TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Financial Statements

June 30, 2009

(With Independent Auditor's Report Thereon)

State of South Carolina

Office of the State Auditor

1401 MAIN STREET, SUITE 1200
COLUMBIA, S.C. 29201

RICHARD H. GILBERT, JR., CPA
DEPUTY STATE AUDITOR

(803) 253-4160
FAX (803) 343-0723

September 14, 2009

The Honorable Mark Sanford, Governor
and
Members of the Tobacco Settlement Revenue
Management Authority
Columbia, South Carolina

This report on the audit of the financial statements of the Tobacco Settlement Revenue Management Authority for the fiscal year ended June 30, 2009, was issued by Rogers Laban, PA, Certified Public Accountants, under contract with the South Carolina Office of the State Auditor.

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

Respectfully submitted,

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

RHGjr/trb

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Rogers Laban
CPAs & Financial Consultants

INDEPENDENT AUDITOR'S REPORT

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

We have audited the accompanying financial statements of the governmental activities and the major fund of the Tobacco Settlement Revenue Management Authority (the Authority), a component unit of the State of South Carolina, as of and for the year ended June 30, 2009, which collectively comprise the Authority's financial statements as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express opinions on these financial statements based on our audit.

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

As described in Note 1, the financial statements referred to above include only the financial activities of the Authority and do not purport to and do not present fairly the financial position and results of operations of the State of South Carolina or other agencies or component units of the State of South Carolina in conformity with accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the Tobacco Settlement Revenue Management Authority as of June 30, 2009, and the respective changes in financial position thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated September 11, 2009, on our consideration of the Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be read in conjunction with this report in considering the results of our audit.

Going Beyond The Numbers.

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The management's discussion and analysis and budgetary comparison information on pages 3 through 8 and 23 and 24 are not a required part of the financial statements but are 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.

Rogers Laban, PA

September 11, 2009

This section of the annual financial report of the Tobacco Settlement Revenue Management Authority (the "Authority") presents the analysis of the Authority's financial performance during the fiscal year that ended on June 30, 2009. Please read it in conjunction with the financial statements and their accompanying notes, which follow this section.

The Authority

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

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

Overview of the Financial Statements

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

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

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

Summary of Financial Results

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

Statement of Net Assets. Table 1 summarizes the Authority's Net Assets for the period ending June 30, 2009, along with comparative data for the prior fiscal year.

Table 1: Summary of net assets

	June 30, 2009	June 30, 2008	Difference	%
Assets				
Cash and cash equivalents	$ 4,021,412	$ 561,484	$ 3,459,928	616.2%
Restricted assets	65,176,781	63,739,173	1,437,608	2.3%
Unamortized costs of issuance	1,823,838	2,514,434	(690,596)	-27.5%
Total assets	71,022,031	66,815,091	4,206,940	6.3%
Liabilities				
Accounts payable	68,680	760,693	(692,013)	-91.0%
Transfers due to other state agencies	265,000	-	265,000	100.0%
Accrued interest payable	833,333	1,148,875	(315,542)	-27.5%
Long term liabilities	176,180,273	242,890,934	(66,710,661)	-27.5%
Total liabilities	177,347,286	244,800,502	(67,453,216)	-27.6%
Total net assets (deficit)	$ (106,325,255)	$ (177,985,411)	$ 71,660,156	-40.3%

The Authority's assets include cash and cash equivalents, investments, and accrued earnings on those investments, along with unamortized costs of bond issuance that are being deferred and amortized over the life of the related bonds outstanding. Approximately 92% of the Authority's assets are comprised of certain pledged receivables and investments held in various reserve funds by the bond trustee, as security for the bondholders. The majority of the remaining assets are held by the Authority to pay its authorized operating expenses. Total liabilities consist primarily of the principal balance of the Bonds outstanding and accrued interest payable on those Bonds at the end of the fiscal year.

The Authority's cash and cash equivalents increased 565.1% over the course of the fiscal year, due primarily to an increase in the Authority's funding for MSA enforcement. Accounts payable decreased by 91.0%. These payables are comprised of certain legal and other professional services provided to the Authority during the current fiscal year but paid subsequent to the close of the fiscal year. Accounts payable in the prior year consisted of amounts payable to professional firms that provided services in connection with defeasance of the Authority's Series 2001 Bonds. Transfers due to other state agencies increased 100% and consisted of directed transfers mandated by the State's 2008-09 appropriation act that were effected subsequent to the close of the fiscal year. Unamortized costs of issuance, accrued interest payable and long term liabilities each decreased 27.5% and reflect a reduction in the Authority's overall debt outstanding.

