

***Arizona State Lottery,
A Component Unit of
the State of Arizona***

*Financial Statements for the Year Ended
June 30, 2004, Supplemental Schedule of
Gross Profit by Game for the Year Ended
June 30, 2004 and Independent Auditors'
Report*

ARIZONA STATE LOTTERY, A COMPONENT UNIT OF THE STATE OF ARIZONA COMPREHENSIVE ANNUAL FINANCIAL REPORT

FOR THE FISCAL YEAR ENDED JUNE 30, 2004
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Janet Napolitano
Governor



Kathleen S. Pushor
Executive Director

November 17, 2004

Dear Arizona Lottery Commissioners:

The Arizona Lottery is pleased to submit its audited financial statements for the year ended June 30, 2004, as compiled by the Lottery Administration Department and audited by Deloitte & Touche LLP. The Lottery is responsible for the accuracy and completeness of all data and disclosures in this report. To the best of our knowledge, the information presented is accurate and complete in all material respects and fairly depicts the financial position of the Arizona Lottery. This report includes a statement of net assets of the Arizona Lottery, the related statement of revenues, expenses and changes in Fund net assets, the statement of cash flows, footnotes related to the financial reports and the supplemental schedules of gross profit by game.

The audit of the Arizona Lottery was performed under the authority of A.R.S. § 5-505 and A.R.S. § 5-524, which require an annual audit of the Lottery.

The Arizona Lottery was created in 1980 when Arizona voters approved a ballot initiative adding Title 5, Chapter 5 to the Arizona Revised Statutes. The Lottery began selling instant "scratch-off" tickets in July 1981 and during its twenty-three years of operation has offered a variety of instant and on-line products. The Lottery operates as an agency of the State of Arizona and is reported as an enterprise fund within the state's Comprehensive Annual Financial Report. The fund is operated in a manner similar to a private business enterprise.

In fiscal year 2004, the Arizona Lottery had revenues of \$366.6 million from Lottery ticket sales, 13.7% greater than last fiscal year, and an income before transfers of \$108.3 million, 12.5% greater than last fiscal year. More than \$200 million was paid to our players in prizes and our retail partners received \$24.5 million for sales commissions. In its twenty-three years of operation, the Lottery has produced over \$5.1 billion in Lottery ticket sales.

In fiscal year 2004, the Arizona Lottery made transfers to other State funds of \$23.0 million for the Local Transportation Assistance Fund, \$7.650 million for the County Assistance Fund, \$20.0 million for the Heritage Fund, \$2.7 million for the Economic Development Fund, \$13.5 million

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for Mass Transit, \$3.7 million for the Healthy Arizona Fund, and \$35.3 million was transferred to the State General Fund for allocation by the state legislature. In addition, from the Lottery Prize Fund, over \$1.9 million was transferred to the Court Appointed Special Advocate (CASA). In total, \$107.8 million was transferred to other State Funds for FY 2004. In its twenty-three years of operation, the Lottery has returned over \$1.7 billion to its beneficiaries.

Further financial results for fiscal year 2004 are detailed in Management's Discussion and Analysis, included in this report.

Sincerely,

A handwritten signature in black ink, appearing to read "KSPushor", with a long horizontal flourish extending to the right.

Kathleen S. Pushor
Executive Director

INDEPENDENT AUDITORS' REPORT

Commissioners
Arizona State Lottery
Phoenix, Arizona

We have audited the accompanying basic financial statements of Arizona State Lottery (the "Lottery"), a component unit of the State of Arizona as of and for the year ended June 30, 2004, as listed in the Table of Contents. These financial statements are the responsibility of the Lottery's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the basic financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Lottery as of June 30, 2004, and the changes in its financial position and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying required supplementary information, management's discussion and analysis, is presented on pages 3 through 6 and is not a required part of the basic financial statements, but is supplementary accounting information required by the Governmental Accounting Standards Board. This supplementary information is the responsibility of the Lottery's management. 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 we do not express an opinion on it.

Our audit was conducted for the purpose of forming an opinion on the Lottery's basic financial statements. The accompanying schedule of gross profit by game is presented for purposes of additional analysis and is not a required part of the basic financial statements. This schedule is the responsibility of the Lottery's management. Such information has been subjected to the auditing procedures applied by us in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

In accordance with *Government Auditing Standards*, we have also issued our report dated November 17, 2004 on our consideration of the Lottery's internal control over financial reporting and our tests of its compliance and other matters. The purpose of that report is to describe the scope of our testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be read in conjunction with this report in considering the results of our audit.

Deloitte & Touche LLP

November 17, 2004

ARIZONA STATE LOTTERY A COMPONENT UNIT OF THE STATE OF ARIZONA PROPRIETARY FUND—ENTERPRISE FUND

MANAGEMENT’S DISCUSSION AND ANALYSIS YEAR ENDED JUNE 30, 2004

This discussion and analysis of the Lottery’s financial statements is a required component of financial reporting under *Government Accounting Standards* and was prepared by Arizona Lottery Management. It provides an overview of financial activities for the year ended June 30, 2004 and should be read in conjunction with the Lottery’s financial statements and notes to the financial statements.

This annual report consists of three types of financial statements and accompanying notes that provide explanations and details of accounting policies, account balances and activities. Account balances and activities are shown as of and for the year ended June 30, 2004, with comparative totals for June 30, 2003. The statement of net assets; the statement of revenues, expenses and changes in net assets; and the notes are presented using the accrual method of accounting. Under this method, financial transactions are recorded when earned or incurred regardless of when cash is received or disbursed. The statement of cash flows reflects cash receipts and disbursements during the same twelve-month periods.

