. During fiscal years 2010 and 2009, GTECH was compensated at the rate of 1.24% for all online and instant ticket game sales, with an additional .6% license fee paid on Hot Trax Champions tickets sold in FY 2009.

Effective March 3, 2009, the TEL renegotiated its contract with GTECH to extend through April 9, 2015. Terms of this contract include the continuation of the contractor service fee rate of 1.24%, as well as GTECH’s agreement to provide, install and maintain up to eight hundred (800) instant ticket vending machines (ITVMs) for the TEL.

SGI prints, warehouses, and distributes the instant game tickets to retailers. In accordance with its contract, SGI receives the negotiated fee on the selling price of all instant ticket activations. Effective April 1, 2009, the TEL renegotiated its contract with SGI to extend through April 9, 2015, and also to include a reduction of the contractor service fee from 1.139% to 1.07%. For the year ended 2010, SGI was compensated at the rate of 1.07% for all instant ticket activations. For the fiscal year ended June 30, 2009, SGI was compensated at the rate of 1.139% for the fiscal period through March 31, 2009, and 1.07% for the fiscal period April 1, 2009 to June 30, 2009.

PRIZES – In accordance with the Act, as nearly as practical, at least 50% of ticket proceeds must be made available as prize money. Gross prize expense for instant ticket sales is recognized based on a predetermined prize structure for each game in accordance with the approved game working papers when tickets are activated for sale. Gross prize expense for Cash 3, Cash 4, Pick 5, and Lotto Plus is recognized based on industry average or historical payout experience when tickets are actually sold. Additionally, gross prize expense was similarly recognized for Hot Trax Champions during the year ended June 30, 2009.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

Powerball and Mega Millions prizes are shared based on contributions made to the prize pool by all member lotteries of the Powerball Group and the Mega Millions Group of the Multi-State Lottery Association ("MUSL"). All Powerball and Mega Millions grand prizes won by players who purchase tickets in Tennessee are funded from pooled contributions by all participating lottery states. The contributions are held by MUSL in trust for the TEL and are paid, at the option of the prize winner, in either a lump-sum, or thirty (30) annual installments for Powerball and twenty-six (26) annual payments for Mega Millions. Lump-sum payments are discounted to present value, as calculated by MUSL for the Powerball game, and the Mega Millions Consortium Group for the Mega Millions game. As of the years ended June 30, 2010 and June 30, 2009, there were no grand prize winners in Tennessee.

UNCLAIMED PRIZES – Prizes not claimed within 90 days of the game-end date for instant games, and within 180 days of a game draw date for online games are forfeited as unclaimed prizes.

BUDGET – Pursuant with the Act, annually by June 30th, the TEL is required to submit a proposed operating budget for the next fiscal year to the Tennessee Department of Finance and Administration, Office of Legislative Budget Analysis, and Comptroller of the Treasury. Additionally, by September 1, the TEL is required to submit a proposed operating budget for the succeeding fiscal year to the Tennessee Department of Finance and Administration for informational purposes.

CONTINGENCIES – The TEL is subject to various claims and contingencies related to litigation, fines and penalties, assessments and other matters arising out of the normal course of business. Liabilities related to contingencies are recognized when a loss is probable and reasonably estimable. As of the years ended June 30, 2010 and 2009, the TEL has not incurred, nor was it aware of any related liabilities.

USE OF ESTIMATES – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and assumptions are reviewed periodically and the effects of revisions are reflected in the financial statements in the period they are determined.

ADVERTISING – In accordance with AICPA Statement of Position 93-7, *Reporting on Advertising Costs*, with the exception of outdoor billboards advertising leases which are expensed in accordance with FASB 13 (Note 5), advertising costs are expensed when the related advertising takes place.

INSURANCE – Effective July 31, 2005, the TEL became a member of the Risk Management Fund, an internal service fund of the State of Tennessee. This self-insurance risk pool provides general, property and automobile liability up to \$300,000 per person and \$1,000,000 per occurrence. Additionally, in order to minimize financial losses resulting from the occurrence of theft; employee dishonesty; legal judgments; work-related employee injury and accidents; and catastrophic events, the TEL maintains insurance from various other providers. At June 30, 2010, additional insurance coverage was provided at the following maximum amounts:

COVERAGE	2010
Employee Fidelity	\$ 500,000
Automobile/Property	1,000,000
Workers' Compensation	1,000,000
Employment Practices	5,000,000
General Liability/Umbrella	5,000,000

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

Over the past three fiscal years, in the ordinary course of business, the TEL has filed automobile and workers' compensation claims with the commercial insurers. None of these claims exceeded the provided insurance coverage.

