

NEW ISSUE

**Ratings: Fitch “AAA”
Moody’s “Aaa”
S&P “AAA”**

In the opinion of Bond Counsel, interest on the Bonds is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions, subject to the condition described in “Tax Matters” herein, and interest on the Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the “Code”) for purposes of the individual and corporate alternative minimum taxes. However, under the Code, such interest may be subject to certain other taxes affecting corporate holders of the Bonds. Under existing statutes, interest on the Bonds is exempt from personal and corporate income tax imposed by The State of Delaware. For a more complete discussion, see “Tax Matters” herein.

**THE STATE OF DELAWARE
\$192,500,000 General Obligation Bonds-Series 2007A**

Dated: Date of Issuance**Due: May 1, as shown below**

The Bonds consist of the \$192,500,000 General Obligation Bonds-Series 2007A (the “2007A Bonds” or the “Bonds”). The Bonds are general obligations of the State. The full faith and credit of the State will be pledged for the payment of the principal of and interest on the Bonds.

Interest on the Bonds is payable semiannually on May 1 and November 1 of each year commencing November 1, 2007.

The Bonds maturing on or after May 1, 2016 are subject to redemption prior to maturity in whole or in part at any time and from time to time, at the option of the State, in any order of maturity selected by the State, beginning May 1, 2015, at a redemption price equal to 100% of the principal amount thereof, plus accrued interest as set forth more fully herein.

The Bonds will be issued in book-entry form as fully registered bonds in denominations of \$1,000 and integral multiples thereof. The investor will not receive physical delivery of Bond certificates. Principal and interest payments on the Bonds will be paid to The Depository Trust Company or its nominee as record owner of the Bonds and the investors should look for payment to the institution from which their Bonds were purchased.

MATURITIES, AMOUNTS, RATES AND YIELDS

| 2007A BONDS | | | | | |
|-----------------------------|-----------------------------------|------------------------------|------------------|-------------------|----------------------------------|
| Maturity (May 1) | Principal Amount (\$)* | Interest Rate (%) | Yield (%) | Price (\$) | CUSIP Number (246380) |
| 2008 | 13,925,000 | 4.000 | 3.550 | 100.426 | N21 |
| 2009 | 13,925,000 | 5.000 | 3.580 | 102.683 | N39 |
| 2010 | 13,925,000 | 5.000 | 3.590 | 103.944 | N47 |
| 2011 | 13,925,000 | 4.000 | 3.590 | 101.505 | N54 |
| 2012 | 13,925,000 | 5.000 | 3.650 | 106.090 | N62 |
| 2013 | 13,925,000 | 5.000 | 3.670 | 107.076 | N70 |
| 2014 | 13,925,000 | 5.000 | 3.700 | 107.926 | N88 |
| 2015 | 13,925,000 | 5.000 | 3.740 | 108.618 | N96 |
| 2016 | 13,925,000 | 4.000 | 3.850 | 101.020* | P29 |
| 2017 | 13,925,000 | 4.000 | 3.930 | 100.474* | P37 |
| 2018 | 13,875,000 | 4.000 | 3.950 | 100.338* | P45 |
| 2019 | 4,375,000 | 4.000 | 4.060 | 99.434 | P52 |
| 2020 | 4,375,000 | 4.250 | 4.100 | 101.010* | P60 |
| 2021 | 4,375,000 | 4.250 | 4.170 | 100.537* | P78 |
| 2022 | 4,375,000 | 4.000 | 4.200 | 97.792 | P86 |
| 2023 | 4,375,000 | 4.000 | 4.220 | 97.461 | P94 |
| 2024 | 4,375,000 | 4.250 | 4.250 | 100.000 | Q28 |
| 2025 | 4,375,000 | 4.250 | 4.260 | 99.874 | Q36 |
| 2026 | 4,375,000 | 4.250 | 4.270 | 99.740 | Q44 |
| 2027 | 4,375,000 | 4.250 | 4.280 | 99.598 | Q51 |

* Yield to call date (May 1, 2015).

The Bonds are offered when, as and if issued and received by the Underwriters subject to prior sale, to withdrawal or modification of the offer without notice, and subject to the approving legal opinion of Saul Ewing LLP, Bond Counsel, Wilmington, Delaware, and certain other conditions. It is expected that the Bonds will be available through the facilities of The Depository Trust Company for delivery in New York, New York, on or about May 10, 2007.

The date of this Official Statement is May 3, 2007.

No dealer, broker, salesperson or other person has been authorized by The State of Delaware or by the Underwriters to give any information or to make any representation in connection with the Bonds or the matters described herein, other than those contained in this Official Statement, and, if given or made, such other information or representation must not be relied on as having been authorized by the State or by the Underwriters. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion contained herein are subject to change without notice, and neither the delivery of this Official Statement, nor any sale made hereunder, shall, under any circumstances, create any implication that there has been no change in the matters described herein since the date thereof. Only the statements and information contained herein should be considered in making an investment decision with respect to the Bonds. This Official Statement is distributed in connection with the sale of the Bonds and may not be reproduced or used, in whole or in part, for any other purpose.

All estimates and assumptions herein have been made on the best information available and are believed to be reliable, but no representations whatsoever are made that such estimates or assumptions are correct or will be realized. So far as any statements herein involve matters of opinion, whether or not expressly so stated, they are intended merely as such and not as representations of fact. Neither the Official Statement nor any statement which may have been made orally or in writing is to be construed as a contract with the holders of the Bonds.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE BONDS ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

THE ORDER AND PLACEMENT OF MATERIALS IN THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, ARE NOT TO BE DEEMED TO BE A DETERMINATION OF RELEVANCE, MATERIALITY OR IMPORTANCE, AND THIS OFFICIAL STATEMENT, INCLUDING THE APPENDICES, MUST BE CONSIDERED IN ITS ENTIRETY. THE OFFERING OF THE BONDS IS MADE ONLY BY MEANS OF THIS ENTIRE OFFICIAL STATEMENT.

The underwriters of the 2007A Bonds have provided the following sentence for inclusion in this Official Statement: The underwriters of the 2007A Bonds have reviewed the information in this Official Statement in accordance with and as part of their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the underwriters of the 2007A Bonds do not guarantee the accuracy, completeness or fairness of such information.

If and when included in this Official Statement, the words “expects,” “forecasts,” “projects,” “intends,” “anticipates,” “estimates,” “assumes” and analogous expressions are intended to identify forward-looking statements and any such statements inherently are subject to a variety of risks and uncertainties that could cause actual results to differ materially from those that have been projected. Such forward-looking statements speak only as of the date of this Official Statement. The State disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes in the State’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

All quotations from and summaries and explanations of provisions of laws and documents described herein do not purport to be complete and reference is made to said laws and documents for full and complete statements of their provisions.