The statement of net assets provides information about the assets and liabilities of the Lottery. Assets consist of cash, substantially all held by the State Treasurer, amounts owed to the Lottery from licensed Lottery retailers and other State agencies, ticket inventory and property. Liabilities represent amounts owed by the Lottery to vendors, to employees for wages and benefits, to prize winners and to other State funds. Net assets represent the portion of the Lottery’s assets that are not encumbered by liabilities. It serves as an indicator of the net worth of the Lottery.

A summary of the financial results of operations for the twelve-month periods is presented in the statement of revenues, expenses and changes in Fund net assets. Operating revenues include sales of Lottery tickets, retailer licensing fees and commissions earned on the sales of Lottery tickets at Lottery offices, and special events. Direct costs and administrative expenses comprise the operating expenses section of this statement. Direct costs are variable expenses that fluctuate with the level of sales. Marketing and overhead costs are included in the administrative expenses category.

Nonoperating revenues consist of interest earned on prize fund cash investments from the State Treasurer and interest credited to the Multi-State Lottery Association (“MUSL”) unreserved account. The Transfers category includes transfers to other State Funds as required by Lottery statutes.

The statement of cash flows includes cash receipts and disbursements from operating, noncapital financing and investment earnings. This statement also includes a reconciliation of operating income presented on the accrual basis of accounting to net cash provided by operating activities.

The notes to the financial statements present information on accounting policies, transfers and statutory requirements, commitments, contingencies and retirement benefits. These notes are an integral part of the financial statements.

SALES ACTIVITIES

Revenues from the sale of Lottery products for the fiscal year ended June 30, 2004 were the highest in the Lottery's twenty-three year history. As shown in the financial statements, sales increased 13.7% from the prior year, from \$322.3 million in Fiscal Year 2003 to \$366.6 million in the current year. The increases in ScratchersSM, Powerball[®] and Pick 3TM sales more than offset the decreases in The PickTM and Fantasy 5TM sales.

The following table compares Lottery product sales between fiscal years. Sales are presented in millions of dollars.

Product Sales	FY 2004	FY 2003	Difference	Percentage
Scratchers	\$183.3	\$159.4	\$23.9	15.0%
Powerball	132.8	112.3	20.5	18.3%
The Pick	34.0	34.3	-.3	-.9%
Fantasy 5	9.7	9.7	- 0 -	.0%
Pick 3	6.8	6.6	.2	3.0%
Total	\$366.6	\$322.3	\$44.3	13.7%

TOTAL REVENUES

Nonoperating revenues for the year ended June 30, 2004 were \$335,000 as compared to \$396,100 for the year ended June 30, 2003. Nonoperating revenue is comprised of interest earned on invested cash. The decline of more than \$61,100 is due to interest rates that were lower in Fiscal Year 2004.

Total revenues were \$367.1 million for the year ended June 30, 2004 as compared to \$323.0 million for the year ended June 30, 2003. As mentioned above, the majority of the increase was due to the increase in sales revenues.

MAJOR EXPENSES

\$241.4 million of the Lottery's total operating expenses of \$258.7 million for the year ended June 30, 2004 were incurred in direct support of the sales of Lottery games. These expenses include prize expense, retailer commissions and incentives, purchases of Scratchers tickets, telecommunication network costs, compensation to the vendor for Scratchers ticket distribution and compensation to the vendor who maintains and supports the on-line gaming system.

In comparison, \$209.7 million of the Lottery's total operating expenses of \$226.7 million for the year ended June 30, 2003 were game-related expenses.

The following table compares the game-related expenses between fiscal years. All expenses are presented in millions of dollars.

Game Related Expenses	FY 2004	FY 2003	Difference	Percentage
Prize Expense	\$200.3	\$174.0	\$26.3	15.1%
Retailer Commissions	24.5	21.4	3.1	14.5%
On-line System Expenses	11.5	10.4	1.1	10.6%
Scratchers System and Distribution Expenses	1.5	.7	.8	114.3%
Tickets Purchased	3.6	3.2	.4	12.5%
Total	\$241.4	\$209.7	\$31.7	15.1%

The increase in prize expense, retailer commissions and tickets purchased is reflective of the increase in product sales. See the product sales schedule above. The increase in on-line system expenses is made up of two elements. On-line vendor fees are based on a contracted percentage of on-line sales and increased with the higher level of on-line sales this fiscal year. The second element is the telecommunications costs associated with the Lottery retailer network. The telecommunications costs increased \$42,400 over last fiscal year. The Lottery's contract with an outside vendor for Scratchers ticket distribution and accounting services was in effect for the full year this year resulting in increased costs of \$855,500 over last fiscal year.

Of the \$17.3 million in Fiscal Year 2004 in other operating expenses, \$9.6 million was used for advertising and promotion and \$5.2 million was used to compensate Lottery employees. In comparison, of the \$17.0 million in Fiscal Year 2003 other operating expenses, \$8.5 million was used for advertising and promotion and \$5.3 million was used to compensate Lottery employees.

TRANSFERS TO OTHER STATE FUNDS

Note 3 to the financial statements details the amounts transferred to other State Funds. The Lottery transferred \$107.8 million to other State Funds. The increase in product sales of \$44.3 million in this fiscal year resulted in an increase of \$12 million in the amount transferred to other State Funds. This year's transfers included \$9.6 million above the minimum transfers required in Lottery Statutes.