NON-OPERATING REVENUES AND EXPENSES – Revenues and expenses resulting from activities not directly associated with the sale of lottery tickets are reflected as non-operating revenues and expenses.

COMPENSATED ABSENCES – Effective November 29, 2004, the TEL implemented an attendance and leave policy allowing employees to earn vacation and sick leave during their employment. The corporation recognizes expense for accrued but unused vacation leave for all employees who have completed one year of service. No such expense exists for accrued but unused sick leave (Note 9).

EMPLOYMENT SEPARATION – Corporate officers earn separation pay for each year of employment with the TEL. Such expense is accrued in the period it is earned (Note 9).

(2) CASH

A significant portion of TEL's deposits are in a financial institution that participates in the bank collateral pool administered by the State Treasurer. The securities pledged to protect these accounts are pledged in the aggregate rather than against each individual account. The members of the pool may be required by agreement to pay an assessment to cover any deficiency. Under this additional assessment agreement, public fund accounts covered by the pool are considered to be insured for purposes of credit risk disclosure. At June 30, 2010 and 2009, bank balances of approximately \$1.866 million and \$1.057 million, respectively, were insured by the bank collateral pool.

For the years ended June 30, 2010 and 2009, bank balances of approximately \$22,000 and \$74,000, respectively, were maintained in a demand deposit account that was insured by the Federal Deposit Insurance Corporation up to \$250,000 for both years.

The TEL also has deposits in the Local Government Investment Pool (LGIP) administered by the State Treasurer. The TEL's deposits with the LGIP were approximately \$66.7 million and \$67.0 million at June 30, 2010 and 2009, respectively. The LGIP is part of the State Pooled Investment Fund. The fund is not rated by a nationally recognized statistical rating organization. The fund's investment policy and required risk disclosures are presented in the *State of Tennessee Treasurer's Report*. That report is available on the state's website at <http://www.tn.gov/treasury/> or by calling (615) 741-2956.

(3) PRIZE ANNUITY INVESTMENTS

The prize structure of the Win for Life instant ticket game included three grand prizes in the form of lifetime annuities. These grand prizes guarantee the winner will receive \$52,000 a year for the remainder of his/her life, with a minimum of 20 annual payments totaling \$1,040,000. As of June 30, 2006, all of the grand prizes have been claimed by and awarded to winners.

In fiscal year 2007, the TEL purchased one (1) single premium, sum certain lifetime annuity contract for approximately \$739,000, in its name, from Aviva Life, and appointed the respective Win for Life prize winner as the beneficiary.

In fiscal year 2006, the TEL purchased two (2) single premium, sum certain lifetime annuity contracts for approximately \$904,000 and \$848,000, in its name, from Metropolitan Life (Met Life), and appointed the respective Win for Life prize winners as the beneficiaries.

In accordance with its investment policy, the TEL may enter into insurance annuity contracts in order to fund annuity prizes. All life insurance annuity contracts must be issued by companies which are financially rated "A" or better by a nationally recognized rating agency and duly licensed, admitted and authorized to transact business in the State of Tennessee.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

Credit risk. This is the risk that a counterparty will fail to fulfill its obligation. The TEL mitigates this risk through its investment policy, which limits purchase of investments to those financially rated "A" or better by a nationally recognized rating agency. Consistent with this policy, the annuities purchased from Met Life were rated A+ superior by A.M. Best as of June 30, 2010 and June 30, 2009. The annuity purchased from Aviva was rated A (Excellent) by A.M. Best as of June 30, 2010 and June 30, 2009.

Concentration of credit risk. This risk relates to an investor's failure to adequately diversify its investments and is specifically defined as investments of 5 percent or more in the securities of a single issuer. Though the TEL does not have a policy specific to this risk, as a condition of the purchase, and for the duration of the contract, Met Life and Aviva are required to maintain insurance sufficient to reimburse the TEL for any losses resulting from its failure or inability to meet related obligations.

Custodial credit risk. For an investment, this is the risk that in the event of the failure of the counterparty to a transaction, the investor will not be able to recover the value of its investments that are in the possession of an outside party. Investments are subject to custodial credit risk only if they are evidenced by securities that exist in physical or book entry form. Given that annuity contracts do not meet this condition, no related custodial credit risk exists as of the years ended June 30, 2010 and June 30, 2009.

The TEL records all investments purchased to fund annuity prizes at fair value. Liabilities for annuity prizes are recorded at their discounted present value as prize annuities payable.