Upon issuance, the Bonds will not be registered under the Securities Act of 1933, as amended, or under any state securities laws in reliance upon exemptions contained in such Act or under such state securities laws. The Bonds will not be listed on any stock or other securities exchange. Any registration or qualification of the Bonds in accordance with applicable provisions of securities laws of the states in which the Bond may be registered or qualified and the exemption from registration or qualification in other states cannot be regarded as a recommendation thereof. Neither the Securities and Exchange Commission nor any other federal, state or other governmental entity or agency, except the State, will have passed upon the accuracy, completeness or adequacy of this Official Statement or approved the Bonds for sale. Any representation to the contrary may be a criminal offense.

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OFFICIAL STATEMENT

of

THE STATE OF DELAWARE

\$192,500,000

General Obligation Bonds-Series 2007A

INTRODUCTION

This Official Statement (the “Official Statement”), which includes the cover page and the appendices, has been prepared by The State of Delaware (the “State”) and provides certain information about the State and its \$192,500,000 General Obligation Bonds-Series A of 2007 (the “2007A Bonds” or the “Bonds”).

Brief descriptions of the State, the authorizing Resolution (as defined below) of the State's Issuing Officers (as defined below), and the Bonds are included in this Official Statement. Such descriptions do not purport to be comprehensive or definitive. All references herein to the Resolution and the Bonds are qualified in their entirety by reference to such documents. All such descriptions are further qualified in their entirety by reference to laws relating to or affecting generally the enforcement of creditors' rights and general principles of equity. Copies of such documents are available for inspection at the offices of the Secretary of Finance of the State.

DESCRIPTION OF THE BONDS

General Information

The Bonds are general obligations of the State to be issued pursuant to a resolution adopted on May 3, 2007 (the “Resolution”) by the Governor, the Secretary of Finance, the Secretary of State and the State Treasurer (the “Issuing Officers”). The Bonds will contain a pledge of the State's full faith and credit for the payment of the principal of and interest on the Bonds. The Bonds will be dated, bear interest, mature and are payable as described on the cover page of this Official Statement. The Bonds will be issued as fully registered bonds in denominations of \$1,000 and integral multiples thereof.

Optional Redemption

The Bonds maturing on or after May 1, 2016 are subject to redemption at the option of the State on or after May 1, 2015, and prior to maturity, in whole or in part at any time and from time to time, in any order of maturity selected by the State, at 100% of the principal amount of the Bonds to be redeemed, plus interest accrued and unpaid to the redemption date.

Notice of Redemption

Notice of redemption will be mailed to registered owners of Bonds not less than 30 days nor more than 60 days prior to any optional redemption date in the manner and upon the terms and conditions set forth in the Resolution. The State, so long as a book-entry system is used for determining ownership of Bonds, will send the notice of redemption to The Depository Trust Company (“DTC”). Any failure of DTC to mail such notice to any DTC participant will not affect the validity of the redemption of the Bonds.

Authorization and Purpose

The Bonds are issued pursuant to the State Constitution, statutes of the State, including acts of the General Assembly (the “General Assembly”) authorizing the issuance of the Bonds (the “Authorization Acts”) and the Resolution. The proceeds of the Bonds will be applied to pay for various capital facilities of the State and to provide financing for other capital projects, as authorized by the Authorization Acts.

The State will allocate the debt service with respect to the Bonds to various capital facilities. Although all of such Bonds are authorized to be sold as twenty-year bonds, the State has chosen to sell only \$97.0 million as twenty-year bonds and the remaining \$95.5 million as ten-year bonds. This rapid amortization is consistent with an effective strategy to reduce the State's overall indebtedness.

The State Constitution provides that any money borrowed by the State shall be used exclusively for the purpose for which it is borrowed, but that if any borrowed money remains after a project has been completed or abandoned, such money may be expended according to law. The Delaware Code provides that any funds borrowed pursuant to an Authorization Act and not expended for the purposes set forth therein shall be deposited in a special fund and applied with the approval of the Issuing Officers to the remaining costs of any project authorized by any prior Authorization Act.

SOURCES AND USES OF FUNDS

Except for any accrued interest on the Bonds, which will be applied to the payment of interest on the first interest payment date for such Bonds, the sources and uses of funds to accomplish the purposes of the Bonds are expected to be as follows:

Sources:

| | |
|---------------------------------|--------------------------|
| Principal Amount of Bonds..... | \$192,500,000.00 |
| Net Original Issue Premium..... | <u>5,384,518.50</u> |
| Total Sources..... | <u>\$ 197,884,518.50</u> |

Uses:

| | |
|------------------------------|--------------------------|
| Capital Projects..... | \$197,544,756.00 |
| Underwriter's Discount | <u>339,762.50</u> |
| Total Uses | <u>\$ 197,884,518.50</u> |

SECURITY FOR BONDS

The Bonds are direct obligations of the State to which the full faith and credit of the State will be pledged. The payment of principal of and interest on debt obligations of the State is made pursuant to appropriations by the General Assembly of the State. The State has always appropriated funds for and paid the principal of and interest on its debt obligations as they have come due.

If the State fails to make sufficient provision to pay the principal of and interest on the Bonds, or, at the time such amount is payable, sufficient funds are unavailable for such payment, a sufficient sum to pay

such principal and interest is required by State law to be set apart by the State Treasurer from the first revenues thereafter received by the State. The State Treasurer may be required to set apart and apply such revenue to the payment of such principal and interest at the suit of any holder of the Bonds.

In the event the State fails to make timely payment of the principal of or interest on the Bonds, the owner of the Bond on which default in payment has occurred may also sue the State for breach of contract. In the opinion of the Attorney General of the State, the State may not successfully invoke the defense of sovereign immunity in an action alleging breach of contract by the State, and in the further opinion of the Attorney General, the Bonds pertaining thereto are such contracts. Any judgment against the State obtained in such an action, however, must be paid solely from funds appropriated by the General Assembly for the purpose of such payment.

DEBT SERVICE REQUIREMENTS

The following table sets forth the debt service requirements of general obligation bonds of the State, prior to and after giving effect to the issuance of the Bonds.

General Obligation Debt Service⁽¹⁾ (in millions)