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

Statement of Activities. Table 2 summarizes the Authority's activities for the period ending June 30, 2009 with comparative amounts for the prior fiscal year.

Table 2: Summary of activities

	June 30, 2009	June 30, 2008	Difference	%
Revenues	$ 96,051,964	$ 93,540,810	$ 2,511,154	2.7%
Expenses	23,966,808	42,740,875	(18,774,067)	-43.9%
Change in net assets before special items	72,085,156	50,799,935	21,285,221	41.9%
Special Items	-	392,954,552	(392,954,552)	-100.0%
Change in net assets before transfers	72,085,156	443,754,487	(371,669,331)	-83.8%
Transfers	(425,000)	(500,000)	75,000	-15.0%
Change in net assets	71,660,156	443,254,487	(371,594,331)	-83.8%
Net assets (deficit) - beginning of year	(177,985,411)	(621,239,898)	443,254,487	-71.3%
Net assets (deficit) - end of year	$ (106,325,255)	$ (177,985,411)	$ 71,660,156	-40.3%

General revenues of $96.1 million reflect the receipt and accrual for $95.1 million in TSRs, investment earnings of $124 thousand, and a contribution of $812 thousand from the bond escrow agent to cover costs of a tender offer in January, 2009 for certain of the Authority's defeased but outstanding Series 2001 Bonds. Special items decreased 100% reflecting non-recurring revenues and expenses realized in the prior fiscal year in connection with a refinancing of the Authority's Series 2001 Bonds.

The Authority's expenses primarily consisted of interest on the Bonds totaling $22.5 million, $149 thousand in administrative and operating expenses, $637 thousand in professional expenses incurred in connection with the tender offer described above, and $691 thousand in amortization of bond issuance costs. Expenses declined year over year principally as a result of a significant decrease in interest expense in connection with a refinancing of the Authority's Series 2001 Bonds.

The Authority made or provided for $425 thousand in directed transfers to related parties.

Long Term Debt Activity

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

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

The Series 2008 Bonds issued by the Authority are ten-year obligations scheduled to retire in ordinary course on June 1, 2018. However, under early redemption provisions ("Turbo Redemptions"), any MSA payments exceeding annual debt service requirements of the Series 2008 Bonds must be applied to early redemption of principal. At June 30, 2009, the Authority had redeemed a total of $52.725 million in Series 2008 Bonds as Turbo Redemptions, compared to $56.755 million originally projected through that date. Note 4 of the Notes to Financial Statements provides additional details concerning Turbo Redemptions. At June 30, 2009, there remained outstanding $200.0 million of the Series 2008 Bonds.

The Series 2008 Bonds are secured by and payable from i) the TSRs and all investment earnings on amounts on deposit in certain accounts established under the Trust Indenture and ii) all amounts, if any, on deposit in certain accounts under the Trust Indenture. Payments on the Bonds are a special obligation of the Authority, and such payments are dependent on receipt by the Trustee, as assignee of the Authority, of TSRs. The Authority has no financial assets other than the TSRs, the accounts established under the Trust Indenture, and investment earnings on those accounts. The Bonds are not a debt of the State, and the Authority does not have the power to pledge the credit, revenues or taxing power of the State. The Authority does not have taxing power.

