

Tobacco Settlement Financing Corporation

(a blended component unit of the Government of the United States
Virgin Islands)

**Management's Discussion and Analysis
and Basic Financial Statements
September 30, 2003 and 2002**

Report of Independent Auditors

To the Board of Directors of
Tobacco Settlement Financing Corporation

In our opinion, the accompanying statements of net assets and governmental fund balance sheet, the related statements of activities and governmental fund revenues, expenditures and changes in fund balance and statements of fiduciary net assets present fairly, in all material respects, the respective financial position of the governmental activities, the debt service fund and the fiduciary fund of the Tobacco Settlement Financing Corporation (a blended component unit of the Government of the United States Virgin Islands) at September 30, 2003 and 2002 and the respective changes in financial position thereof for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements 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 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 1 to the financial statements, the Company has implemented a new financial reporting model, as required by the provisions of GASB Statement No. 34, Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments, as of October 1, 2001.

The management's discussion and analysis on pages 1 through 6 are not a required part of the basic financial statements but is supplementary information required by the Governmental Accounting Standards Board. 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.



October 15, 2004

CERTIFIED PUBLIC ACCOUNTANTS
(OF PUERTO RICO)
License No. 216 Expires Dec. 1, 2004
Stamp 2008326 of the P.R. Society of
Certified Public Accountants has been
affixed to the file copy of this report

Tobacco Settlement Financing Corporation

Management's Discussion and Analysis

September 30, 2003 and 2002

The Board of Directors of the Tobacco Settlement Financing Corporation (the "Corporation") is pleased to present the following discussion and analysis of the Corporation's financial performance during the fiscal years that ended on September 30, 2003 and 2002. Please note that this information should be read in conjunction with the financial statements and their accompanying notes, which follow this section. In addition, no information for 2001 is presented as the Corporation commenced operations in 2002.

The Corporation

The Corporation was formed in September, 2001. On November 1, 2001, the Corporation entered into a Purchase and Sale Agreement with the Government of the U.S. Virgin Islands to purchase the rights, title, and interest in Tobacco Settlement fund litigation awards for the amount of \$18.4 million, under the Master Settlement Agreement (the "MSA"). The MSA was entered into on November 23, 1998, among the Attorneys General of 46 states, 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 provides for other tobacco companies, referred to as "Subsequent Participating Manufacturers" or "SPMs" to become parties to the MSA. The four OPMs together with over 30 SPMs are referred to as the "Participating Manufacturers" or "PMs". The MSA resolved cigarette smoking-related litigation among the Settling States and the PMs, released the PMs 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 Corporation is not a party to the MSA.

Initial Payments under the MSA to the settling states have been received from 1999 to 2003. Annual Payments under the MSA are required if the cigarette market share increases higher than the 1998 level or 125% of the 1997 level. Annual Payments are due on April 15, commencing in 2000, and continuing in perpetuity. In addition to Initial and Annual Payments, participating cigarette manufacturers are required to make Strategic Contribution Fund Payments in the amount of \$861 million annually on April 15, in the years of 2008 through 2017. Each type of payment under MSA is contingent upon future volume of cigarette sales, inflation adjustments, final legal adjustments, upon settlement with the four states and other United States jurisdictions not participating in the agreement, and various offsets for miscalculated or disputed payments with the parties. The Government of the Virgin Islands' share of the MSA was .0173593% of Initial and Annual Payments, and .1800232% of Strategic Contribution Fund Payments. The Corporation received \$1.58 million in payments during the fiscal year ended September 30, 2003, and \$1.26 million in the fiscal year ended September 30, 2002.

On November 20, 2001, the Corporation issued \$21.7 million aggregate principal amount of Tobacco Settlement Financing Corporation Asset-Backed Bonds (the "Bonds"). The Bonds are secured by, and payable from, collections— including all Tobacco Settlement Revenues (the "TSRs") to be received by the corporation, reserves, amounts held in other accounts established by the indenture, and the corporation's rights under the purchase agreement. The proceeds were used for the purpose of purchasing all rights, title, and interest in certain litigation awards under the Master Settlement Agreement entered into by participating cigarette manufacturers, and providing funds for hospital and healthcare projects in the United States Virgin Islands.

Tobacco Settlement Financing Corporation

Management's Discussion and Analysis

September 30, 2003 and 2002

As of September 30, 2003, there remained outstanding \$22.6 million of the debt originally issued by the Corporation; as of September 30, 2002, there were \$23.7 million outstanding.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Corporation's basic financial statements. The Corporation's basic financial statements consist of four components: 1) government-wide financial statements, 2) governmental fund financial statements, 3) statement of fiduciary net assets, and 4) notes to the financial statements. Due to the single-purpose nature of the activities of the Corporation, the government-wide and governmental fund financial statements have been presented together with an adjustments column reconciling the differences.