| Fiscal Year Ending June 30 | <u>Prior to Issuance of the Bonds</u> | | | Total Principal Amount Outstanding | <u>After Issuance of Bonds</u> | | | Total Principal Amount Outstanding |
|-------------------------------------|---------------------------------------|-----------------|-------------------------|---------------------------------------------|--------------------------------|-----------------|-------------------------|---------------------------------------------|
| | <u>Principal</u> | <u>Interest</u> | <u>Debt Service</u> | | <u>Principal</u> | <u>Interest</u> | <u>Debt Service</u> | |
| 2007 | \$ 117.4 | 50.8 | 168.2 | 1,118.1 | 117.4 | 50.8 | 168.2 | 1,310.6 |
| 2008 | 122.0 | 49.4 | 171.4 | 996.1 | 135.9 | 57.8 | 193.8 | 1,174.7 |
| 2009 | 116.3 | 43.5 | 159.8 | 879.8 | 130.2 | 51.6 | 181.8 | 1,044.4 |
| 2010 | 110.7 | 37.9 | 148.6 | 769.0 | 124.7 | 45.2 | 169.9 | 919.8 |
| 2011 | 103.4 | 32.9 | 136.3 | 665.6 | 117.3 | 39.5 | 156.9 | 802.4 |
| 2012 | 99.1 | 30.0 | 129.1 | 566.6 | 113.0 | 36.1 | 149.1 | 689.4 |
| 2013 | 89.6 | 25.3 | 114.9 | 477.0 | 103.5 | 30.7 | 134.2 | 585.9 |
| 2014 | 76.1 | 19.5 | 95.6 | 400.9 | 90.1 | 24.2 | 114.2 | 495.9 |
| 2015 | 63.6 | 16.3 | 79.9 | 337.3 | 77.5 | 20.3 | 97.8 | 418.4 |
| 2016 | 55.0 | 13.7 | 68.7 | 282.3 | 68.9 | 17.0 | 85.9 | 349.5 |
| 2017 | 49.1 | 11.6 | 60.7 | 233.2 | 63.1 | 14.4 | 77.4 | 286.4 |
| 2018 | 36.5 | 9.8 | 46.3 | 196.7 | 50.3 | 12.0 | 62.4 | 236.1 |
| 2019 | 34.8 | 8.2 | 43.0 | 161.8 | 39.2 | 9.9 | 49.1 | 196.8 |
| 2020 | 31.1 | 6.8 | 37.9 | 130.7 | 35.5 | 8.3 | 43.8 | 161.3 |
| 2021 | 28.9 | 5.4 | 34.3 | 101.8 | 33.3 | 6.7 | 40.0 | 128.0 |
| 2022 | 28.6 | 4.2 | 32.8 | 73.2 | 33.0 | 5.3 | 38.3 | 95.0 |
| 2023 | 25.2 | 3.0 | 28.2 | 47.9 | 29.6 | 3.9 | 33.6 | 65.4 |
| 2024 | 19.7 | 1.8 | 21.5 | 28.2 | 24.1 | 2.5 | 26.6 | 41.4 |
| 2025 | 13.0 | 1.0 | 14.0 | 15.2 | 17.4 | 1.6 | 19.0 | 24.0 |
| 2026 | 9.9 | 0.4 | 10.3 | 5.3 | 14.3 | 0.8 | 15.1 | 9.7 |
| 2027 | <u>5.3</u> | <u>0.1</u> | <u>5.4</u> | 0.0 | <u>9.7</u> | <u>0.3</u> | <u>10.0</u> | 0.0 |
| | <u>\$1,235.5</u> | <u>\$371.9</u> | <u>\$1,607.4</u> | | <u>\$1,428.0</u> | <u>\$439.0</u> | <u>\$1,867.1</u> | |

(1) Totals may not add due to rounding.

BONDED INDEBTEDNESS OF THE STATE

Authorization of General Obligation Debt

General obligation bonds and bond anticipation notes of the State are issued and the proceeds thereof appropriated to various purposes pursuant to Authorization Acts of the General Assembly. Under the State Constitution, Authorization Acts become law upon the approval of three-quarters of all the elected members of each house of the General Assembly and the concurrence of the Governor. The Governor may veto a bill by returning the bill to the house of the General Assembly in which the bill originated within ten days of receipt, Sunday excepted. The General Assembly may override the Governor's veto by a three-fifths vote of all members in each house. No bill becomes law after final adjournment of the General Assembly unless previously approved by the General Assembly and approved by the Governor within 30 days after such adjournment. The Governor has veto power over line item appropriations.

Once an Authorization Act is enacted, the Issuing Officers are authorized by State law to issue bonds and bond anticipation notes thereunder. Bond anticipation notes may be issued for a term of one year and may be renewed, but all such renewal notes must mature not later than four years after the date of original issuance of such notes. No bond anticipation notes have been outstanding since fiscal 1978. Bonds are required to mature within 20 years from their date, may not provide for principal payments higher in later years than earlier years (except for refunding bonds, capital appreciation bonds, qualified zone academy bonds and retail bonds) and may have such other terms as the Issuing Officers may determine, subject to the limitations of the Authorization Acts and other provisions of law.

The Issuing Officers are authorized to issue bonds to refund bonds in advance of maturity provided that the refunding results in a present value savings to the State.

The Issuing Officers may also issue revenue anticipation notes, in an amount they determine necessary, to meet a casual deficiency of revenue in the budgetary General Fund to pay budgetary General Fund obligations or to pay existing debts. Revenue anticipation notes may be issued at any time and from time to time prior to June 25 in any State fiscal year. There has not been a State issue of revenue anticipation notes since fiscal 1977. If at any time during the fiscal year prior to June 15 there is a casual deficiency of revenue in the budgetary General Fund to pay budgetary General Fund obligations or to pay existing debts, the State may draw upon available balances in the State's budgetary Special Funds to pay such obligations or debts. Such draws are required to be reimbursed to the appropriate budgetary Special Funds as soon as sufficient budgetary General Fund monies become available, and in any case, the budgetary General Fund cannot evidence a negative balance after June 15 of such fiscal year.

Debt Limits

There is no Constitutional debt limit of the State.

In 1991, the State enacted legislation to replace the previous statutory debt limits with a three-part debt limit, effective July 1, 1991, as follows:

First, the aggregate principal amount of new "tax-supported obligations of the State" (hereinafter defined) which may be authorized in any one fiscal year (excluding refunding bonds) may not exceed 5% of estimated net budgetary General Fund revenue for that fiscal year, as determined by a Joint Resolution approved by a majority of the members elected to each house of the General Assembly and signed by the Governor in conjunction with the adoption of the annual Budget Appropriation Bill for that fiscal year (the "5% Rule"). The

June 2007 estimate of net general fund revenues for fiscal year 2007 was \$3,276.7 million, thus a total of \$163.8 million of new tax-supported general obligation debt was permitted under the 5% rule and was authorized.

The level of tax-supported debt permitted under the 5% Rule is set out in the following table. The fiscal year 2007 is based on Senate Joint Resolution No. 12 which provides fiscal 2007 official revenue, refund and unencumbered fund estimates. The amounts for fiscal years 2008 and 2009 are estimated from the April 16, 2007 meeting of the Delaware Economic and Financial Advisory Council (“DEFAC”). See “STATE FINANCIAL OPERATIONS – Revenue Summary-Fiscal 2007E – Fiscal 2009E” herein. DEFAC projections are dependent on a variety of economic factors affecting the State’s projected revenues. Fiscal 2010 and fiscal 2011 are based on the long-term growth rates of 5.6% and 5.7%, respectively, adopted by DEFAC at its September 18, 2006 meeting. See “STATE FINANCIAL OPERATIONS - Revenue and Expenditure Forecasting”.