OTHER FINANCIAL INFORMATION

The Lottery's total assets at June 30, 2004 were \$56.5 million. Assets consisted of cash held substantially by the State Treasurer of \$39.0 million, receivables from Lottery retailers for the sale of Lottery products of \$5.2 million, Scratchers ticket inventory of \$1.6 million, net investment in fixed assets of \$3.5 million and a deposit with MUSL of \$7.2 million.

Comparable figures at June 30, 2003 were \$53.1 million in total assets, including \$34.9 million in cash held by the State Treasurer, \$6.4 million in receivables from retailers, \$1.2 million in Scratchers ticket inventory, net investment in fixed assets of \$3.4 million and MUSL deposit of \$7.0 million.

Total liabilities at June 30, 2004 were \$45.9 million, consisting of \$2.4 million in accounts payable and accrued expenses, prize liabilities of \$29.4 million and amounts due to other State Funds of \$14.1 million. All of the Lottery's liabilities were current liabilities.

The Lottery's total liabilities at June 30, 2003 were \$43.0 million, which consisted of \$4.0 million of accounts payable and accrued expenses, prize liabilities of \$26.8 million and amounts due to other State Funds of \$12.3 million. All liabilities were current liabilities.

Total net assets at June 30, 2004 were \$10.6 million, an increase of \$0.6 million or 5.5% over total net assets at June 30, 2003. \$7.1 million of the Lottery's total net assets are unrestricted.

BUDGETARY HIGHLIGHTS

The Lottery's budget is set by the legislative appropriations process on a biennial basis. The budgets for Fiscal Years 2004 and 2005 were set in the regular legislative session of 2003. The appropriations bill also included a mandatory transfer to the State General Fund of \$2.5 million. The Lottery's appropriation for sales-related expenditures is based on approved percentages of projected revenues and is allowed to increase for these items without a supplemental appropriations request if actual revenues exceed projected revenues. The appropriation does not include an amount for prizes because Lottery statutes set this amount at "not less than fifty percent of the total annual revenues accruing from the sale of Lottery tickets or shares."

The Lottery's appropriation was \$48.6 million at the beginning of the year and increased to \$49.8 million as actual revenues exceeded projections.

CONTACTING THE LOTTERY'S FINANCIAL MANAGEMENT

This management's discussion and analysis ("MD&A") is designed to provide Arizona citizens, Arizona government officials, our players, retailers and other interested parties with an overview of the Lottery's financial activity for Fiscal Year 2004 and to demonstrate the Lottery's accountability for the money it received from the sale of Lottery products.

If you have questions about the MD&A or need additional information, contact the Arizona Lottery's Director of Administration, 4740 East University, Phoenix, Arizona 85034.



Kathleen S. Pushor
Executive Director



Maureen McGovern
Director of Administration

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA
PROPRIETARY FUND—ENTERPRISE FUND**

STATEMENT OF NET ASSETS

JUNE 30, 2004

(With comparative totals for June 30, 2003)

ASSETS	2004	2003
CURRENT ASSETS:		
Cash, substantially all held by the State Treasurer	\$ 39,042,684	\$ 34,937,465
Accounts receivable, net of allowance for doubtful accounts of \$155,000 and \$200,000 in 2004 and 2003, respectively	5,223,509	6,429,314
Scratch ticket inventory	<u>1,555,149</u>	<u>1,248,381</u>
Total current assets	<u>45,821,342</u>	<u>42,615,160</u>
CAPITAL ASSETS:		
Land	937,830	937,830
Land improvements	330,865	330,865
Buildings	3,158,251	3,158,251
Furniture, fixtures and equipment	3,848,577	3,756,564
Construction in progress	94,370	
Less accumulated depreciation	<u>(4,889,227)</u>	<u>(4,746,813)</u>
Total capital assets	<u>3,480,666</u>	<u>3,436,697</u>
OTHER ASSETS—Deposit, Powerball	<u>7,208,027</u>	<u>7,023,423</u>
TOTAL	<u>56,510,035</u>	<u>53,075,280</u>
LIABILITIES		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	2,401,422	3,987,746
Prize liability	29,378,369	26,775,671
Due to other state funds	<u>14,146,573</u>	<u>12,282,446</u>
Total current liabilities	<u>45,926,364</u>	<u>43,045,863</u>
TOTAL	<u>45,926,364</u>	<u>43,045,863</u>
NET ASSETS		
Invested in capital assets	3,480,666	3,436,697
Unrestricted	<u>7,103,005</u>	<u>6,592,720</u>
TOTAL	<u>\$ 10,583,671</u>	<u>\$ 10,029,417</u>

See notes to financial statements.

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA
PROPRIETARY FUND—ENTERPRISE FUND**

**STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET ASSETS
YEAR ENDED JUNE 30, 2004
(With comparative totals for year ended June 30, 2003)**