In relation to both the prize annuity investments and prize annuities payables, payments due from insurance companies and due to prize winners within the next fiscal year are classified as current, whereas the remaining portion is classified as noncurrent on the Statement of Net Assets.

Changes in the fair market value of the prize annuity investments are deferred as noncurrent prize annuities payable. As of the years ended June 30, 2010 and 2009, the fair market value of the prize annuity investments respectively decreased by \$31 thousand and increased by \$147 thousand.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

(4) CAPITAL ASSETS

Capital assets consisted of the following as of June 30, 2010:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE
Furniture and fixtures	\$ 901,000	\$ 2,000	\$ -	\$ 903,000
Computer equipment	407,000	31,000	(2,000)	436,000
Vehicles	200,000	78,000	(17,000)	261,000
High mileage vehicles—vans	960,000	173,000	(117,000)	1,016,000
Leasehold improvements	344,000	57,000	-	401,000
Communication equipment	879,000	12,000	-	891,000
Software	631,000	55,000	-	686,000
Gaming equipment	567,000	-	-	567,000
Total capital assets	4,889,000	408,000	(136,000)	5,161,000
Less accumulated depreciation	(3,167,000)	(769,000)	134,000	(3,802,000)
Total capital assets, net	\$ 1,722,000	\$ (361,000)	\$ (2,000)	\$ 1,359,000

Capital assets consisted of the following as of June 30, 2009:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE
Furniture and fixtures	\$ 900,000	\$ 1,000	\$ -	\$ 901,000
Computer equipment	410,000	34,000	(37,000)	407,000
Vehicles	200,000	-	-	200,000
High mileage vehicles—vans	962,000	182,000	(184,000)	960,000
Leasehold improvements	347,000	-	(3,000)	344,000
Communication equipment	879,000	-	-	879,000
Software	479,000	152,000	-	631,000
Gaming equipment	516,000	51,000	-	567,000
Total capital assets	4,693,000	420,000	(224,000)	4,889,000
Less accumulated depreciation	(2,605,000)	(786,000)	224,000	(3,167,000)
Total capital assets, net	\$ 2,088,000	\$ (366,000)	\$ -	\$ 1,722,000

(5) LEASING ARRANGEMENTS

The TEL's leasing arrangements consist of non-cancelable operating leases for office space, outdoor advertising billboards, and related equipment that expire at various dates through 2018. Certain of these leases contain provisions for scheduled rental increases and are renewable at the option of the TEL. One option was exercised as of the year ended June 30, 2010, while none were exercised as of the year ended June 30, 2009.

In addition, the TEL subleases office space under operating leases expiring through 2011 to The Buntin Group, and through 2014 to GTECH and SGI.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

The following is a schedule by years of future minimum rental payments required of TEL under all non-cancelable operating leases with original terms of one year or more as of June 30:

YEAR ENDING JUNE 30:	2010	2009
2010	\$ -	\$ 2,246,000
2011	2,259,000	1,627,000
2012	1,932,000	1,584,000
2013	1,755,000	1,490,000
2014	1,079,000	1,056,000
2015	223,000	219,000
2016 and thereafter	153,000	-
Total minimum rental payments	\$ 7,401,000	\$ 8,222,000

Minimum rental payments at June 30, 2010 and 2009 have not been reduced by minimum sublease rentals of \$728 thousand and \$941 thousand, respectively, due in future years under non-cancelable subleases.

The following is a schedule by years of future minimum sublease rental payments due to TEL under all non-cancelable operating leases with original terms of one year or more as of June 30:

YEAR ENDING JUNE 30:	2010	2009
2010	\$ -	\$ 208,000
2011	203,000	208,000
2012	197,000	197,000
2013	197,000	197,000
2014	131,000	131,000
Total minimum sublease payments	\$ 728,000	\$ 941,000

The following schedule shows the composition of total rental expense, net of deferred rent expense and income, for all operating leases for the years ended June 30:

	2010	2009
MINIMUM RENTALS:		
Property	\$ 1,429,000	\$ 1,431,000
Billboards	1,049,000	995,000
Less: Sublease rentals	(206,000)	(196,000)
Total minimum rentals	\$ 2,272,000	\$ 2,230,000

(6) DEFERRED RENT

As an incentive for entering into certain lease agreements, the TEL received rent abatements approximating \$667,000 from landlords. In accordance with Financial Accounting Standards 13 (FAS 13), *Accounting for Leases*, and Governmental Accounting Standards Board Statement No. 13, *Accounting for Operating Leases with Scheduled Rent Increases*, the TEL defers rent incentives over the entire lease term on a straight-line basis. Additionally, where lease agreements stipulate escalation of rental payments over the term of the lease, the TEL recognizes related rental expense on a straight-line basis over the entire term of the lease.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

At June 30, 2010, total deferred rent of \$578,000 consisted of \$223,000 related to rent abatements and \$355,000 to the straight-lining of rental expense over the life of the related lease terms.