The 5% Rule
(in millions)

| | <u>Fiscal 2007</u> | <u>Fiscal 2008</u> | <u>Fiscal 2009</u> | <u>Fiscal 2010</u> | <u>Fiscal 2011</u> |
|------------------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| Estimated Net Budgetary | | | | | |
| General Fund Revenue..... | \$ 3,276.7 | \$ 3,345.9 | \$ 3,484.9 | \$ 3,680.1 | \$ 3,889.8 |
| Projected New Tax- | | | | | |
| Supported Debt Authorizations..... | \$ 163.8 | \$ 167.3 | \$ 174.2 | \$ 184.0 | \$ 194.5 |

Second, no “tax-supported obligations of the State” and no “Transportation Trust Fund (“Trust Fund” or “TTF”) debt obligations” (hereinafter defined) of the Delaware Transportation Authority may be incurred if the aggregate maximum annual payments on all such outstanding obligations exceed 15% of the estimated aggregate budgetary General Fund revenue, plus Trust Fund revenue for the fiscal year following the fiscal year in which such obligation is incurred (the “15% Test”). The Bonds comply with this test, as illustrated in the following table:

The 15% Test
(in millions)

| | <u>Fiscal 2008⁽¹⁾</u> |
|---------------------------------------------------------------------------------|----------------------------------|
| General Obligation Debt Service | \$ 193.8 |
| Less: Excluded Debt Service ⁽²⁾ | (52.9) |
| Other Tax-Supported Debt Service ⁽³⁾ | <u>22.2</u> |
| Total Tax-Supported Debt Service | <u>\$ 163.1</u> |
| Delaware Transportation Authority (TTF) Debt Service | <u>\$ 119.4</u> |
| Total Debt Service | <u>\$ 282.5</u> |
| Estimated Aggregate Budgetary General Fund and TTF Revenue ⁽⁴⁾ | \$3,742.3 |
| Total Debt Service as Percent of Total Revenue | 7.5% |

- (1) Year of maximum annual debt service. Totals in column may not add due to rounding.
(2) Portion of general obligation debt service to be reimbursed by local school districts, the Trust Fund and the Delaware State Housing Authority.
(3) Includes projected payments on lease obligations of the State.
(4) Based upon April 16, 2007 revenue projections of DEFAC. See “STATE FINANCIAL OPERATIONS - Revenue and Expenditure Forecasting.”

Third, no general obligation debt (with certain exclusions) may be incurred if the maximum annual debt service payable in any fiscal year on all such outstanding obligations will exceed the estimated cumulative cash balances (including all reserves) for the fiscal year following the fiscal year in which such obligation is incurred (the “Cash Balances Test”), as estimated by the Secretary of Finance. The Bonds also comply with the Cash Balances Test, as illustrated below:

The Cash Balances Test
(in millions)

| | <u>Fiscal 2008</u> ⁽¹⁾ |
|---------------------------------------------------------|------------------------------------------|
| General Obligation Debt Service | \$ 193.8 |
| Less: Excluded Debt Service ⁽²⁾ | (52.9) |
| Net General Obligation Debt Service | \$ 140.9 |
| Projected Cumulative Cash Balances ⁽³⁾ | \$ 496.0 |

-
- (1) Year of maximum annual debt service. Totals in column may not add due to rounding.
 - (2) Portion of general obligation debt service to be reimbursed by local school districts, the Trust Fund and the Delaware State Housing Authority.
 - (3) As estimated by the Secretary of Finance based upon April 16, 2007 budgetary General Fund revenue projections by DEFAC.

“Tax-supported obligations of the State” include a) all obligations of the State or any agency or authority thereof to which the State's full faith and credit is pledged; and b) all obligations of the State or any agency or authority thereof extending beyond one year with respect to the lease, occupancy or acquisition of property which are incurred in connection with debt financing transactions (for example, certificates of participation), and which are payable from taxes, fees, permits, licenses and fines imposed or approved by the General Assembly. Tax-supported obligations do not include a) obligations incurred to acquire a like principal amount of full faith and credit obligations issued by a local school district to the extent such local school district obligations are not in default; b) any obligations of the Delaware Transportation Authority; c) any tax or other revenue anticipation notes or bonds of the State; or d) obligations to the extent that the debt service with respect thereto is reasonably expected to be offset (as determined by the Secretary of Finance) by lease payments, user fees, federal grants or other payments from a non-budgetary General Fund source.

“Transportation Trust Fund debt obligations” include all debt obligations of the Delaware Transportation Authority, including all obligations extending beyond one year with respect to the lease, occupancy or acquisition of property which are incurred in connection with debt financing transactions (for example, certificates of participation), and which in any case are payable from the Trust Fund. Trust Fund debt obligations do not include any obligations to the extent that the debt service with respect thereto is reasonably expected to be offset (as determined by the Secretary of Finance) by lease payments, user fees, federal grants or other payments from a non-State source.

General Obligation Debt

On December 31, 2006, the outstanding general obligation debt of the State, a portion of which was supported by budgetary General Fund revenue and a portion of which was supported by budgetary Special Funds, was as follows:

Outstanding General Obligation Debt
(in millions)

General Obligation Debt Supported by Budgetary General Fund Revenue

| | |
|--------------------------------------|----------------|
| State Facilities | \$363.6 |
| School Facilities (State Share)..... | <u>318.2</u> |
| Subtotal..... | <u>\$681.8</u> |

General Obligation Debt Supported by Budgetary Special Funds

| | |
|------------------------------------------------------|--------------|
| Highways and Other Transportation Improvements | \$3.6 |
| School Facilities (Local Share)..... | 495.2 |
| Housing Authority Loans | <u>0.6</u> |
| Subtotal..... | <u>499.4</u> |

| | |
|------------------------------------------------|------------------|
| Total General Obligation Debt Outstanding..... | <u>\$1,181.2</u> |
|------------------------------------------------|------------------|

The Trust Fund reimburses the budgetary General Fund for the payment of debt service on previously issued transportation-related general obligation debt and debt issued on behalf of the Division of Motor Vehicle. As of December 31, 2006, \$3.6 million of such debt was outstanding.

The State pays between 60% and 80% of the cost of capital improvements for public school districts upon approval of such cost by the State Board of Education. The school districts pay the remaining percentage. The State issues bonds for 100% of the cost of approved school district projects pursuant to Authorization Acts and the school districts issue their own bonds (the "School District Bonds") to the State for their 20% to 40% share of capital costs at an interest rate not exceeding 1/4 of 1% above the interest rate on the corresponding State bonds. As debt service payments on the State's bonds become due, school districts are required to pay debt service on the School District Bonds from their tax receipts into the State's budgetary General Fund, and the State pays the total debt service from its budgetary General Fund appropriation.

No school district has ever defaulted on any such obligation to the State. This policy allows the local school districts to borrow capital funds at very competitive rates and to lessen the associated costs of issuance and market access.

Authorized but Unissued General Obligation Debt

After the issuance of the Bonds, statutory authorization will exist for the issuance of additional general obligation debt of the State in the principal amount of \$235.3 million.