	2004	2003
OPERATING REVENUES:		
Ticket sales:		
Scratchers	\$ 172,861,514	\$ 148,383,301
Economic development	10,392,547	10,855,654
Powerball	132,776,171	112,325,881
The Pick	34,028,254	34,345,784
Fantasy 5	9,669,338	9,727,699
Pick 3	<u>6,854,281</u>	<u>6,628,694</u>
Total ticket sales	366,582,105	322,267,013
Other operating revenue	<u>135,018</u>	<u>304,461</u>
Total operating revenues	<u>366,717,123</u>	<u>322,571,474</u>
OPERATING EXPENSES:		
Direct costs:		
Prize expense	200,302,437	173,956,018
Retailer commissions and incentives	24,501,412	21,433,978
On-line system expenses	11,482,112	10,427,636
Scratcher system and distribution expenses	1,513,464	657,917
Tickets purchased	<u>3,643,963</u>	<u>3,181,390</u>
Total direct costs	241,443,388	209,656,939
Advertising and promotion	9,632,149	8,531,211
Wages and related expenses	5,226,991	5,259,172
Contract services	384,896	693,699
Depreciation	176,107	268,509
Administrative expenses	<u>1,876,589</u>	<u>2,266,275</u>
Total operating expenses	<u>258,740,120</u>	<u>226,675,805</u>
OPERATING INCOME	107,977,003	95,895,669
NONOPERATING REVENUES	<u>334,961</u>	<u>396,083</u>
INCOME BEFORE TRANSFERS	108,311,964	96,291,752
TRANSFERS TO OTHER STATE FUNDS	<u>107,757,710</u>	<u>95,710,825</u>
CHANGES IN NET ASSETS	554,254	580,927
TOTAL NET ASSETS—Beginning of year	<u>10,029,417</u>	<u>9,448,490</u>
TOTAL NET ASSETS—End of year	<u>\$ 10,583,671</u>	<u>\$ 10,029,417</u>

See notes to financial statements.

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA
PROPRIETARY FUND—ENTERPRISE FUND**

**STATEMENT OF CASH FLOWS
YEAR ENDED JUNE 30, 2004
(With comparative totals for year ended June 30, 2003)**

	2004	2003
RECONCILIATION OF OPERATING INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
Operating income	<u>\$ 107,977,003</u>	<u>\$ 95,895,669</u>
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	176,107	268,509
Loss on disposal of equipment		
Changes in assets and liabilities:		
Accounts receivable and due from other State agencies	1,372,320	(3,498,955)
Ticket inventory	(306,768)	603,340
Deposit—Powerball	(184,604)	(313,407)
Accounts payable and accrued expenses	(1,652,972)	1,447,099
Prizes and withholdings payable	<u>2,602,698</u>	<u>5,652,250</u>
Total adjustments	<u>2,006,781</u>	<u>4,158,836</u>
NET CASH PROVIDED BY OPERATING ACTIVITIES	<u>\$ 109,983,784</u>	<u>\$ 100,054,505</u>
See notes to financial statements.		(Concluded)

ARIZONA STATE LOTTERY, A COMPONENT UNIT OF THE STATE OF ARIZONA

NOTES TO FINANCIAL STATEMENTS YEAR ENDED JUNE 30, 2004

1. DESCRIPTION OF OPERATIONS

The Arizona State Lottery (the "Lottery") was created by enactment of Title 5, Chapter 5 to the Arizona Revised Statutes, which was an initiative measure approved by the voters of the State of Arizona in 1980. The Lottery commenced operations in 1981. The Lottery is a component unit of the State of Arizona (the "State"). The accompanying financial statements present information as to the transactions of the Lottery.

For the period July 1, 2003 through June 30, 2004, the Lottery held 83 instant games (games 257, 300, 317, 327-328, 331-399, 402-407 and 409-411), four of which were Economic Development (games 335, 342, 377 and 393). During 2004, the Lottery continued the "Pick 3," "Fantasy 5," "The Pick," and "Powerball" on-line games. As required, the Lottery has a deposit with "Powerball," a multistate on-line lottery game, of \$7,208,027.

2. SIGNIFICANT ACCOUNTING POLICIES

The Lottery prepares its financial statements in accordance with accounting principles generally accepted in the United States of America.

State Lottery Fund—The State Lottery Fund (the "Fund"), which is an Enterprise Fund of the State of Arizona, accounts for revenues received from the sale of lottery tickets and the receipt of license fees. The Fund is operated in a manner similar to a private business enterprise where the governing body has decided that periodic determination of revenues earned, expenses incurred and net income is appropriate for capital maintenance, management control, accountability or other purposes. Activities accounted for in the proprietary fund follow all applicable Government Accounting Standards Board ("GASB") pronouncements as well as applicable Financial Accounting Standards Board ("FASB") pronouncements issued on or before November 30, 1989. The Fund accounts for prize payments, operational expenses, including consulting, promotional and advertising expenses, and transfers of monies to other State funds. Receipts from each type of lottery game are to be allocated as follows:

- Not less than 50% of the total annual revenue from lottery ticket sales is apportioned for the payment of prizes to the holders of winning tickets for the period July 1, 2003 to June 30, 2004.
- During the period of July 1, 2003 to June 30, 2004, not less than 29% of receipts for "Fantasy 5," "Pick 3," and "The Pick," not less than 31.6% of receipts for "Powerball," and not less than 21.5% of receipts for instant games must be apportioned for transfer to a designated State fund.
- Expenditures related to promotional or advertising services are restricted to not more than 4.0% of the total annual gross revenues of the Lottery. Legislative appropriation further restricted advertising expenditures to 2.7% of the gross revenues during fiscal years 2004 and 2003. All other receipts can be used by the Lottery for operations or transferred to other State funds.

In addition, State statute requires that 30% of all unclaimed prizes be transferred to the Court Appointed Special Advocate Account, a fund within the State’s General Fund.

Ticket Sales and Revenue Recognition—Revenue is recognized and the related direct expenses of ticket sales are accrued based upon the known relationship of the amount of ticket sales to the amount of prizes for each game. This method of measuring revenue is necessary in order to properly match revenues and expenses.