- The *Statement of Net Assets and Governmental Fund Balance Sheet* includes all of the Corporation's assets and liabilities and provides information about the nature and amounts of investments in resources (assets), and the obligations to Corporation creditors (liabilities). It also provides the basis for computing rate of return, evaluating the capital structure of the Corporation, and assessing the liquidity and financial flexibility of the Corporation. The Statement of Net Assets column reports information about the Corporation using accounting methods similar to those used by private sector companies (accrual basis of accounting) and presents all assets and liabilities of the Corporation—both current and long-term. The Governmental Fund Balance Sheet focuses on the Corporation's balances of spendable resources available for the payment of Governmental expenditures including payment of Debt Service requirements at the end of the fiscal year. The governmental financial statements are prepared using the current financial resources measurement focus and the modified accrual basis of accounting.
- 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*. These statements measure the success of the Corporation's operations over the past year and can be used to determine the Corporation's ability to meet its financial objectives and credit-worthiness. The Statement of Activities column presents information on how the Corporation'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 current year's *Statement of Fiduciary Net Assets* reports fiduciary funds held in an agency capacity for the benefit of the Government of the Virgin Islands related to hospital and healthcare projects for residents of the United States Virgin Islands. Fiduciary funds are not reflected in the government-wide financial statements because the resources are not available to support the Corporation's own programs. Agency funds are reported using the economic resources measurement focus on a full accrual basis and only present a statement of assets and liabilities.

Tobacco Settlement Financing Corporation
Management's Discussion and Analysis
September 30, 2003 and 2002

Summary of Financial Results

Government-Wide Financial Statements

Statement of Net Assets--Table 1 summarizes the Corporation's Statement of Net Assets for the period ending September 30, 2003 and 2002.

| | <u>September 30, 2003</u> | <u>September 30, 2002</u> |
|---------------------|-------------------------------|-------------------------------|
| Restricted assets | \$ 3,240,939 | \$ 2,892,354 |
| Other assets | 2,697,282 | 3,099,764 |
| Total assets | <u>\$ 5,938,221</u> | <u>\$ 5,992,118</u> |
| Current liabilities | \$ 107,694 | \$ 107,694 |
| Bonds payable | 22,645,000 | 23,685,000 |
| Other liabilities | 4,509 | 4,509 |
| Total liabilities | <u>\$ 22,757,203</u> | <u>\$ 23,797,203</u> |
| Total net assets | <u>\$ (16,818,982)</u> | <u>\$ (17,805,085)</u> |

In Fiscal Year 2003, the Corporation's assets amounted to \$5.9 million, of which \$2.4 million represented restricted investments and approximately \$827,000 represented accrued tobacco revenues which have been also restricted; and total liabilities amounted to \$22.8 million, of which \$22.6 million are bonds payable. For Fiscal Year 2002, the Corporation's assets amounted to \$5.9 million, of which \$2.9 million represented restricted investments; and total liabilities amounted to \$23.8 million, of which \$23.7 million are bonds payable. The net decrease in total assets is due to the turbo redemption of a portion of the bonds, and payment of expenses offset by the accrual of tobacco settlement revenues.

Statement of Activities--Table 2 summarizes the Corporation's Statement of Activities for the period ending September 30, 2003 and 2002.

| | <u>September 30, 2003</u> | <u>September 30, 2002</u> |
|---|-------------------------------|-------------------------------|
| General revenues | \$ 1,670,655 | \$ 1,360,774 |
| Expenses | 1,511,173 | 19,165,859 |
| Change in net assets | 159,482 | (17,805,085) |
| Net assets - Beginning of year (as restated) | <u>\$(16,978,464)</u> | <u>\$ -</u> |
| Net assets - End of year | <u>\$(16,818,982)</u> | <u>\$(17,805,085)</u> |

Tobacco Settlement Financing Corporation
Management's Discussion and Analysis
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In Fiscal Year 2003, general revenues of \$1.7 million reflect the receipt of \$1.6 million in TSRs, and investment earnings of \$94 thousand. The Corporation's expenses included interest expense of \$761 thousand, general and administrative expenses of \$27 thousand, accretion expense of \$305 thousand, amortization expense of bond discount and issuance costs of \$97 thousand, and a transfer to the Tobacco Fiduciary Fund of \$321 thousand.

For Fiscal Year 2002, general revenues of \$1.4 million reflect the receipt of \$1.3 million in TSRs, along with investment earnings of \$98 thousand. The Corporation's expenses primarily included purchase of tobacco settlement rights for \$18.4 million, interest expense of \$376 thousand, accretion expense of \$252 thousand and amortization expense of bond discount and issuance costs of \$83 thousand.