Ratings of tobacco securitization bonds in general, and those of the Authority specifically, have been revised periodically by all three of the major credit rating agencies. These rating actions have been precipitated by rating agency assessments of including, among others, a general "adverse litigation environment" in the tobacco industry, declines in industry volume shipments, market share losses, and "heightened liquidity risk" as contributors to the initial and subsequent rating actions. Consequently, the Authority's bonds were downgraded from a level of "Aa3," "A+," and "A" by Moody's, Fitch Ratings and Standard and Poor's respectively, to a level of "Baa1," "BBB," and "A-" by Moody's, Fitch Ratings and Standard and Poor's respectively during 2003. Subsequently, on August 28, 2003, Standard and Poor's again downgraded the bonds to a level of "BBB." That rating action reflected "the adverse litigation environment for the tobacco industry in the U.S., weak market conditions in the U.S. cigarette industry, and Standard & Poor's expectation that domestic cigarette market conditions will continue to decline as a result of recent and expected future increases in state excise taxes, anti-smoking legislation, continued growth of deep discount manufacturers, and declining social acceptability of smoking." On April 21, 2004, Moody's again downgraded its ratings on all municipal tobacco transactions and, as a result, South Carolina's tobacco securitization bonds were downgraded to "Baa2" for the 2001A Bonds and "Baa3" for the 2001B Bonds. On January 28, 2008, Fitch Ratings upgraded its rating on certain outstanding tobacco settlement-related securitizations and upgraded the Series 2001 Bonds to "BBB+" from "BBB." At June 30, 2009, the Series 2008 Bonds were rated "Baa3," "BBB+," and "BBB" by Moody's, Fitch Ratings, and Standard and Poor's, respectively.

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

Budgetary Highlights

The Authority annually adopts an operating budget as required by its by-laws and the Trust Indenture. From a budgetary perspective, the Authority realized $3.1 million in excess revenues over expenditures during the fiscal year ended June 30, 2009. The variance was principally a result of the Authority's determination to fund costs of diligent enforcement and litigation during the next fiscal year, and to reimburse certain litigation costs previously expended by the State for these same purposes. As required by the Trust Indenture, all additional revenue received under the MSA was applied entirely to the early redemption of principal.

Economic Factors and Outlook

Payment of debt service and orderly retirement of the Bonds are conditioned exclusively on the Authority's receipt of TSRs. TSRs are contingent on among other things, the financial stability of the OPMs. In structuring the financial transaction for issuance of the Bonds, the Authority engaged the services of an independent consultant to develop a forecast of future tobacco rates of consumption and likely TSRs based on those forecasted rates of consumption. All future payments on the Bonds, including timely debt service, sinking fund redemption payments, and Turbo Redemptions are contingent on future TSRs, and those TSRs are dependent on a number of factors, including rates of consumption of tobacco products and compliance by the tobacco companies who are parties to the Master Settlement Agreement with the terms of that agreement.

During the periods ending June 30, 2006 through June 30, 2009, a number of participating manufacturers ("PMs") deposited a portion of their tobacco settlement payments into a disputed payments account, incidental to a finding by an independent arbitrator that MSA disadvantages were a significant factor in market share losses experienced by the PMs in calendar years 2003 through 2006. Under the provisions of the MSA, PMs are potentially entitled to an adjustment of their required payments under the MSA (a Non-Participating Manufacturer or NPM Adjustment) in the event that all of the PMs, in the aggregate, lose more than two percentage points of market share compared to the market share of the PMs in 1997. However, the adjustment cannot be applied against settling states that have enacted and diligently enforced an escrow fund statute under the MSA.

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

Note 8 of the Notes to Financial Statements includes a summary of originally projected TSRs, actual TSRs, and disputed payments.

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

Contacting the Authority

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

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Statement of Net Assets

June 30, 2009

Assets		
Cash and cash equivalents	$	4,021,412
Restricted assets		
Cash and cash equivalents		13,966,633
Accrued income receivable		1,260
Investments		4,991,792
Tobacco settlement payments receivable		46,217,096
Unamortized bond issuance costs		1,823,838
Total assets		71,022,031
Liabilities		
Accounts payable		68,680
Transfers due to other state agencies		265,000
Liabilities payable from restricted assets		
Accrued interest payable		833,333
Long-term debt		
Due after one year (net of $5,983,448 unamortized discounts and $17,836,279 unamortized loss on defeased debt)		176,180,273
Total liabilities payable from restricted assets		177,013,606
Total liabilities		177,347,286
Net assets (deficit)		
Unrestricted		(106,325,255)
Total net assets (deficit)	$	(106,325,255)

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Statement of Activities

June 30, 2009

Expenses	
General government	$ 148,752
Costs of tender offer	637,163
Debt service	
Interest	22,490,297
Amortization of bond issuance costs	690,596
Total expenses	23,966,808
Net program expense	23,966,808
Revenues	
Tobacco settlement revenues	95,115,415
Investment earnings	123,805
Contribution from bond escrow agent	
relating to costs of the tender offer	812,450
Other revenue	294
Total general revenues	96,051,964
Change in net assets before transfers	72,085,156
Transfers	
Transfers to other state agencies	(425,000)
Total transfers	(425,000)
Change in net assets	71,660,156
Net assets (deficit)	
Beginning of the year	(177,985,411)
End of the year	$ (106,325,255)

See accompanying notes to financial statements.