At June 30, 2009, total deferred rent of \$736,000 consisted of \$285,000 related to rent abatements and \$451,000 to the straight-lining of rental expense over the life of the related lease terms.

(7) DUE TO LOTTERY FOR EDUCATION ACCOUNT

In accordance with the Act, all net proceeds of the TEL are due to the Lottery for Education Account. "Net proceeds" is defined under the Act as "all revenue derived from the sale of lottery tickets or shares and all other monies derived from lottery games less operating expenses. "Operating expenses" are defined under the Act as "all costs of doing business, including, but not limited to, prizes, commissions, and other compensation paid to lottery retailers, advertising and marketing costs, rental fees, personnel costs, capital costs, depreciation of property and equipment, amounts held in or paid from a fidelity fund, and all other operating costs." All other expenses are considered non-operating.

Net proceeds and operating expenses for the years ended June 30, 2010 and June 30, 2009, are summarized as follows:

	2010	2009
OPERATING REVENUES		
Ticket sales (Net)	\$ 1,138,016,000	\$ 1,087,389,000
Less instant tickets provided as prizes	(77,910,000)	(72,453,000)
Net ticket sales	1,060,106,000	1,014,936,000
Service fees and other revenue	3,861,000	3,876,000
Total lottery proceeds	1,063,967,000	1,018,812,000
OPERATING EXPENSES, AS DEFINED		
Gaming	773,433,000	739,488,000
Operating	14,766,000	15,101,000
Total operating expenses, as defined	788,199,000	754,589,000
Net proceeds before distribution of unrestricted net assets	275,768,000	264,223,000
NON-OPERATING REVENUE AND EXPENSES		
Interest income	211,000	1,263,000
Total non-operating revenue and expenses	211,000	1,263,000
Net proceeds	\$275,979,000	\$265,486,000
Amount due to Lottery for Education Account for year	\$ 275,979,000	\$ 265,486,000
Amount paid during year	(204,313,000)	(197,822,000)
Amount due to Lottery for Education Account, end of year	\$ 71,666,000	\$ 67,664,000

All amounts due at the end of each fiscal year were deposited to the Lottery for Education Account in July of the subsequent fiscal year.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

(8) DUE TO AFTER-SCHOOL PROGRAMS ACCOUNT

In accordance with the Act, at the end of each fiscal year, one hundred percent of any unclaimed prize money shall be deposited in the After-School Program Account.

The amounts due to the After-School Programs special account are derived from unclaimed prizes for instant games that have been officially closed and online draws that have exceeded the 180 day claim period.

Effective in fiscal year 2010, unclaimed prizes for instant games are estimated based upon historical percentages of actual unclaimed dollars at the time of game close and reconciliation at the end of the 90 day redemption period. In fiscal year 2009, unclaimed prizes for instant games were realized at the time the game is closed and reconciled.

For online games, the actual unclaimed amounts are determined after the expiration of the related claim period for the draw.

For instant games, prizes not claimed within 90 days of the announced game-end date are forfeited as unclaimed prizes. For online games, prizes not claimed within 180 days of a game draw date are forfeited as unclaimed prizes.

For fiscal year 2010, unclaimed prizes were \$12,894,000, which was current and payable to the After-School Programs Account at June 30, 2010.

For fiscal year 2009, unclaimed prizes were \$14,666,000, which was current and payable to the After-School Programs Account at June 30, 2009.

All amounts due at the end of each fiscal year were deposited to the After-School Programs Special Account in July of the subsequent fiscal year.

(9) EMPLOYEE BENEFITS

A. DEFERRED COMPENSATION

Effective September 22, 2003, the TEL provided its employees with a deferred compensation plan created in accordance with Internal Revenue Code Section 457 (the "457 Plan"). The 457 Plan is available to all eligible employees at their option and permits participants to defer a portion of their salary until future years. The deferred compensation is not available to participants until termination, retirement, death, or unforeseeable emergency. During the years ended June 30, 2010 and 2009, employees contributed approximately \$373,000 and \$403,000, respectively to the 457 Plan.

The aggregate fair value of the plan's assets was approximately \$2,051,000 and \$1,667,000, net of administrative fees, as of June 30, 2010 and 2009, respectively.