Governmental Fund Financial Statements

Governmental Fund Balance Sheet--Table 3 summarizes the Corporation's Balance Sheet for the period ending September 30, 2003 and 2002.

| | <u>September 30, 2003</u> | <u>September 30, 2002</u> |
|--------------------|-------------------------------|-------------------------------|
| Restricted assets | \$ 2,414,318 | \$ 2,892,354 |
| Total assets | <u>\$ 2,414,318</u> | <u>\$ 2,892,354</u> |
| | | |
| Total liabilities | <u>112,203</u> | <u>112,203</u> |
| | | |
| Total fund balance | <u>\$ 2,302,115</u> | <u>\$ 2,780,151</u> |

For Fiscal Year 2003, the Corporation's assets, as reported on the Governmental Fund Balance Sheet, amounted to \$2.4 million, of which \$2.4 million were restricted investments. Total liabilities amounted to \$112 thousand. In Fiscal Year 2002, the Corporation's assets, as reported on the Governmental Fund Balance Sheet, amounted to \$2.9 million, of which \$2.9 million are restricted investments. Total liabilities amounted to \$112 thousand.

Governmental Fund Statement of Revenue, Expenditures, and Changes in Fund Balance--Table 4 summarizes the Corporation's Governmental Fund Revenues, Expenditures, and Changes in Fund Balance for the period ending September 30, 2003 and 2002.

| | <u>September 30, 2003</u> | <u>September 30, 2002</u> |
|--------------------------------------|-------------------------------|-------------------------------|
| General and program revenues | \$ 1,670,655 | \$ 25,045,774 |
| Expenditures | <u>2,148,691</u> | <u>22,265,623</u> |
| Excess of revenues over expenditures | (478,036) | 2,780,151 |
| Fund balance: | | |
| Beginning of year | <u>\$ 2,780,151</u> | <u>\$ -</u> |
| Fund balance: | | |
| End of year | <u>\$ 2,302,115</u> | <u>\$ 2,780,151</u> |

Tobacco Settlement Financing Corporation
Management's Discussion and Analysis
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General and program revenues for the year ending September 30, 2003, \$1.7 million reflect the receipt \$1.6 million in TSRs and investment earnings of \$94 thousand. The Corporation's expenses included \$1.04 million for bond principal expense, \$761 thousand for interest expense, \$27 thousand for general and administrative expenses, and a transfer to the Tobacco Fiduciary Fund of \$321 thousand.

For the year ending September 30, 2002, general and program revenues of \$25 million reflect the receipt of \$23.7 million in bond issuance proceeds, \$1.2 million in TSRs, and investment earnings of \$98 thousand. The Corporation's expenses primarily included purchase of tobacco settlement rights from the Government of the U.S. Virgin Islands of \$18.4 million, bond accretion of \$2 million, interest expense of \$376 thousand, bond discount of \$124 thousand and costs of issuance amounting to \$1.3 million.

Statement of Fiduciary Net Assets--Table 5 summarizes the Corporation's Statement of Fiduciary Net Assets for the period ended September 30, 2003 and 2002.

| | <u>September 30, 2003</u> | <u>September 30, 2002</u> |
|------------------------|-------------------------------|-------------------------------|
| Restricted assets | \$ 14,794,308 | \$ 15,775,243 |
| Total assets | <u>\$ 14,794,308</u> | <u>\$ 15,775,243</u> |
| Noncurrent liabilities | \$ 14,794,308 | \$ 15,770,734 |
| Other liabilities | <u>-</u> | <u>4,509</u> |
| Total liabilities | <u>\$ 14,794,308</u> | <u>\$ 15,775,243</u> |

The Corporation's restricted investments consist of investments held on behalf of the Government of the Virgin Islands for healthcare projects consistent with the single purpose for which it was created. The decrease in total assets is due to payments made on behalf of the government for the construction and program costs of healthcare projects.

At the end of Fiscal Year 2003, the liabilities consisted of \$14.8 million Due to Government of the Virgin Islands. For fiscal year 2002, the liabilities included Due to the U.S. Virgin Islands Public Finance Authority of \$107 thousand, Due to Government of the Virgin Islands of \$15.7 million, and other liabilities of \$4 thousand. The reduction in liabilities is due to payment of construction and program costs for healthcare facilities.

Long-Term Debt Activity

The Bonds issued by the Corporation are thirty-year obligations scheduled to retire in ordinary course on May 15, 2031. However, under early redemption provisions, particularly Turbo Redemptions, any MSA payments exceeding annual debt service requirements of the Bonds must be applied to early redemption of principal. TSRs and earnings on the trust funds during the fiscal years ended September 30, 2003, and September 30, 2002, resulted in Turbo Redemptions of \$520 thousand on November 15, 2002, \$520 thousand on May 15, 2003, and \$25 thousand on November 15, 2003.

Tobacco Settlement Financing Corporation

Management's Discussion and Analysis

September 30, 2003 and 2002

Because the Corporation has pledged all future TSRs to the Bonds currently outstanding until those Bonds have been retired, the Corporation cannot issue additional debt without effecting a refunding of currently outstanding Bonds. Presently, the Corporation has no plans to undertake any transaction that would result in an increase in currently outstanding debt. The Corporation monitors market conditions for circumstances conducive to undertaking a refunding transaction that would result in savings of interest expense over time. No such conditions arose during the fiscal years of 2003 or 2002.