TOBACCO SETTLEMENT REVENUE MANAGEMENT AUTHORITY

(A Component Unit of the State of South Carolina)

Governmental Fund Balance Sheet

June 30, 2009

Assets		
Cash and cash equivalents	$	4,021,412
Restricted assets		
Cash and cash equivalents		13,966,633
Accrued income receivable		1,260
Investments		4,991,792
Tobacco settlement payments receivable		46,217,096
Total assets	$	69,198,193
Liabilities		
Accounts payable		68,680
Transfers due to other state agencies		265,000
Total liabilities		333,680
Fund balance		
Reserved for debt service		65,176,781
Unreserved		3,687,732
Total fund balance		68,864,513
Total liabilities and fund balance	$	69,198,193

Reconciliation to the statement of net assets		
Fund balance - governmental fund	$	68,864,513
Amounts reported for government activities in the statement of net assets are different because:		
Long-term liabilities applicable to the Authority's governmental activities are not due and payable in the current period and accordingly are not reported as fund liabilities. All liabilities – both current and long-term – are reported in the statement of net assets		(176,180,273)
Interest on long-term debt is not accrued in governmental funds, but rather is recognized as an expenditure when paid		(833,333)
Assets that are capitalized and amortized in statement of net assets are charged to expenditures in the governmental fund:		
Bond issuance cost, net of $690,596 amortization		1,823,838
Total net assets (deficit)	$	(106,325,255)

See accompanying notes to financial statements.

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

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

June 30, 2009

Expenditures		
General government	$	148,752
Costs of tender offer		637,163
Debt service		
Principal		75,730,000
Interest		13,786,500
Total expenditures		90,302,415
Revenues		
Tobacco settlement revenues		95,115,415
Investment earnings		123,805
Contribution from bond escrow agent relating to costs of tender offer		812,450
Other revenue		294
Total revenues		96,051,964
Excess of revenues over expenditures before transfers		5,749,549
Transfers		
Transfers to other state agencies		(425,000)
Total transfers		(425,000)
Excess of revenues over expenditures		5,324,549
Fund balance		
Beginning of the year		63,539,964
End of the year	$	68,864,513

Reconciliation to the statement of activities		
Excess of revenues over expenditures	$	5,324,549
Amounts reported for government activities in the statement of activities are different because:		
Repayment of bond principal is reported as an expenditure in the governmental fund and as a reduction in liabilities in the statement of net assets		75,730,000
Interest expense in the statement of activities differs from the amount reported in the governmental fund due to the change in accrued interest between fiscal year ends on bonds payable		315,542
Amortized discounts are reported as expenses in the statement of activities		(2,265,632)
Amortized loss on defeased debt is reported as expense in the statement of activities		(6,753,707)
Amortized bond issuance costs are reported as expenses in the statement of activities		(690,596)
Change in net assets	$	71,660,156

See accompanying notes to financial statements.

(1) Reporting Entity

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

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

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

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

(1) Determines its budget without another government having the authority to approve and modify that budget.

(2) Levies taxes or sets rates or charges without approval by another government.

(3) Issues bonded debt without approval by another government.

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

The Authority is governed by a board, which consists of five members. The members are the Governor or his designee, the State Treasurer, the Comptroller General, the Chairman of the Senate Finance Committee, and the Chairman of the House Ways and Means Committee. The

Governor serves as chairman; in the absence of the Governor, the meeting is chaired by the State Treasurer. All members of the Board serve ex officio.

(2) Summary of Significant Accounting Policies

(a) General. In its accounting and financial reporting in conformity with accounting principles generally accepted in the United States of America, the Authority follows the pronouncements of the GASB.

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

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

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

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

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

(c) Asset Recognition Criteria for TSRs. The Authority implemented GASB Technical Bulletin No. 2004-1: Tobacco Settlement Recognition and Financial Reporting Entity Issues (the "Bulletin"), effective July 1, 2003. The Bulletin requires the Authority to recognize TSRs when the event giving rise to recognition occurs (the domestic shipment of cigarettes by the tobacco manufacturers) in the government-wide financial statements, and when the event occurs and the TSRs become available in the fund financial statements. Other than the asset recognition criteria required by the Bulletin, future collections are not measurable and are therefore not recorded as assets in either the government-wide financial statements or the government fund financial statements.