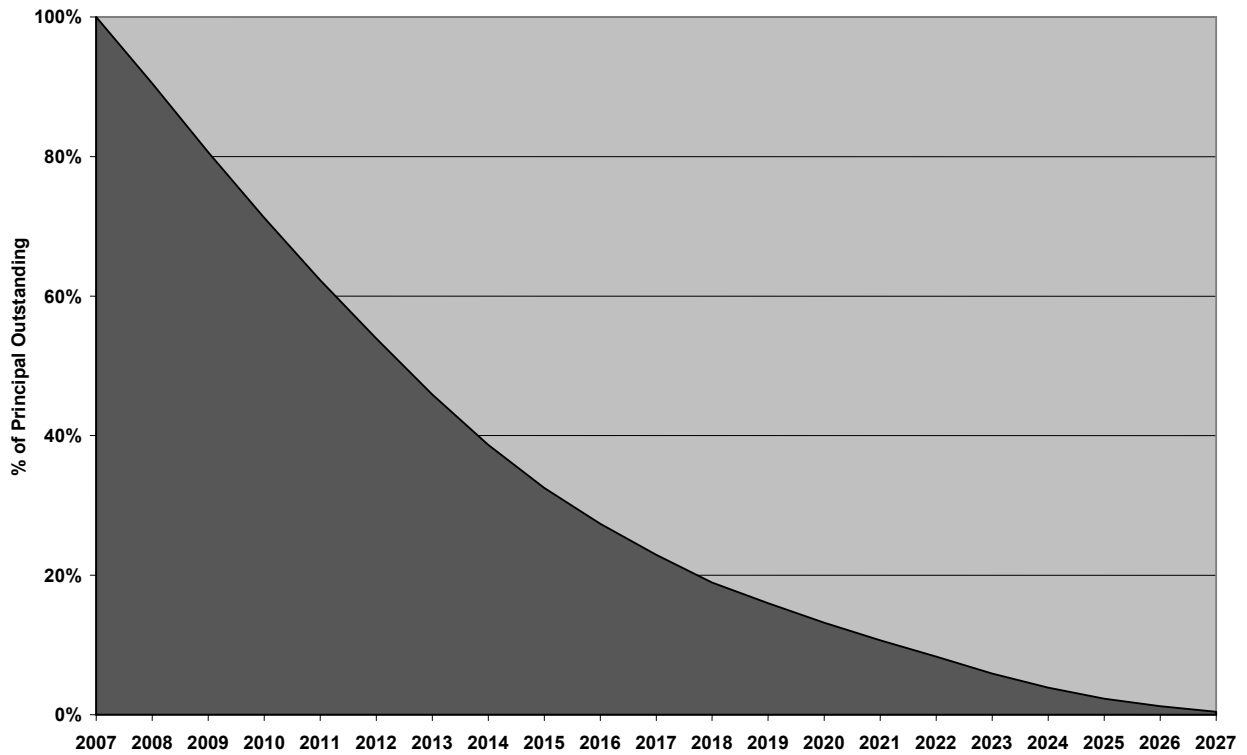
General Obligation Note Debt

There are no outstanding State general obligation notes or any notes of any authority or agency for whose debt the State has a contingent liability as of the date of this Official Statement.

Debt Burden Comparisons

The State's general obligation debt outstanding was \$1,181.2 million on December 31, 2006 with approximately 78% scheduled to mature within ten years. The following chart further demonstrates the State's commitment to the rapid retirement of its general obligation debt.

General Obligation Debt Amortization as of December 31, 2006



Delaware's debt burden reflects the centralized role of the State government in financing capital projects that are typically funded by local governments in other states, such as schools and correctional facilities. In the U.S. Census Bureau's Public Education Financial Survey of 2004, Delaware ranked 3rd in state spending per pupil in elementary – secondary public schools. Of the \$1,181.2 million of debt outstanding as of December 31, 2006, \$495.2 million or 42% was issued on behalf of local school districts. This debt is fully supported by the property tax revenues of those districts.

The State has instituted a number of measures designed to manage and reduce its indebtedness, as outlined below.

- **Aggressive Retirement of General Obligation Debt:** The State voluntarily retires its general obligation debt rapidly. Approximately 78% of current general obligation debt is scheduled to mature within ten years, as noted above.
- **Strict Debt Limitations:** In 1991, the State instituted new debt limits, one of which restricts new debt authorizations to 5% of budgetary General Fund revenue as projected for the next fiscal year. Should revenue collections increase during the fiscal year, no additional authorizations are made. The debt limit also effectively eliminates the use of any “off balance sheet” financing instruments, such as certificates of participation. See “Bonded Indebtedness of the State - Debt Limits” for further information concerning the State's debt limits.
- **Significant “Pay-As-You-Go” Financing:** Over the years, the State has appropriated surplus cash for “pay-as-you-go” financing. Revenue surpluses between fiscal years 1993 to 2001 allowed

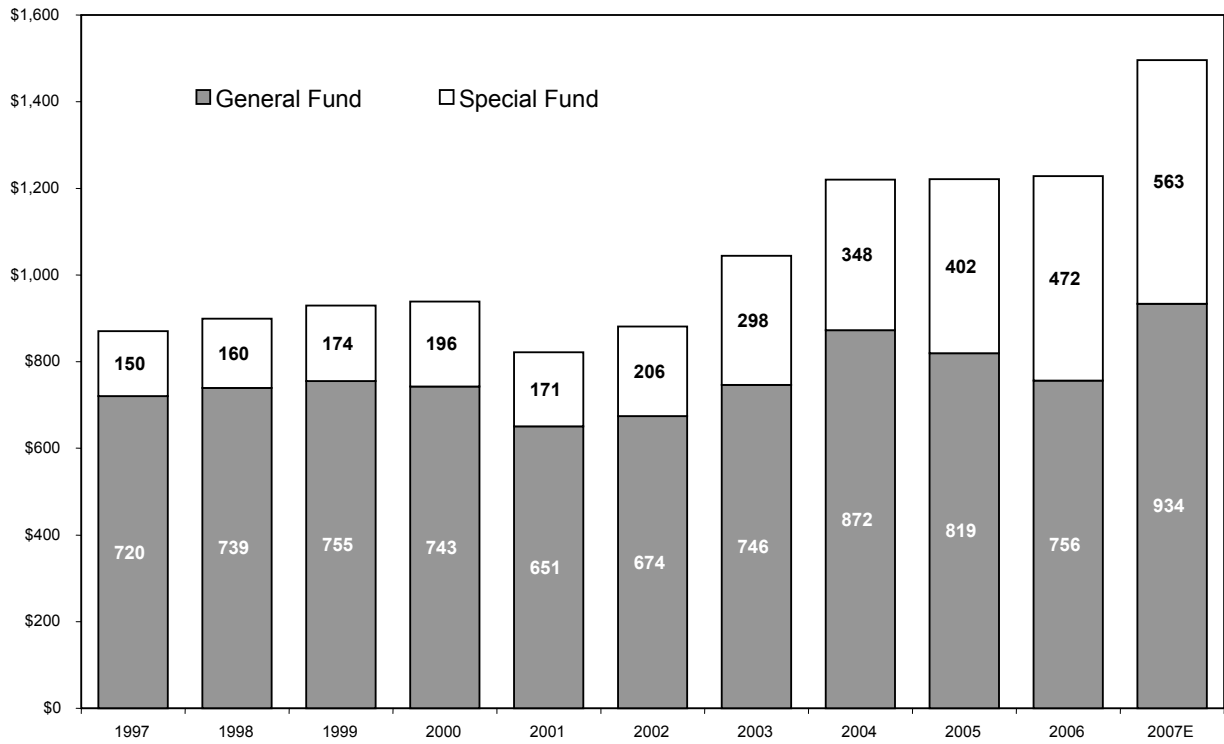
the State to appropriate cash on average at a rate of 52.6% of capital expenditures. With more modest revenue growth, cash contributions in fiscal 2002 and 2003 were reduced. However, between fiscal 2004 and 2007, the pay-as-you-go financing exceeded \$900 million.