Significant Currently-Known Facts

The following are currently known facts that could have a potential significant effect on financial position and changes in financial position in future years:

Payment Collections

On November 23, 1998, participating cigarette manufacturers, entered into a Master Settlement Agreement with 46 states and 5 other jurisdictions. The Master Settlement Agreement provides for Tobacco Settlement payments in exchange for a release from claims. Tobacco Settlement payments consist of Initial Payments received through 2003; Annual Payments, to be made on April 15, continuing in perpetuity; and Strategic Contribution Payments, to be made on April 15, 2008, continuing annually through 2017.

Payments may vary based on inflation adjustments, volume adjustments of cigarette sales, litigation adjustments from non-settling states, offsets for miscalculated or disputed payments, federal tobacco legislation offsets, litigation releasing parties offsets, and offsets for claims over the amounts of the award.

The ability of the Corporation to make debt service payments on bonds is contingent upon the receipt of Tobacco Settlement payments. The bonds issued by the Corporation do not constitute a claim against the full faith, credit, or taxing powers of the Government of the Virgin Islands.

Contacting the Corporation

This financial report is designed to provide bond holders with a general overview of the Corporation's finances. If you have questions about this report or need additional financial information, contact the Corporation:

Tobacco Settlement Financing Corporation
#24 Honduras
Frenchtown
St. Thomas, VI 00802
340-714-1635

Tobacco Settlement Financing Corporation
Statement of Net Assets and Governmental Fund Balance Sheet
September 30, 2003

| | Debt Service Fund and Total Government Fund | Adjustments | Statement of Net Assets |
|---|--|------------------------|----------------------------|
| Assets | | | |
| Current assets: | | | |
| Restricted investments | \$ 2,414,318 | \$ - | \$ 2,414,318 |
| Accrued tobacco settlement revenue | - | 826,621 | 826,621 |
| Total current assets | <u>2,414,318</u> | <u>826,621</u> | <u>3,240,939</u> |
| Noncurrent assets: | | | |
| Serial bond accretion, net | | 1,418,004 | 1,418,004 |
| Bond issuance costs, net | | 1,170,292 | 1,170,292 |
| Original issue discount, net | | 108,986 | 108,986 |
| Total noncurrent assets | <u>-</u> | <u>2,697,282</u> | <u>2,697,282</u> |
| Total assets | <u>\$ 2,414,318</u> | <u>\$ 3,523,903</u> | <u>\$ 5,938,221</u> |
| Liabilities | | | |
| Current liabilities: | | | |
| Due to U.S. Virgin Islands Public Finance Authority | 107,694 | | 107,694 |
| Total current liabilities | <u>107,694</u> | | <u>107,694</u> |
| Noncurrent liabilities: | | | |
| Bonds payable | | 22,645,000 | 22,645,000 |
| Other liabilities | 4,509 | | 4,509 |
| Total noncurrent liabilities | <u>4,509</u> | <u>22,645,000</u> | <u>22,649,509</u> |
| Total liabilities | <u>112,203</u> | <u>22,645,000</u> | <u>22,757,203</u> |
| Fund Balance/Net Assets | | | |
| Fund balance: | | | |
| Reserved for debt service | 2,302,115 | (2,302,115) | - |
| Total fund balance | <u>2,302,115</u> | <u>(2,302,115)</u> | <u>-</u> |
| Total liabilities and fund balance | <u>\$ 2,414,318</u> | | |
| Net assets: | | | |
| Restricted assets | | (16,818,982) | (16,818,982) |
| Total net assets | | <u>\$ (16,818,982)</u> | <u>\$ (16,818,982)</u> |

The accompanying notes are an integral part of these financial statements.

Tobacco Settlement Financing Corporation
Statement of Net Assets and Governmental Fund Balance Sheet
September 30, 2002