Property and equipment of the Fund, which consists principally of buildings, land, land improvements, and office furniture and equipment are stated at historical cost. Expenditures for normal repairs and maintenance are charged to operations as incurred, whereas expenditures for major renewals, replacements and betterments are capitalized and depreciated. Depreciation is provided for as follows:

	Method	Estimated Useful Life
Buildings	Straight-line	40 years
Land improvements	Straight-line	20 years
Furniture, fixtures and computer equipment	Straight-line	5-7 years

Investment income from all investments is recognized in the Fund. An amount equal to the calculated amount of earnings on the State Lottery Prize Fund cash balances is transferred to the Prize Fund.

Ticket inventory is stated at cost, which represents the amount incurred by the Lottery for purchasing the tickets.

Cash—Substantially all the Lottery’s cash is held by the State Treasurer for pooled investment purposes. Statutes require the State Treasurer to invest these pooled funds in obligations of the U.S. government and are recorded at fair value.

Compensated Absences—Vacation leave vests with the employee as it is earned. Employees may carry forward only the amount of vacation benefits equal to the maximum allowable accumulated credits for the preceding calendar year. Accordingly, at June 30, 2004, the State Lottery Fund’s accounts payable balance includes an accrual of vacation pay and related benefits of approximately \$381,500. Upon termination or retirement, an employee will be compensated for accumulated leave up to a maximum of 240 hours, dependent upon accumulated time and the individual’s benefits associated with their rank as defined by State personnel rule #R2-5-403. Payment will be based on the individual’s rate of pay at termination or retirement. Upon death, the same benefits shall be paid to the employee’s beneficiary.

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 estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure 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 these estimates.

3. TRANSFERS AND STATUTORY REQUIREMENTS

The Lottery made the following transfers during the year ended June 30, 2004 as required by Arizona Revised Statutes (“ARS”) Section 5-505.

Transfers to the State of Arizona:	
County Assistance Fund	\$ 7,650,000
Court Appointed Special Advocate Account	1,896,710
General Fund	35,337,700
Healthy Arizona Fund	3,670,700
Heritage Fund	20,000,000
Local Transportation Assistance Fund	36,528,100
Economic Development Commission Fund	<u>2,674,500</u>
Total transfers to other State of Arizona funds	<u>\$ 107,757,710</u>

These transactions met the minimum percentage requirements imposed upon the Lottery by statute.

4. CAPITAL ASSETS

Capital assets activity for the year ended June 30, 2004 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets:				
Land	\$ 937,830	\$ -	\$ -	\$ 937,830
Land improvements	330,865			330,865
Buildings	3,158,251			3,158,251
Furniture, fixtures and equipment	3,756,564	125,706	(33,693)	3,848,577
Construction in progress		94,370		94,370
	<u>8,183,510</u>	<u>220,076</u>	<u>(33,693)</u>	<u>8,369,893</u>
Total capital assets				
Less accumulated depreciation for:				
Land improvements	(263,724)	(16,543)		(280,267)
Buildings	(1,031,458)	(74,517)		(1,105,975)
Furniture, fixtures and equipment	<u>(3,451,631)</u>	<u>(85,047)</u>	<u>33,693</u>	<u>(3,502,985)</u>
Total accumulated depreciation	<u>(4,746,813)</u>	<u>(176,107)</u>	<u>33,693</u>	<u>(4,889,227)</u>
Total capital assets—net	<u>\$ 3,436,697</u>	<u>\$ 43,969</u>	<u>\$ -</u>	<u>\$ 3,480,666</u>

5. PRIZE LIABILITY

Prize liability activity for the year ended June 30, 2004 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Prize liability	<u>\$ 26,775,671</u>	<u>\$ 202,379,709</u>	<u>\$ (199,777,011)</u>	<u>\$ 29,378,369</u>

6. COMMITMENTS

The Lottery enters into various contracts for goods and services during the normal course of its business. All contracts and purchasing activity are subject to the Arizona State Procurement Code and the rules of the State Procurement Office. All contracts have incorporated into them the "Standard Terms and Conditions" as required by the State Procurement Office. These terms and conditions in all the contracts allow for cancellation for lack of funding in the current fiscal year or next fiscal year. The contract may also be terminated for the Lottery's convenience at any time with no penalty when it is in the best interest of the State.

Net rental expense for the years ended June 30, 2004 and 2003 was \$59,225 and \$57,134, respectively.

Effective September 2, 1999, the Lottery entered into a five-year contract with G-Tech Services, Inc. for computer processing services. The base contract rate is 4.9854% of on-line sales and the Lottery has exercised an option to extend the contract through August 31, 2006.

7. CONTINGENCIES

Annuities are purchased for all prizes over \$400,000 for which winners will receive the jackpot in annual installments for The Pick on-line game. These annuities are purchased from qualifying insurance companies which have the highest ratings from among A.M. Best Company, Standard & Poor's, Moody, Duff & Phelps, or Weiss. The Lottery remains contingently liable on all annuities. Aggregate future payments to prize winners on existing annuities totaled approximately \$233,103,000 at June 30, 2004. Approximately \$162,730,000 of the total aggregate future payments at June 30, 2004 relate to annuities purchased from five separate insurance companies, of which approximately \$69,601,000 relates to a single insurance company.

In 1994, an insurance company from which the Lottery purchased annuities during the period 1983 through 1989 was placed under State supervision. At June 30, 2004, remaining aggregate minimum future payments on such purchased annuities approximated \$5,407,000. In 1997, an insurance company from which the Lottery purchased annuities in 1986 was placed under State supervision. At June 30, 2004, remaining aggregate minimum future payments on such purchased annuities approximated \$923,000. As of November 17, 2004, both insurance companies were current in their required annuity payments. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the operations or financial position of the Lottery.