(d) Cash and Cash Equivalents. Cash includes cash on hand, demand deposits, and short term investments with original maturities of three months or less from the date acquired by the Authority.

(e) Investments. Investments are recorded on the Statement of Net Assets and the Balance Sheet at fair value. All investment income, including changes in the fair value of investments, is reported as revenue in the Statement of Activities and the Statement of Revenues, Expenditures, and Changes in Fund Balance.

(f) Restricted Assets. The Trust Indenture (as defined in Note 4 of the Notes to Financial Statements) requires the use of certain receivables, investments and earnings thereon as payment of or security for the Authority's debt service obligations. Because the assets are generally restricted for this purpose, they have been reflected in the restricted portion of the accompanying statements. These assets are comprised of TSRs receivable and accrued income receivable, along with certain amounts held in the following segregated trust accounts established and maintained by the trustee in the issuer's name:

(1) the Collections Account, into which are deposited all Collections (as defined in the Trust Indenture), including all TSRs, Lump Sum Payments, Partial Lump Sum Payments, Total Lump Sum Payments and investment earnings;

(2) the Debt Service Account, into which are deposited those sinking fund and interest amounts due in the two payment periods immediately following an MSA Payment Date (as that term is defined in the Trust Indenture);

(3) the Partial Lump Sum Payment Account, into which are deposited any payments received from a Participating Manufacturer that results in, or is due to, a release of a portion, but not all, of that Participating Manufacturer's future payment obligations under the MSA;

(4) the Liquidity Reserve Account, which holds the Liquidity Reserve Requirement and is more fully described below;

(5) the Turbo Redemption Account, into which all surplus Collections are deposited to effect Turbo Redemptions; and

(6) the Cost of Issuance Account which holds amounts to pay any item of expense directly or indirectly payable or reimbursable by the Authority and related to the authorization, sale, issuance, retirement or defeasance of bonds.

The following schedule reflects the balance at June 30, 2009 in each of the trust accounts maintained by the trustee:

	Balance
Collections account	$ -
Debt service account	4,991,792
Partial lump sum payment account	-
Liquidity reserve account	13,786,500
Turbo redemption account	3,905
Costs of issuance account	176,228
Total	$ 18,958,425

The Liquidity Reserve Account has a balance at June 30, 2009 of $13,786,500. The Authority is required to maintain a balance in the Liquidity Reserve Account equal to one year's interest on the Series 2008 Bonds, to the extent of available funds. Amounts on deposit in the Liquidity Reserve Account will be available to pay term bond maturities and sinking fund installments of, and interest on, the Series 2008 Bonds to the extent collections are insufficient for such purpose. Any amount remaining after such payments in excess of the Liquidity Reserve Requirement will be deposited in the Collections Account. Unless an event of default has occurred, amounts withdrawn from the Liquidity Reserve Account will be replenished from collections.

(g) Fund Equity. In the governmental fund financial statements, reservations of fund balance are reported for amounts that are legally restricted by the Trust Indenture for debt service. However, the Authority's net assets are reported as unrestricted inasmuch as its net assets are negative. Otherwise, the Authority would report a portion of its net assets as restricted since the amounts are legally restricted by the Trust Indenture to be spent on the general operations and debt service of the Authority.

(h) Administrative Expenses. The State of South Carolina performs certain accounting and administrative services for the Authority. The value of these services is deemed immaterial to the Authority's financial statements.

(i) 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

(3) Deposits and Investments

Deposits. Other than incidental amounts held by the Trustee pending permanent investment or distribution, the Authority's cash deposits are under the control of the State Treasurer who, by law, has sole authority for investing State funds. State law requires full collateralization of all bank balances under the control of the State Treasurer. The State Treasurer must correct any deficiencies in collateral within two days. At June 30, 2009, all bank balances under the control of the State Treasurer were fully insured or collateralized with securities held by the State's agent in the name of the State Treasurer.