| | Debt Service Fund and Total Governmental Fund | Adjustments | Statement of Net Assets |
|-------------------------------------|--|-----------------------|----------------------------|
| Assets | | | |
| Current assets | | | |
| Restricted Investments | \$ 2,892,354 | | \$ 2,892,354 |
| Total current assets | <u>2,892,354</u> | | <u>2,892,354</u> |
| Noncurrent assets: | | | |
| Serial Bond Accretion, net | | 1,723,121 | 1,723,121 |
| Bond issuance costs, net | | 1,259,363 | 1,259,363 |
| Original Issue Discount, net | | 117,280 | 117,280 |
| Total noncurrent assets | <u>-</u> | <u>3,099,764</u> | <u>3,099,764</u> |
| Total assets | <u>\$ 2,892,354</u> | <u>\$ 3,099,764</u> | <u>\$ 5,992,118</u> |
| Liabilities | | | |
| Current liabilities | | | |
| Due to the Public Finance Authority | 107,694 | | 107,694 |
| Total current liabilities | <u>107,694</u> | | <u>107,694</u> |
| Noncurrent liabilities | | | |
| Bonds Payable | | 23,685,000 | 23,685,000 |
| Other liabilities | 4,509 | - | 4,509 |
| Total noncurrent liabilities | <u>4,509</u> | <u>23,685,000</u> | <u>23,689,509</u> |
| Total liabilities | <u>112,203</u> | <u>23,685,000</u> | <u>23,797,203</u> |
| Fund Balance/Net Assets | | | |
| Fund Balance | | | |
| Reserved for debt service | 2,780,151 | (2,780,151) | - |
| Total fund balance | <u>2,780,151</u> | <u>(2,780,151)</u> | <u>-</u> |
| Total liabilities and fund balance | <u>\$ 2,892,354</u> | | |
| Net Assets | | | |
| Restricted | | <u>(17,805,085)</u> | <u>(17,805,085)</u> |
| Total net assets | | <u>\$(17,805,085)</u> | <u>\$(17,805,085)</u> |

The accompanying notes are an integral part of these financial statements.

Tobacco Settlement Financing Corporation
Statement of Activities and Governmental Fund Revenues, Expenditures and
changes in Fund Balance
September 30, 2003

| | Debt Service Fund and Total Government Fund | Adjustments | Statement of Activities |
|--|--|------------------------|------------------------------------|
| | <u>Fund</u> | <u>Adjustments</u> | <u>Statement of Activities</u> |
| General and Program Revenues | | | |
| Tobacco settlement revenues | \$ 1,576,791 | | \$ 1,576,791 |
| Interest income: | | | |
| Cash & investments | 93,864 | | 93,864 |
| Total general revenues | <u>1,670,655</u> | | <u>1,670,655</u> |
| General and Program Expenditures/Expenses | | | |
| General and administrative expenses | 26,515 | | 26,515 |
| Bond principal expense | 1,040,000 | (1,040,000) | |
| Bond interest expense | 760,750 | | 760,750 |
| Other financing uses: | | | |
| Transfer to tobacco fiduciary fund | 321,426 | | 321,426 |
| Accretion expense | | 305,117 | 305,117 |
| Amortization expense | | 97,365 | 97,365 |
| Purchase of tobacco settlement rights | | | |
| Total general expenditures/expenses | <u>2,148,691</u> | <u>(637,518)</u> | <u>1,511,173</u> |
| Excess of revenues over expenditures | (478,036) | 478,036 | |
| Change in net assets | | 159,482 | 159,482 |
| Fund Balance/Net Assets | | | |
| Beginning of year (as restated) | <u>2,780,151</u> | <u>(19,758,615)</u> | <u>(16,978,464)</u> |
| Ending of year | <u>\$ 2,302,115</u> | <u>\$ (19,121,097)</u> | <u>\$ (16,818,982)</u> |

The accompanying notes are an integral part of these financial statements.

Tobacco Settlement Financing Corporation
Statement of Activities and Government Fund Revenues, Expenditures and
Changes in Fund Balance
September 30, 2002

| | Debt Service Fund and Total Governmental Fund | Adjustments | Statement of Activities |
|--|--|-----------------------|----------------------------|
| General and Program Revenues | | | |
| Tobacco Settlement payments | \$ 1,262,945 | | \$ 1,262,945 |
| Interest Income | | | |
| Cash & Investments | 97,829 | | 97,829 |
| Other Financing Sources | | | |
| Issuance of Bonds | 23,685,000 | (23,685,000) | - |
| Total general revenues | <u>25,045,774</u> | <u>(23,685,000)</u> | <u>1,360,774</u> |
| General and Program Expenditures/expenses | | | |
| Bond interest expense | 376,129 | | 376,129 |
| Other Financing Uses | | | |
| Bond Accretion | 1,975,138 | (1,975,138) | - |
| Bond Discount | 124,423 | (124,423) | - |
| Costs of Issuance | 1,336,063 | (1,336,063) | - |
| Accretion Expense | | 252,017 | 252,017 |
| Amortization Expense | | 83,843 | 83,843 |
| Purchase of Tobacco Settlement Rights | 18,453,870 | - | 18,453,870 |
| Total expenditures/expenses | <u>22,265,623</u> | <u>(3,099,764)</u> | <u>19,165,859</u> |
| Excess of revenues over expenditures | 2,780,151 | (2,780,151) | |
| Change in net assets | | (17,805,085) | (17,805,085) |
| Fund Balance/net assets | | | |
| Beginning of the year | - | | - |
| End of the year | <u>\$ 2,780,151</u> | <u>\$(20,585,236)</u> | <u>\$(17,805,085)</u> |

The accompanying notes are an integral part of these financial statements.