- **Debt Reduction:** During the period of 1995-2001, the State implemented a substantial debt reduction plan as extraordinary surpluses permitted. Tighter revenues in fiscal 2002, 2003 and 2004 precluded additional debt reduction efforts, but the State remains committed to debt reduction as a policy initiative as revenues allow.

- **Numerous Bond Refundings:** The State has undertaken a series of bond refundings which have lowered the overall debt service on outstanding State general obligation debt. The State refunded \$132.7 million of its general obligation bonds in August 2002 for a combined savings of over \$6.4 million, and refunded \$34.5 million of its general obligation bonds in April 2003 for a combined savings of \$2.3 million. In fiscal 2003, the State refunded over \$167 million of its general obligation bonds for a combined savings of \$8.7 million. In fiscal 2004, savings of \$2.9 million was realized after the State refunded \$74.6 million of its general obligation bonds, and in fiscal 2005, savings of \$1,905,000 was realized after the State refunded \$48.3 million of its general obligation bonds. The State will continue to monitor opportunities to refund its outstanding bonds to lower future debt service requirements.

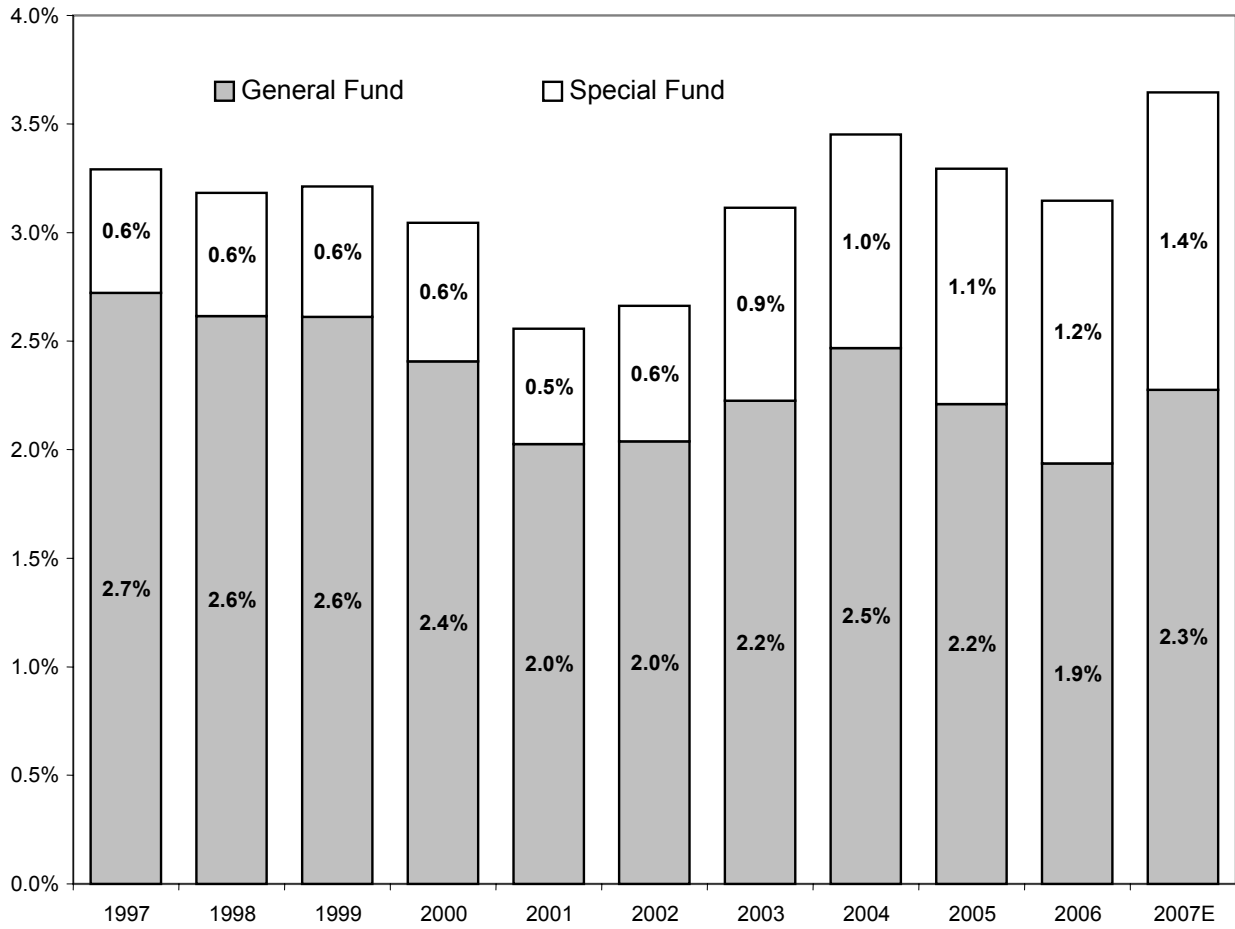
The result of these initiatives has been to reduce the rate of growth in Delaware's debt burden, as depicted on a fiscal year basis in the following three charts.