B. DEFINED CONTRIBUTION PLAN

Effective September 22, 2003, the TEL Board of Directors established a defined contribution plan in accordance with Internal Revenue Code Section 401(a) (the "401(a) Plan"). Under the 401(a) Plan all eligible employees receive compensation from the TEL in the form of non-voluntary deferrals to their individual 401(a) accounts as follows:

1. Contribution of five percent (5%) of employee's compensation, and
2. Matching contribution of seventy-five percent (75%) of the participant's contributions to the 457 Plan up to the first five (5%) percent of the participant's compensation.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

These contributions vest over a 4-year period at a rate of twenty-five percent (25%) per year and are not available to participants until termination, retirement, death, or unforeseeable emergency. The TEL contributed approximately \$618,000 and \$630,000 to the 401(a) Plan on behalf of its employees in the years ended June 30, 2010 and 2009, respectively. Of these contributions, approximately \$14,000 and \$27,000 were forfeited by separated employees as of June 30, 2010 and June 30, 2009, respectively.

In accordance with the 401(a) Plan, forfeitures of employer contributions may be used to offset plan administrative expenses and/or reduce future contribution costs. As of the years ended June 30, 2010 and 2009, forfeited amounts of approximately \$6,000 and \$58,000, respectively, were used to offset employer contributions and plan administrative expenses.

Section 1448 of the Small Business Job Protection Act of 1996 added Subsection (g) to Section 457 of the Internal Revenue Code to provide that all assets and income under a Section 457(b) plan that are maintained by a state or local government employer must be held in trust for the exclusive benefit of plan participants and their beneficiaries. The 457 Plan and 401(a) Plan assets are held in aggregate by John Hancock Financial, the plans' custodian.

The aggregate fair value of the plan's assets was approximately \$3,043,000 and \$2,375,000, net of forfeitures and administrative fees, as of June 30, 2010 and 2009, respectively.

C. COMPENSATED ABSENCES

Vacation leave can be earned at various rates depending on the employee's position and years of service. Carryover of vacation leave is limited to the number of hours earned in the prior year. Employees must complete twelve months of service from the date of hire before they receive termination payment for any unused vacation hours. The current portion of the compensated absence liability, expected to be due within one year of the statement date, June 30, 2010, is estimated using historical trends. At June 30, 2010 and 2009, the estimated current portion of the compensated absences liability was \$414 thousand and \$365 thousand, respectively.

Sick leave is earned at the end of each month at the rate of eight hours per month for all employees. Sick leave may be carried over from year to year, but all such accrued sick leave is forfeited upon separation of employment.

D. EMPLOYMENT SEPARATION

Corporate officers accrue forty hours of separation pay for every year of employment with TEL. The TEL had \$243 thousand and \$191 thousand accrued for employment separation obligations for each of the years ending June 30, 2010 and 2009, respectively.

Notes to the Financial Statements (For the Years Ended June 30, 2010 and June 30, 2009)

(10) LONG-TERM LIABILITIES

Long-term liabilities consisted of the following as of June 30, 2010:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE	DUE WITHIN ONE YEAR
Prize Annuities Payable	\$ 2,532,000	\$ -	\$ (187,000)	\$ 2,345,000	\$ 104,000
Compensated Absences	470,000	606,000	(543,000)	533,000	414,000
Deferred Rent	736,000	-	(158,000)	578,000	61,000
Total long-term liabilities	\$ 3,738,000	\$ 606,000	\$ (888,000)	\$ 3,456,000	\$ 579,000

Long-term liabilities consisted of the following as of June 30, 2009:

	BEGINNING BALANCE	INCREASES	DECREASES	ENDING BALANCE	DUE WITHIN ONE YEAR
Prize Annuities Payable	\$ 2,541,000	\$ 147,000	\$ (156,000)	\$ 2,532,000	\$ 104,000
Compensated Absences	404,000	536,000	(470,000)	470,000	365,000
Deferred Rent	830,000	5,000	(99,000)	736,000	61,000
Total long-term liabilities	\$ 3,775,000	\$ 688,000	\$ (725,000)	\$ 3,738,000	\$ 530,000

Compensated absences presented within the noted schedules are included in accrued liabilities presented on the Statement of Net Assets.

(11) COMMITMENTS AND CONTINGENCIES

LEGAL – The TEL is subject to litigation in the ordinary course of its business. In the opinion of management and legal counsel, the outcome of such litigation will not have a material impact on the financial position or cash flows of the TEL. Furthermore, as of the year ended June 30, 2010, management is not aware of any related liabilities.



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