Tobacco Settlement Financing Corporation
Statements of Fiduciary Net Assets
September 30, 2003 and 2002

| | Agency Funds | |
|---|-----------------------|-----------------------|
| | September 30, 2003 | September 30, 2002 |
| Assets | | |
| Restricted investments | \$ 14,794,308 | \$ 15,775,243 |
| Total assets | <u>\$ 14,794,308</u> | <u>\$ 15,775,243</u> |
| Liabilities | | |
| Due to U.S. Virgin Islands Public Finance Authority | - | 107,694 |
| Due to Government of the Virgin Islands | 14,794,308 | 15,663,040 |
| Other liabilities | - | 4,509 |
| Total liabilities | <u>\$ 14,794,308</u> | <u>\$ 15,775,243</u> |

The accompanying notes are an integral part of these financial statements.

Tobacco Settlement Financing Corporation

Notes to Financial Statements

September 30, 2003 and 2002

1. Reporting Entity

The Tobacco Settlement Financing Corporation (the "Corporation") is a special-purpose, independent, instrumentality of the United States Virgin Islands, created by Virgin Islands Act No. 6428 for the purpose of managing the Tobacco Settlement program by (i) purchasing all rights, title, and interest in certain litigation awards under the Master Settlement Agreement entered into by participating cigarette manufacturers, (ii) issuing of Tobacco Settlement Asset-Backed Bonds to pay the purchase price for the rights, and (iii) providing funds for hospital and healthcare projects in the United States Virgin Islands. The Board of Directors consists of three members: the Governor, and two independent members—one appointed by the governor and one appointed by the legislature.

2. Summary of Significant Accounting Policies

General

In its accounting and financial reporting in conformity with accounting principles generally accepted in the United States of America, the Corporation follows the pronouncements of the Governmental Accounting Standards Board (GASB), which is the accepted, standard-setting, body for establishing governmental accounting principles and reporting standards. Basic financial statements are issued annually by the Corporation. Those basic financial statements are audited by an independent auditor.

Government-wide and Fund Financial Statements/New Accounting Standard Adopted

In Fiscal Year 2002, the Corporation adopted three new statements and one interpretation of financial accounting standards:

- Statement No. 34, Basic Financial Statements-and Management's Discussion and Analysis for State and Local Governments
- Statement No. 37, Basic Financial Statements-and Management's Discussion and , Analysis for State and Local Governments: Omnibus, an amendment of GASB Statements No. 21 and 34
- Statement No. 38, Certain Financial Statement Note Disclosures
- GASB Interpretation No. 6, Recognition and Measurement of Certain Liabilities and Expenditures in Governmental Fund Financial Statements—an interpretation of NCGA Statements 1, 4, and 5; NCGA Interpretation 8; and GASB Statements No. 10, 16, and 18

The government-wide financial statements are prepared using the accrual basis of accounting and the economic resources measurement focus. Government-wide financial statements (i.e. the statement of net assets and the statement of activities) do not provide information by fund or account group.

Tobacco Settlement Financing Corporation

Notes to Financial Statements

September 30, 2003 and 2002

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 the Corporation's program. 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 program. Unrestricted interest income and Tobacco Settlement Rights not properly included among program revenues are reported as general revenues.

In addition to the government-wide financial statements, the Corporation has prepared financial statements for the Corporation's only governmental fund. Governmental fund financial statements use the modified accrual basis of accounting and the current financial resources measurement focus. Accordingly, the accounting and financial reporting of the fund financial statements is similar to that previously presented in the Corporation's financial statements. Due to the single-purpose nature of the activities of the Corporation, the government-wide and fund financial statements have been presented together with an adjustments column reconciling the differences. In addition, the financial statements of the Corporation's Fiduciary (agency) fund are separately presented.

Effective for periods beginning after June 15, 2003, GASB Statement No. 39, *Determining Whether Certain Organizations Are Component Units*, provides guidance in accounting for organizations that are closely related to a primary government. The adoption of this statement will not have a material effect on the Authority's financial statements.

The GASB has issued a Technical Bulletin 2004-1, *Tobacco Settlement Reporting and Financial Reporting Entity Issues*, dated June 2004, which clarifies guidance based on the *financial accountability* criteria in GASB Statement 14, as to whether Tobacco Corporations should be considered component units of a Government and should be included in a Government's financial reporting entity by blending or discrete presentation due to the *exclusive benefit* criterion also in Statement 14.

The Technical Bulletin also discusses how tobacco settlement assets and revenues are to be recognized, and notes the Participating Tobacco Manufacturers' obligations to make the Annual Payments in perpetuity depend upon the volume of tobacco products shipped domestically; therefore, assets and revenues related to these payments should not be recognized until the obligation has been met, or in other words, until the tobacco has been shipped.

It also discusses the reporting of debt issuances and payments by the Corporation to the Government, which should be recognized as an expense or liability during the period in which proceeds are received.