Investments. All of the Authority's investments are held by the trustee in several restricted accounts in the name of the Authority. The Trust Indenture (as hereinafter defined) provides the circumstances under which money in the accounts held by the trustee may be invested in Eligible Investments (as defined in the Trust Indenture and hereinafter described). Included in the Trust Indenture's definition of Eligible Investments are obligations of FHLMC, FNMA, or Federal Farm Credit System, demand and time deposit accounts and certificates of deposit, general obligations of states and guaranteed state obligations, commercial or finance company paper, repurchase obligations, corporate securities bearing interest or sold at discount, taxable money market funds, investment agreements or guaranteed investment contracts, and other obligations or securities that are investment agreements or guaranteed investment contracts and other obligations or securities that are non-cancelable; provided, however, that such investments must be permitted under the laws of the State of South Carolina. The Authority has not adopted a formal investment policy because the Trust Indenture contains these investment restrictions.

The following schedule reflects the Authority's deposits and investments at their fair and reported values at June 30, 2009, and reconciles the amounts reported in the statement of net assets to the notes.

Notes		Statements	
Deposits		Cash and cash equivalents	$ 17,988,045
Held by State Treasurer	$ 4,021,412		
Total Deposits	4,021,412		
Investments		Investments	4,991,792
Federal Home Loan Bank Discount Note	4,991,792		
Treasury Tri-Party Repurchase Agreements	13,966,633		
Total Investments	18,958,425		
Totals	$ 22,979,837		$ 22,979,837

Custodial Credit Risk. Custodial credit risk for investments is the risk that, in the event of a failure of the counterparty, the Authority will not be able to recover the value of the investments or collateral securities that are in the possession of an outside party. At June 30, 2009, all of the Authority's investments were insured and registered.

The following table presents the fair value of investments as of June 30, 2009.

	Fair Value
Short Term Investments:	
Federal Home Loan Bank Discount Note	$ 4,991,792
Repurchase Agreements	13,966,633
Total	$ 18,958,425

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

	Fair Value	Effective Duration
Short Term Investments:		
Federal Home Loan Bank Discount Note	$ 4,991,792	0.42
Repurchase Agreements	13,966,633	0.00
Total	$ 18,958,425	0.11

Credit Risk. Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation to the Authority. Credit risk ratings are not required for obligations of the U.S. government or those obligations explicitly guaranteed by the U.S. government. As of June 30, 2009, all of the Authority's investments were obligations of the U.S. government or obligations explicitly guaranteed by the U.S. government.

Concentration of credit risk is the risk of loss attributed to the magnitude of the government's investment in a single issuer. At June 30, 2009, the Authority had approximately 26% of its investments in a Federal Home Loan Bank Discount Note, and approximately 74% of its investments in an overnight repurchase agreement with the Bank of New York, which repurchase agreement was fully collateralized by United States Treasury obligations.

Foreign currency risk is the risk that changes in exchange rates will adversely impact the fair value of an investment. At June 30, 2009, the Authority did not have any deposits or investments denominated in foreign currencies.

(4) Bonds Payable

On March 22, 2001, the Authority issued asset backed bonds pursuant to an indenture between the Authority and United States Trust Company of New York, as trustee, dated as of March 1, 2001. The State transferred to the Authority all of its rights and interests under the MSA and the Decree. These rights include the State's share of all Tobacco Settlement revenue received after June 30, 2001 and in perpetuity to be received under the MSA.

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

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

On June 26, 2008, the Authority defeased the outstanding principal amount of the Series 2001 Bonds by depositing a portion of the proceeds of $275,730,000 Tobacco Settlement Revenue Management Authority Tobacco Settlement Revenue Asset-Backed Refunding Bonds, Series 2008 (the “Series 2008 Bonds”) issued pursuant to an indenture between The Bank of New York Trust Company, N.A., as trustee, and the Tobacco Settlement Revenue Management Authority (the “Trust Indenture”), together with other available monies, with The Bank of New York Trust Company, N.A., as Trustee for the Series 2001 Bonds (the “Trustee”) pursuant to the terms of an irrevocable Escrow Agreement (the “Escrow Agreement”) dated June 26, 2008, by and between the Authority and the Trustee. As of June 30, 2009, a total of $393,845,000 defeased Series 2001 Bonds remained outstanding.