The Lottery is involved in various legal proceedings which arose in the normal course of business. Management of the Lottery does not believe that the ultimate resolution of these matters will have a material effect on the financial position, results of operations or cash flows of the Lottery.

8. RETIREMENT PLAN

Permanent, full-time employees of the Lottery are covered by the Arizona State Retirement Plan (the "Plan"), a retirement plan administered by the Arizona State Retirement System ("ASRS"), which is a multiple-employer, cost-sharing pension plan. The Comprehensive Annual Financial Report of the ASRS can be obtained by accessing www.asrs.state.az.us. The Plan was established by the State of Arizona to provide benefits for employees of the state and employees of participating political subdivisions and school districts. The Plan became effective on July 1, 1971. By actuarial computation, employee member contributions to the Plan were fixed at 5.20%, 2.00% and 2.00% of their compensation for the years ended June 30, 2004, 2003 and 2002, respectively, with the contributions

made through payroll deduction. Employee contributions vest immediately. Total contributions to the Plan for the years ended June 30, 2004, 2003 and 2002 by the Lottery's covered employees were \$206,574, \$85,146 and \$78,337, respectively.

Matching employer member contributions were actuarially determined and fixed at 5.20%, 2.00% and 2.00% of the compensation of all employee members for the years ended June 30, 2004, 2003 and 2002, respectively. Total matching contributions to the Plan for the years ended June 30, 2004, 2003 and 2002 by the Lottery were \$206,574, \$85,146 and \$78,337, respectively. In the event the Plan's actuary determines that additional contributions are needed in order to amortize an unfunded accrued liability, every employer member will be required to contribute the revised contribution percentage that is set by the Plan.

All full-time employees of the Lottery are required to become members of the Plan. The Lottery's total payroll for employees covered by this Plan for the years ended June 30, 2004, 2003 and 2002 was \$4,056,215, \$4,288,181 and \$4,099,597, respectively. Contributions to the Plan by the Lottery for its covered employees become fully vested immediately after membership in the Plan. All required employer contributions were made to the Plan within 30 days after June 30, 2004.

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**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA**

**SUPPLEMENTAL SCHEDULE OF GROSS PROFIT BY GAME
FOR GAMES EXPIRING DURING THE
YEAR ENDED JUNE 30, 2004**

	Game 317		Game 327		Game 328	
TICKET SALES	\$ 1,464,969	100.00 %	\$ 1,450,654	100.00 %	\$ 3,453,980	100.00 %
DIRECT EXPENSES:						
Commissions	95,224	6.50 %	94,293	6.50 %	224,508	6.50 %
Prizes—low tier	747,135	51.00 %	725,327	50.00 %	1,692,450	49.00 %
Prizes—high tier	75,700	5.17 %	109,350	7.54 %	481,700	13.95 %
Total prizes	822,835	56.17 %	834,677	57.54 %	2,174,150	62.95 %
Ticket purchases	43,952	3.00 %	50,954	3.51 %	55,702	1.61 %
Advertising						
Total direct expenses	962,011	65.67 %	979,924	67.55 %	2,454,360	71.06 %
GROSS PROFIT BY GAME	\$ 502,958	34.33 %	\$ 470,730	32.45 %	\$ 999,620	28.94 %
	Game 331		Game 332		Game 333	
TICKET SALES	\$ 1,215,746	100.00 %	\$ 5,393,315	100.00 %	\$ 2,645,204	100.00 %
DIRECT EXPENSES:						
Commissions	79,024	6.50 %	350,566	6.50 %	171,938	6.50 %
Prizes—low tier	595,715	49.00 %	2,696,658	50.00 %	1,481,314	56.00 %
Prizes—high tier	96,850	7.97 %	730,200	13.54 %	161,250	6.10 %
Total prizes	692,565	56.97 %	3,426,858	63.54 %	1,642,564	62.10 %
Ticket purchases	49,154	4.04 %	62,228	1.15 %	52,261	1.98 %
Advertising			66,102	1.22 %		
Total direct expenses	820,743	67.51 %	3,905,754	72.42 %	1,866,763	70.57 %
GROSS PROFIT BY GAME	\$ 395,003	32.49 %	\$ 1,487,561	27.58 %	\$ 778,441	29.43 %
	Game 334		Game 335		Game 336	
TICKET SALES	\$ 1,045,697	100.00 %	\$ 5,697,980	100.00 %	\$ 1,100,703	100.00 %
DIRECT EXPENSES:						
Commissions	67,970	6.50 %	370,369	6.50 %	71,546	6.50 %
Prizes—low tier	501,934	48.00 %	2,848,990	50.00 %	605,387	55.00 %
Prizes—high tier	101,800	9.74 %	744,100	13.06 %	26,100	2.37 %
Total prizes	603,734	57.74 %	3,593,090	63.06 %	631,487	57.37 %
Ticket purchases	44,089	4.22 %	93,754	1.65 %	49,018	4.45 %
Advertising			8,266			
Total direct expenses	715,793	68.45 %	4,065,479	71.35 %	752,051	68.32 %
GROSS PROFIT BY GAME	\$ 329,904	31.55 %	\$ 1,632,501	28.65 %	\$ 348,652	31.68 %

(Continued)