The Corporation early adopted Technical Bulletin 2004-1 and accrued an estimate of the 2003 tobacco settlement revenues of \$826,621 based on the payments received subsequent to September 30, 2003 related to the 2003 calendar year. Such accrual was calculated as nine-twelfths of the 2003 calendar year receipts collected by the Corporation during fiscal year 2004 and have been reflected as part of beginning of year net assets in the September 30, 2003 statement of activities.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

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Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues 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 Corporation 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.

Fiduciary financial statements are reported on a full accrual basis and only present a statement of assets and liabilities. The Corporation has one Agency fund for capital improvement funds held for the Government of the Virgin Islands.

The future collection of Tobacco Settlement Revenue (TSRs) is dependent on many factors, including future cigarette consumption. As such, the future collection is not reasonably estimable and is not recorded as an asset in either the government-wide financial statements or the governmental fund financial statements.

The Corporation reports one governmental fund--the Debt Service Fund. As a blended component unit of the Virgin Islands, the Debt Service Fund is combined into the Debt Service Fund of the Virgin Islands Government in its basic financial statements. When both restricted and unrestricted resources are available for use, it is the Corporation's policy to use restricted resources first, then unrestricted resources as they are needed.

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 Corporation.

Investments

Under GASB Statement 31, *Accounting and Financial Reporting for Certain Investments and for Most External Investments Pools*, the Corporation reports investments at fair value in the balance sheet and changes in the fair value in the statement of income. 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.

Taxes

The Corporation is exempt from the payment of all U.S. Virgin Islands taxes on all assets and income of the corporation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 those estimates.

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3. Restricted Investments

Restricted investments at September 30, 2003 and September 30, 2002 were as follows:

| | | |
|-----------------------------------|--------------|--------------|
| Investments--Debt Service: | <u>2003</u> | <u>2002</u> |
| Debt service reserve | \$ 2,414,318 | \$ 2,892,354 |

The Corporation also manages the Tobacco Settlement Health Care & Capital Improvement Fund for the Government of the Virgin Islands in an agency capacity. The restricted investments managed for the Tobacco Settlement Health Care & Capital Improvement Fund of the primary government were as follows:

Tobacco Settlement Health Care and Capital Improvement Fund:

| | <u>2003</u> | <u>2002</u> |
|--|----------------------|----------------------|
| Proceeds of sale of tobacco settlement rights | \$ - | \$ 18,453,870 |
| Disbursements for capital projects | (1,435,848) | (2,866,479) |
| Additions | 321,426 | |
| Earnings | 133,487 | 187,852 |
| | <u>(980,935)</u> | <u>15,775,243</u> |
| Investments: | | |
| Beginning of year | 15,775,243 | - |
| Investments: | <u>\$ 14,794,308</u> | <u>\$ 15,775,243</u> |
| End of year | | |
| Total restricted investments | | |
| Debt service | \$ 2,414,318 | \$ 2,892,354 |
| Tobacco Settlement Healthcare and Capital Improvement Fund | <u>14,794,308</u> | <u>15,775,243</u> |
| | <u>\$ 17,208,626</u> | <u>\$ 18,667,597</u> |

The investments may be categorized into three levels to provide an indication of risk assumed:

- Category 1 - Includes investments that are insured, or registered, or for which the securities are held by the Corporation or its agent in the Corporation's name.
- Category 2 - Includes investments that are uninsured and/or unregistered for which the securities are held by the brokers' or dealers' trust department or agent, in the Corporation's name.
- Category 3 - Uncollateralized

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Restricted investments, all category 1, as of September 30, 2003 were as follows:

| 2003 | Debt | | Total |
|------------------------------|---------------------|----------------------|----------------------|
| | Service | Agency | |
| Money market fund | \$ - | \$ 14,794,305 | \$ 14,794,305 |
| Commercial paper | 632,318 | 3 | 632,321 |
| Federal home loan bank notes | 1,782,000 | | 1,782,000 |
| | <u>\$ 2,414,318</u> | <u>\$ 14,794,308</u> | <u>\$ 17,208,626</u> |

Restricted investments, all category 1, as of September 30, 2002 were as follows:

| 2002 | Debt | | Total |
|------------------------------|---------------------|----------------------|----------------------|
| | Service | Agency | |
| Money market fund | \$ 405,152 | \$ 15,775,243 | \$ 16,180,395 |
| Commercial paper | 705,202 | | 705,202 |
| Federal home loan bank notes | 1,782,000 | | 1,782,000 |
| | <u>\$ 2,892,354</u> | <u>\$ 15,775,243</u> | <u>\$ 18,667,597</u> |

4. Bonds Payable

On November 20, 2001, the Corporation issued the 2001 Tobacco Settlement Financing Corporation Asset-Backed Bonds amounting to \$23,685,000, with an issue value of \$21,709,862 net of accretion of \$1,975,138 ("Term and Capital Appreciation Bonds"). The bonds are secured and payable from collections including all Tobacco Settlement Revenues to be received by the corporation, reserves, amounts held in other accounts established by the indenture and the corporation's rights under the purchase agreement. The proceeds are used for the purpose of (i) purchasing all rights, title, and interest in certain litigation awards under the Master Settlement Agreement entered into by participating cigarette manufacturers, (ii) issuing of Tobacco Settlement Asset-Backed Bonds to pay the purchase price for the rights, and (iii) providing funds for hospital and healthcare projects in the United States Virgin Islands.