Bond discounts, costs of issuance, and the loss on refunded debt are deferred and amortized over the term of the Series 2008 Bonds using the outstanding method, which results in amortization being computed using the percentage of bonds retired to total bonds issued. Amortization of bond discounts and loss on refunded debt are included in expenses as an addition to interest expense. The Authority expensed $2,265,632 and $6,753,707 relating to amortization of bond discounts and loss on refunded debt, respectively, for the year ended June 30, 2009. Amortization of bond issuance costs is included in expenses as a separate line item amount.

The long term debt of the Authority at June 30, 2009 is comprised of the following:

Series 2008 Tax Exempt Term Bonds due June 1, 2018 with interest of 5% due semiannually on June 1 and December 1 commencing on December 1, 2008	
Face value of bonds outstanding	$ 200,000,000
Unamortized discount	(5,983,448)
Unamortized loss on refunded debt	(17,836,279)
	$ 176,180,273

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

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

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

The following table reflects expected and actual Turbo Redemptions and sinking fund payments on the Series 2008 Bonds through June 30, 2009:

Twelve months ended	Turbo Redemptions Expected	Turbo Redemptions Actual	Sinking Fund Payments
2009	56,755,000	52,725,000	23,005,000

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

Twelve months ending June 30	Sinking fund payments	Interest	Total debt service
2010	$ -	$ 10,000,000	$ 10,000,000
2011	-	10,000,000	10,000,000
2012	21,030,000	10,000,000	31,030,000
2013	26,360,000	8,948,500	35,308,500
2014	27,330,000	7,630,500	34,960,500
2015 – 2018	125,280,000	16,330,250	141,610,250
	$ 200,000,000	$ 62,909,250	$ 262,909,250

The Authority's long-term liability activity for the year ended June 30, 2009, was as follows:

	Balance June 30, 2008	Additions	Reductions	Balance June 30, 2009	Due Within one year
Bonds:					
Series 2008 bonds	$ 275,730,000	$ -	$ 75,730,000	$ 200,000,000	$ -
Unamortized discounts	(8,249,080)	-	(2,265,632)	(5,983,448)	-
Unamortized loss on refunded debt	(24,589,986)	-	(6,753,707)	(17,836,279)	-
Total	$ 242,890,934	$ -	$ 66,710,661	$ 176,180,273	$ -

(5) Current Year Tender Offer

On January 8, 2009, the Authority effected a tender offer for $110.345 million principal amount of certain outstanding but defeased Series 2001 Bonds. The tender offer was effected entirely with proceeds of the sale of certain investment securities held in the defeasance escrow fund for the Series 2001 Bonds, and resulted in an economic gain to the State. Estimated costs associated with the tender offer of $812 thousand were transferred from the defeasance escrow fund to the cost of issuance account, and are reflected as revenues on the Statement of Activities and the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balance as a contribution from the bond escrow agent. Actual expenses of $637 thousand are reflected as expenses on the Statement of Activities and as expenditures on the Governmental Fund Statement of Revenues, Expenditures and Changes in Fund Balance as costs of the tender offer. Any amounts remaining in the cost of issuance account on the next scheduled distribution date will be transferred to the turbo redemption account to effect additional Turbo Redemptions.

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

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

(7) Contingencies

Certain smokers, consumer groups, cigarette manufacturers, cigarette importers, cigarette distributors, native American tribes, taxpayers, taxpayers' groups, and other parties have instituted litigation against various tobacco manufacturers, including the PMs, as well as certain of the Settling States and other public entities. The lawsuits allege, among other things, that the MSA violates certain provisions of the United States Constitution, state constitutions, the Federal antitrust laws, Federal civil rights laws, state consumer protection laws, and unfair competition laws, certain of which actions, if ultimately successful, could result in a determination that the MSA is void or unenforceable. The lawsuits seek, among other things, an injunction against one or more of the Settling States from collecting any monies under the MSA and barring the PMs from collecting cigarette price increases related to the MSA and/or a determination that the MSA is void or unenforceable. In addition, class action lawsuits have been filed in several Federal and state courts alleging that under the Federal Medicaid law, any amount of tobacco settlement funds that the Settling States receive in excess of what they paid through the Medicaid program to treat tobacco related diseases should be paid directly to Medicaid recipients. To date, no such lawsuits have been successful or are on appeal. The enforcement of the terms of the MSA may, however, continue to be challenged in the future. In the event of an adverse court ruling, the Authority may not have adequate financial resources to make payment on the Series 2008 Bonds.