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA**

**SUPPLEMENTAL SCHEDULE OF GROSS PROFIT BY GAME
FOR GAMES EXPIRING DURING THE
YEAR ENDED JUNE 30, 2004**

	Game 337		Game 338		Game 339	
TICKET SALES	<u>\$ 1,196,482</u>	100.00 %	<u>\$ 870,603</u>	100.00 %	<u>\$ 1,520,356</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>77,772</u>	6.50 %	<u>56,590</u>	6.50 %	<u>98,824</u>	6.50 %
Prizes—low tier	<u>526,453</u>	44.00 %	<u>426,595</u>	49.00 %	<u>790,585</u>	52.00 %
Prizes—high tier	<u>148,700</u>	12.43 %	<u>72,900</u>	8.37 %	<u>60,500</u>	3.98 %
Total prizes	<u>675,153</u>	56.43 %	<u>499,495</u>	57.37 %	<u>851,085</u>	55.98 %
Ticket purchases	<u>47,997</u>	4.01 %	<u>44,090</u>	5.06 %	<u>54,799</u>	3.60 %
Advertising						
Total direct expenses	<u>800,922</u>	66.94 %	<u>600,175</u>	68.94 %	<u>1,004,708</u>	66.08 %
GROSS PROFIT BY GAME	<u>\$ 395,560</u>	33.06 %	<u>\$ 270,428</u>	31.06 %	<u>\$ 515,648</u>	33.92 %
	Game 340		Game 341		Game 342	
TICKET SALES	<u>\$ 3,416,768</u>	100.00 %	<u>\$ 1,281,999</u>	100.00 %	<u>\$ 4,727,860</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>222,090</u>	6.50 %	<u>83,330</u>	6.50 %	<u>307,311</u>	6.50 %
Prizes—low tier	<u>1,605,881</u>	47.00 %	<u>602,540</u>	47.00 %	<u>2,505,766</u>	53.00 %
Prizes—high tier	<u>501,200</u>	14.67 %	<u>129,672</u>	10.11 %	<u>423,600</u>	8.96 %
Total prizes	<u>2,107,081</u>	61.67 %	<u>732,212</u>	57.11 %	<u>2,929,366</u>	61.96 %
Ticket purchases	<u>54,056</u>	1.58 %	<u>44,717</u>	3.49 %	<u>80,312</u>	1.70 %
Advertising					<u>3,953</u>	0.08 %
Total direct expenses	<u>2,383,227</u>	69.75 %	<u>860,259</u>	67.10 %	<u>3,320,942</u>	70.24 %
GROSS PROFIT BY GAME	<u>\$ 1,033,541</u>	30.25 %	<u>\$ 421,740</u>	32.90 %	<u>\$ 1,406,918</u>	29.76 %
	Game 343		Game 344		Game 345	
TICKET SALES	<u>\$ 2,645,916</u>	100.00 %	<u>\$ 1,130,446</u>	100.00 %	<u>\$ 1,192,881</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>171,985</u>	6.50 %	<u>73,479</u>	6.50 %	<u>77,549</u>	6.50 %
Prizes—low tier	<u>1,155,383</u>	43.67 %	<u>486,092</u>	43.00 %	<u>632,319</u>	53.01 %
Prizes—high tier	<u>438,250</u>	16.56 %	<u>212,900</u>	18.83 %	<u>39,200</u>	3.29 %
Total prizes	<u>1,593,633</u>	60.23 %	<u>698,992</u>	61.83 %	<u>671,519</u>	56.29 %
Ticket purchases	<u>76,142</u>	2.88 %	<u>58,799</u>	5.20 %	<u>40,212</u>	3.37 %
Advertising			<u>12,239</u>	1.08 %		
Total direct expenses	<u>1,841,760</u>	69.61 %	<u>843,509</u>	74.62 %	<u>789,280</u>	66.17 %
GROSS PROFIT BY GAME	<u>\$ 804,156</u>	30.39 %	<u>\$ 286,937</u>	25.38 %	<u>\$ 403,601</u>	33.83 %

(Continued)