Debt Per Capita at June 30



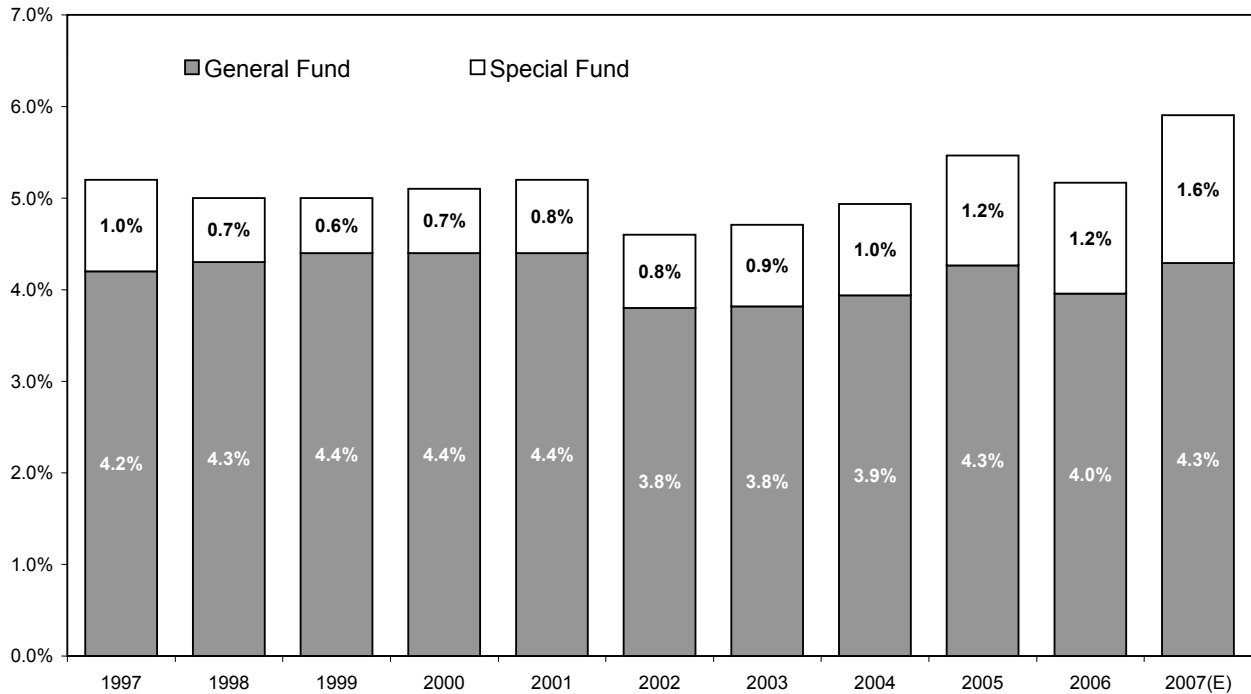
- (1) Shaded area represents portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds.
- (2) Decrease in fiscal 2001 due to a shift in timing of bond sale to fiscal 2002.
- (3) 2007 data assumes a population growth rate of 1.3%.

Debt as a Percentage of Personal Income at June 30



- (1) Shaded area represents portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds.
- (2) Personal Income estimates provided by Global Insight and Delaware Department of Finance.

Debt Service as a Percent of Net Budgetary General Fund Revenue at June 30



- (1) Shaded area represents portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds.

Qualified Zone Academy Bonds

Qualified Zone Academy Bonds (“QZAB”) are general obligation bonds backed by the full faith and credit of the State for the repayment of principal, primarily through the use of a sinking fund with a bullet maturity. QZABs are taxable bonds the proceeds of which are limited to improving eligible public schools, such capital projects having been approved by the General Assembly. In lieu of receiving periodic interest payments from the State, an eligible QZAB holder is generally allowed annual federal income tax credits while the QZAB is outstanding.

On December 8, 2006, the State issued \$1,433,000 QZABs for the purpose of financing renovations of the following facilities in the Cape Henlopen School District, Sussex County, Delaware: the Lewes School, Milton Elementary School, Rehoboth Elementary School and H.O. Brittingham Elementary School. In conjunction with the QZAB, the State executed a forward delivery contract requiring that the State establish an escrow account to be funded with annual sinking fund deposits and which will be guaranteed interest at a rate of 2.72% per annum.

In 2004, the State issued \$908,000 QZABs and, in fiscal 2005, issued \$224,177 QZABs to finance the renovations of the Charlton School in the Caesar Rodney School District, Kent County, Delaware. In fiscal 2003, the State issued \$760,000 QZABs and, in fiscal 2002, issued \$649,000 QZABs. The fiscal

2003 QZAB proceeds funded the renovation of the Charlton School in the Caesar Rodney School District, Kent County, Delaware. The fiscal 2002 QZAB proceeds assisted in the renovation of Georgetown and Showell elementary schools in the Indian River School District, Sussex County, Delaware.

State Revenue Debt

There is currently no State revenue debt outstanding, nor any plans to authorize any State debt other than State general obligation debt.

Lease Obligations

The State has entered into long-term leases with terms in excess of one year. Aggregate remaining lease payments total approximately \$132.1 million with \$91.0 million payable through fiscal 2011. Real estate rentals account for 82.4% of the aggregate payments and equipment rentals account for the remainder. All payments are subject to annual appropriation. The State may not be held contractually liable for the payments in the event that such appropriations are not made. See "APPENDIX B - Notes to the Financial Statements - #8, Lease Commitments". Lease obligations are subject to one of the State's debt limits, the 15% Test. See "BONDED INDEBTEDNESS OF THE STATE - Debt Limits" for a further explanation.

INDEBTEDNESS OF AUTHORITIES, UNIVERSITY OF DELAWARE AND POLITICAL SUBDIVISIONS

Oversight responsibility for the issuance of debt by the State and authorities deemed to be part of the State's financial reporting entity is centralized under the Secretary of Finance. The following section sets forth certain indebtedness of State authorities, Delaware State University, the University of Delaware and political subdivisions of the State. The State is not directly or contingently liable for debt service for any of the following indebtedness.

Authorities

Delaware Transportation Authority

The Delaware Transportation Authority (the "Authority") is a body corporate and politic constituting an instrumentality of the State. The Authority acts by resolution of the Secretary of the Department of Transportation (the "Department"), the Director of Finance of the Department and the Transportation Trust Fund Administrator. The Department has overall responsibility for coordinating and developing comprehensive, multi-modal transportation planning and policy for the State. The Authority assists in the implementation of this policy and has the power to develop a unified system of air, water, vehicular, public and specialized transportation in the State, subject to oversight by the Department and the State as hereinafter described.

To assist the Authority in financing a unified transportation system, the State created the Transportation Trust Fund (the "Trust Fund" or "TTF") within the Authority in 1987 to receive revenue and receipts of the Authority. The primary sources of funding of the Trust Fund are motor fuel taxes, motor vehicle document fees, motor vehicle registration fees, and other transportation-related fees, all of which are imposed and collected by the State and transferred to the Trust Fund. The State has irrevocably pledged, assigned and continuously appropriated these taxes and fees to the Trust Fund. The other major source of funding for the Trust Fund is toll and concession revenue of the Delaware Turnpike and the Route 1 Toll Road. The Authority may apply Trust Fund revenue for transportation projects, subject to the approval of the State, and may pledge any or all of this revenue to secure financings for these projects.

As of December 31, 2006, the Delaware Transportation Authority had outstanding \$983.3 million in Transportation System Senior Revenue Bonds and \$35.54 million in Transportation System Junior Revenue Bonds. The Authority may issue bonds to refund prior Authority obligations.

Additional bonds secured on parity with the Senior Bonds or secured on parity with the Junior Bonds may be issued subject to the satisfaction of debt service coverage tests and certain other requirements. Under certain circumstances, additional revenue may be pledged by the Authority to secure its bonds, in which case such revenue may be taken into account in determining satisfaction of these debt service coverage tests. The Authority may also incur additional debt, which has a lien on revenue subordinate to the lien of other bonds. See "APPENDIX B - Notes to the Financial Statements - #6, Revenue Bonds".