Bonds payable at September 30, 2003 amounted to \$22,645,000. Bonds payable at September 30, 2002 amounted to \$23,685,000.

Interest on the 2001 bonds is payable semi-annually on each May and November 15, beginning with May 2002 for the term bonds. The Corporation is responsible for all principal and interest payments on the bonds. The convertible capital appreciation bonds will accrete interest prior to November 15, 2007 and will accrue interest subsequent to that date. Interest will compound on May and November 15. The capital appreciation bonds shall be recorded at the nominal value with a separate restatement of accretion.

Interest paid during the year ended September 30, 2003, was \$761 thousand. Interest paid during the year ended September 30, 2002, was \$376 thousand.

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Future maturity dates and debt service requirements, for the Term Bonds and Capital Appreciation Bonds are as follows:

| SERIES 2001 BONDS | | | |
|--------------------------|----------------------|----------------------|----------------------|
| | Principal | Interest | Total |
| 2004 | - | 714,844 | 714,844 |
| 2005 | - | 705,000 | 705,000 |
| 2006 | - | 705,000 | 705,000 |
| 2007 | - | 705,000 | 705,000 |
| 2008 | 910,000 | 705,000 | 1,615,000 |
| 2009-2013 | 5,895,000 | 3,525,000 | 9,420,000 |
| 2014-2018 | 1,405,000 | 3,525,000 | 4,930,000 |
| 2019-2023 | 6,390,000 | 2,805,969 | 9,195,969 |
| 2024-2028 | - | 2,011,250 | 2,011,250 |
| 2029-2031 | 8,045,000 | 1,055,906 | 9,100,906 |
| | <u>\$ 22,645,000</u> | <u>\$ 16,457,969</u> | <u>\$ 39,102,969</u> |

Other Information

The Series 2001 Tobacco Bonds are not subject to optional redemption prior to May 15, 2011. The Series 2001 Tobacco Bonds maturing after May 15, 2012, are redeemable at the option of the Authority, at the respective redemption prices, expressed as a percentage of the principal plus accrued interest amount redeemed, as follows:

| 2001 Series | Price |
|-----------------------------|--------------|
| May 15, 2011 and thereafter | 100% |

The Corporation has covenanted to apply 100% of any surplus collections under the MSA to the special mandatory par redemption of the Term Bonds in order of maturity.

"Turbo Redemptions" represent the requirement contained in the Indenture to apply 100% of all collections that are in excess of the requirements in the 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 2001 Term Bonds on each distribution date (each a Turbo Redemption Date) in ascending order of maturity. Such surplus collections will be deposited in an account established and maintained by the trustee under the Indenture (the Turbo Redemption Account). Turbo Redemptions will be credited against sinking fund installments for any particular Series 2001 Term Bonds in ascending order of sinking fund installment dates. Turbo Redemptions are not scheduled amortization payments and are to be 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 2001 Term Bonds, from such rating agency will be withdrawn, reduced, or suspended. The Tobacco Settlement Financing Corporation exercised its optional redemption on Term Bonds in the amounts of \$25 thousand in November 2003, \$520 thousand in May 2003, and \$520 thousand in November 2002.

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5. Concentration of Credit Risk

The payment of the Series 2001 Term Bonds is dependent on the receipt of TSRs. The amount of TSRs 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 Bond Indenture and amounts established and held in accordance with the Bond Indenture.

The Series 2001 Term Bonds are payable only from the assets of the Corporation. In the event that the assets of the Corporation have been exhausted, no amounts will thereafter be paid on the Series 2001 Term Bonds. The Series 2001 Term 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 2001 Term Bonds. The Corporation's only source of funds for payments on the Series 2001 Term Bonds is the TSRs. The Corporation has no taxing power.

Because of the many adjustments included in the MSA, it is not possible to know the exact future collections under the MSA.

6. Contingencies

The assets of the Corporation are not available to pay any creditor of the Government of the Virgin Islands. The Bonds issued by the Corporation do not constitute a claim against the full faith, credit and taxing power of the General Funds of the Government. The ability of the Corporation to meet debt service payments of bonds is contingent upon the receipt of Tobacco Settlement awards.

In relation, the ability of the PMs to make the tobacco settlement payments is contingent upon many other influences. There have been several multi-million, and a few multi-billion, dollar verdicts against the tobacco companies in the recent years. Additionally, there are certain consumer groups that have introduced litigation against the tobacco manufacturers asserting that the MSA violates certain provisions of the United States Constitution, federal antitrust laws, and others.