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA**

**SUPPLEMENTAL SCHEDULE OF GROSS PROFIT BY GAME
FOR GAMES EXPIRING DURING THE
YEAR ENDED JUNE 30, 2004**

	Game 346		Game 347		Game 348	
TICKET SALES	<u>\$ 1,464,233</u>	100.00 %	<u>\$ 1,377,163</u>	100.00 %	<u>\$ 4,391,945</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>95,175</u>	6.50 %	<u>89,517</u>	6.50 %	<u>285,477</u>	6.50 %
Prizes—low tier	<u>805,328</u>	55.00 %	<u>716,125</u>	52.00 %	<u>1,976,375</u>	45.00 %
Prizes—high tier	<u>29,265</u>	2.00 %	<u>59,200</u>	4.30 %	<u>734,800</u>	16.73 %
Total prizes	<u>834,593</u>	57.00 %	<u>775,325</u>	56.30 %	<u>2,711,175</u>	61.73 %
Ticket purchases	<u>39,865</u>	2.72 %	<u>49,164</u>	3.57 %	<u>79,891</u>	1.82 %
Advertising						
Total direct expenses	<u>969,633</u>	66.22 %	<u>914,006</u>	66.37 %	<u>3,076,543</u>	70.05 %
GROSS PROFIT BY GAME	<u>\$ 494,600</u>	33.78 %	<u>\$ 463,157</u>	33.63 %	<u>\$ 1,315,402</u>	29.95 %
	Game 349		Game 350		Game 351	
TICKET SALES	<u>\$ 9,791,230</u>	100.00 %	<u>\$ 1,583,552</u>	100.00 %	<u>\$ 2,407,611</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>636,430</u>	6.50 %	<u>102,932</u>	6.50 %	<u>156,495</u>	6.50 %
Prizes—low tier	<u>3,981,775</u>	40.67 %	<u>791,776</u>	50.00 %	<u>1,128,690</u>	46.88 %
Prizes—high tier	<u>1,948,950</u>	19.91 %	<u>102,846</u>	6.49 %	<u>461,125</u>	19.15 %
Total prizes	<u>5,930,725</u>	60.57 %	<u>894,622</u>	56.49 %	<u>1,589,815</u>	66.03 %
Ticket purchases	<u>64,096</u>	0.65 %	<u>38,421</u>	2.43 %	<u>71,753</u>	2.98 %
Advertising	<u>53,763</u>	0.55 %			<u>135,474</u>	5.63 %
Total direct expenses	<u>6,685,014</u>	68.28 %	<u>1,035,975</u>	65.42 %	<u>1,953,537</u>	81.14 %
GROSS PROFIT BY GAME	<u>\$ 3,106,216</u>	31.72 %	<u>\$ 547,577</u>	34.58 %	<u>\$ 454,074</u>	18.86 %
	Game 352		Game 353		Game 354	
TICKET SALES	<u>\$ 1,644,489</u>	100.00 %	<u>\$ 6,134,664</u>	100.00 %	<u>\$ 1,314,075</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>106,892</u>	6.50 %	<u>398,753</u>	6.50 %	<u>85,416</u>	6.50 %
Prizes—low tier	<u>772,910</u>	47.00 %	<u>3,067,332</u>	50.00 %	<u>670,178</u>	51.00 %
Prizes—high tier	<u>157,000</u>	9.55 %	<u>982,478</u>	16.02 %	<u>75,100</u>	5.72 %
Total prizes	<u>929,910</u>	56.55 %	<u>4,049,810</u>	66.02 %	<u>745,278</u>	56.72 %
Ticket purchases	<u>38,579</u>	2.35 %	<u>81,621</u>	1.33 %	<u>38,821</u>	2.95 %
Advertising						
Total direct expenses	<u>1,075,381</u>	65.39 %	<u>4,530,184</u>	73.85 %	<u>869,515</u>	66.17 %
GROSS PROFIT BY GAME	<u>\$ 569,108</u>	34.61 %	<u>\$ 1,604,480</u>	26.15 %	<u>\$ 444,560</u>	33.83 %

(Continued)

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA**

**SUPPLEMENTAL SCHEDULE OF GROSS PROFIT BY GAME
FOR GAMES EXPIRING DURING THE
YEAR ENDED JUNE 30, 2004**

	Game 368		Game 369		Game 373	
TICKET SALES	<u>\$ 1,208,642</u>	100.00 %	<u>\$ 2,687,666</u>	100.00 %	<u>\$ 1,129,168</u>	100.00 %
DIRECT EXPENSES:						
Commissions	<u>78,563</u>	6.50 %	<u>174,698</u>	6.50 %	<u>73,396</u>	6.50 %
Prizes—low tier	628,494	52.00 %	1,370,709	51.00 %	564,585	50.00 %
Prizes—high tier	<u>46,650</u>	3.86 %	<u>229,100</u>	8.52 %	<u>64,150</u>	5.68 %
Total prizes	675,144	55.86 %	1,599,809	59.52 %	628,735	55.68 %
Ticket purchases	36,169	2.99 %	43,783	1.63 %	36,262	3.21 %
Advertising						
Total direct expenses	<u>789,876</u>	65.35 %	<u>1,818,290</u>	67.65 %	<u>738,393</u>	65.39 %
GROSS PROFIT BY GAME	<u>\$ 418,766</u>	34.65 %	<u>\$ 869,376</u>	32.35 %	<u>\$ 390,775</u>	34.61 %

(Continued)

**ARIZONA STATE LOTTERY,
A COMPONENT UNIT OF THE STATE OF ARIZONA**

**SUPPLEMENTAL SCHEDULE OF GROSS PROFIT BY GAME
FOR GAMES EXPIRING DURING THE
YEAR ENDED JUNE 30, 2004**

	<u>Pick Drawings (1/1/03–12/31/03)</u>		<u>Fantasy 5 Drawings (1/1/03–12/31/03)</u>		<u>Powerball Drawings (1/1/03–12/31/03)</u>	
TICKET SALES	\$ 33,940,853	100.00 %	\$ 9,642,345	100.00 %	\$ 124,262,364	100.00 %
DIRECT EXPENSES:						
Commissions	2,206,154	6.50 %	626,752	6.50 %	8,077,052	6.50 %
Total prizes	17,114,694	50.43 %	4,580,113	47.50 %	62,131,183	50.00 %
Advertising	735,869	2.17 %	19,331	0.20 %	709,847	0.57 %
Total direct expenses	20,056,717	59.09 %	5,226,196	54.20 %	70,918,082	57.07 %
GROSS PROFIT BY GAME	\$ 13,884,136	40.91 %	\$ 4,416,149	45.80 %	\$ 53,344,282	42.93 %
	<u>Pick 3 Drawings (1/1/03–12/31/03)</u>					
TICKET SALES	\$ 6,791,137	100.00 %				
DIRECT EXPENSES:						
Commissions	441,422	6.50 %				
Total prizes	3,395,569	50.00 %				
Advertising	528,048	7.78 %				
Total direct expenses	4,365,039	64.28 %				
GROSS PROFIT BY GAME	\$ 2,426,098	35.72 %				

NOTE: After the announced completion of ticket sales for each game, customers have a 180-day period in which to redeem their winning tickets. The above gross profit information includes games in which the 180-day grace period expired during the fiscal year ended June 30, 2004.

(Concluded)