(8) Disputed Payments

During the periods ending June 30, 2006 through June 30, 2009, a number of participating manufacturers ("PMs") deposited a portion of their tobacco settlement payments due on or about April 15 into a disputed payments account, incidental to findings by an independent arbitrator that MSA disadvantages were a significant factor in market share losses experienced by the PMs in calendar years 2003 through 2006. Under the provisions of the MSA, PMs are potentially entitled to an adjustment of their required payments under the MSA (a Non-Participating Manufacturer or NPM Adjustment) in the event that all of the PMs, in the aggregate, lose more than two percentage points of market share compared to the market share of the PMs in 1997. However, the adjustment cannot be applied against settling states that have enacted and diligently enforced an escrow fund statute under the MSA.

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

Twelve months ended June 30	Total Payments Expected by the Authority	Actual Receipts	Estimated Impact of NPM Adjustment at the State's Allocation Percentage	Estimated Impact of Factors Other than the NPM Adjustment
2006	$ 76,829,052	$ 68,612,916	$ 9,197,098	$ (980,962)
2007	77,834,167	71,406,465	8,189,888	(1,762,186)
2008	91,427,527	83,474,567	6,191,878	1,761,082
2009	91,979,199	84,866,705	1,296,101	5,816,393
Total	$ 338,069,945	$ 308,360,653	$ 24,874,965	$ 4,834,327

(9) Related Party Transactions

The State of South Carolina, through the Office of Attorney General, provides certain legal and enforcement services to the Authority. During the fiscal year ended June 30, 2009, the Authority made or provided for $425,000 in directed transfers from its general fund to the Office of Attorney General to cover costs of providing these services. The Authority transferred $265,000 of this amount subsequent to year-end which is reflected as transfers due to other state agencies in the financial statements.

The Office of State Treasurer provides administrative, investment, operations, record keeping, and other support services to the Authority. No reimbursements were made by the Authority during the fiscal year ended June 30, 2009 to cover costs of providing these services.

(10) Risk Management

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

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

No payments for uninsured losses were made during the fiscal year ended June 30, 2009.

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

Required Supplementary Information (unaudited)

Budgetary Comparison Schedule
General Fund

Year ended June 30, 2009

	Budgeted Amounts			
	Original	Final	Actual	Variance
Revenue				
Revenue from tobacco settlement receipts used for administrative costs	$ 626,677	$ 626,677	$ 3,700,000	$ 3,073,323
Total revenue	626,677	626,677	3,700,000	3,073,323
Expenditures				
Contractual services	122,600	122,600	146,262	23,662
Fixed charges and contributions	3,500	3,500	2,490	(1,010)
Miscellaneous administrative	577	577	-	(577)
Total expenditures	126,677	126,677	148,752	22,075
Transfers				
Transfers to other state agencies	(500,000)	(500,000)	(425,000)	75,000
Total transfers	(500,000)	(500,000)	(425,000)	75,000
Excess of revenue over expenditures	$ -	$ -	$ 3,126,248	$ 3,126,248

See accompanying notes to required supplementary information.

(1) Basis of Presentation

Section 11-49-60 of the Code of Laws requires the Authority to adopt an annual budget for its operational expenditures. Expenditures for debt service are excluded from the budgetary requirement and thus the basis for budgeting and the presentation of actual results differs from accounting principles generally accepted in the United States of America. The accompanying budgetary comparison schedule compares the Authority's legally adopted budget to actual results on the budgetary basis.

(2) Budgetary Revisions

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

(3) Differences in Budgetary and GAAP Reporting

The accompanying budgetary comparison schedule compares the Authority's legally adopted budget with actual results in accordance with the Authority's basis of budgeting. Budgetary accounting principles, however, differ significantly from GAAP. These different accounting principles result in basis differences in the excess (deficiency) of revenues over (under) expenditures. Basis differences exist because the basis of budgeting excludes revenues and debt service expenditures recorded in accordance with GAAP.

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

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

We have audited the financial statements of the Tobacco Settlement Revenue Management Authority (the Authority) as of and for the year ended June 30, 2009, and have issued our report thereon dated September 11, 2009. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

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

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

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

Rogers Laban, PA • 1919 Bull Street • Columbia, SC 29201 • 803.779.5870 • Fax 803.765.0072 • www.RogersLaban.com

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, and contracts, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit. and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under Government Auditing Standards.

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

Rogers Laban, PA

September 11, 2009