In addition to debt service coverage tests and certain other requirements, future debt issues of the Authority are subject to one of the debt limits of the State. The debt limit mandates that the aggregate maximum annual payments on the State's tax-supported obligations and the TTF debt obligations of the Authority (plus certain lease obligations) may not exceed 15% of total budgetary General Fund revenue, plus Trust Fund revenue for the fiscal year following the fiscal year in which such debt is issued. See "BONDED INDEBTEDNESS OF THE STATE - Debt Limits" for a further explanation.

The bonds of the Authority do not constitute a debt of the State or a pledge of the general taxing power or the faith and credit of the State or any political subdivision, agency or instrumentality thereof other than the Authority. The State's pledge and assignment to the Authority of motor fuel tax revenue, motor vehicle document fees, motor vehicle registration fees and other revenue pursuant to State law creates an obligation of the State, until there are no longer any Authority bonds remaining outstanding, to continue to impose and collect these taxes and fees at least at the rates in effect on the date of issuance of the Authority bonds and to transfer this revenue to the Authority. The State, however, has no obligation to increase these taxes or fees to provide sufficient revenue to meet payments of debt service on the Authority bonds.

Delaware State Housing Authority

The Delaware State Housing Authority ("DSHA"), created in 1968, had outstanding on December 31, 2006, \$551.7 million of tax-exempt revenue bonds and \$5.3 million of taxable revenue bonds. Approximately \$509.3 million of the outstanding tax-exempt bonds were issued to finance the purchase of single-family homes, and \$41.8 million was issued to finance multi-family housing. The security for these bonds is mortgage loan repayments, reserve funds, bond proceeds and other revenue. The taxable bonds have been issued primarily to finance second mortgages, providing down payment and closing cost assistance to eligible first-time homebuyers. See "APPENDIX B - Notes to the Financial Statements - #6, Revenue Bonds".

DSHA bonds do not constitute a debt or liability of the State. The enabling legislation, however, provides that the General Assembly may, but is not obligated to, make appropriations to restore the DSHA's capital reserve fund if such fund is drawn upon to meet debt service payments on certain of the DSHA's bonds. As of December 31, 2006, there were no DSHA bonds outstanding which are entitled to the benefit of the capital reserve fund. To date, the General Assembly has not been requested to make any such "moral obligation" appropriations. The statutory debt limit of the DSHA is \$350.0 million in bonds carrying the moral obligation of the State.

The Delaware Economic Development Authority

The Delaware Economic Development Authority and its predecessors had outstanding approximately \$1.1 billion in economic development revenue bonds on December 31, 2006, none of which are backed by the full faith and credit of the State.

Delaware State University

There were outstanding on December 31, 2006, \$9.5 million of revenue bonds issued by the Delaware State University. These bonds are secured by the University's pledge of certain of its net operating revenue and net non-operating revenue, exclusive of gifts, grants, bequests, contributions and donations to the extent specifically restricted to a particular purpose inconsistent with their use for the making of debt service payments and any funds appropriated by the State of Delaware.

The following two Authorities are not part of the State's financial reporting entity. The State, however, exercises oversight regarding their debt activities.

Delaware Solid Waste Authority

The Delaware Solid Waste Authority was created in 1975 and is the sole entity in the State responsible for the planning and administration of a comprehensive statewide program for the management, storage, collection, transportation, utilization, processing (including resource recovery), and disposal of solid waste and sewage sludge. On December 31, 2006, the Authority had \$95.7 million outstanding solid waste revenue bonds.

Delaware Health Facilities Authority

The Delaware Health Facilities Authority, established in 1973, is authorized to issue revenue bonds and notes to finance projects for health care facilities located in the State. As of May 31, 2006, there were outstanding \$454.7 million of revenue bonds issued for the benefit of these facilities. The Authority has no taxing power and no source of funds other than from the contractual obligations of participating health care facilities.

University of Delaware

There were outstanding on December 31, 2006, \$169.9 million of revenue bonds issued by the University of Delaware for housing, dining and other auxiliary facilities. The University of Delaware presently intends to issue an additional \$73.7 million of revenue bonds in May 2007. These bonds are secured by revenue generated by the facilities.

Political Subdivisions

The approximate aggregate principal amount of general obligation bond indebtedness of the three counties, the City of Wilmington, the other cities and towns and the school districts of the State is outlined in the table which follows, as of December 31, 2006.

General Obligation Debt of Political Subdivisions
(in millions)

| | |
|-----------------------------|----------------------------|
| New Castle County | \$225.0 |
| Sussex County | 131.0 |
| Kent County | 23.1 |
| Wilmington | 212.4 ⁽¹⁾ |
| Other Cities and Towns..... | 148.9 ⁽²⁾ |
| School Districts | <u>495.2⁽³⁾</u> |
| Total | <u>\$1,235.6</u> |

- (1) Of this total, \$13.8 million in principal is supported by payments from the Diamond State Port Corporation, an instrumentality of the State. Excludes \$33.7 million of Wilmington Parking Authority bonds guaranteed by the City of Wilmington.
- (2) Excludes revenue bonds and anticipation notes.
- (3) Represents local shares sold by the State on behalf of the school districts (as reported in the earlier chart entitled “Outstanding General Obligation Debt”).

Source: Chief fiscal officers of respective governmental entities.

Indebtedness of counties, towns, and cities, other than the City of Wilmington, has been incurred primarily for water and sewer projects and general municipal purposes, subject to various debt limits. The State is not liable for any of this indebtedness. Unlike most other states, the State, rather than the local governments, is principally responsible for capital expenditures for schools and correctional facilities.

School districts may not issue bonds (including bonds sold to the State by school districts to fund the 20% to 40% share of capital costs), except to refund outstanding bonds, in an aggregate amount causing bonded debt of the district, less sinking funds on hand for payment of such bonded debt, to exceed 10% of the assessed value of the real property in the district.

ECONOMIC BASE

The State is located on the eastern seaboard of the United States and is bordered by the Atlantic Ocean and the Delaware Bay, as well as by the states of New Jersey, Pennsylvania and Maryland. It has a land area of 1,955 square miles, ranking 49th in area in the United States. The State is 96 miles long and varies from 9 to 35 miles wide, with elevations ranging from sea level to 442 feet. As the first state to ratify the United States Constitution on December 7, 1787, Delaware is known as “The First State.”

Recent History

Since fiscal 2000, Delaware’s economic performance has largely matched or exceeded national trends. Over that period, the State’s rate of employment and income growth exceeded that of the United States, and while Delaware’s ties to the national economy are unmistakable, throughout the recent business cycle, Delaware consistently posted lower unemployment rates than the United States.

DaimlerChrysler’s February 2007 announcement that it intends to idle its Newark, Delaware assembly facility late in calendar 2009 demonstrates Delaware’s links to larger macroeconomic trends beyond the control of the State. The Delaware Economic and Financial Advisory Council (DEFAC) recognized the impact of the

announcement on State finances at its March 2007 meeting. (For a summary of Delaware's most recent economic forecast, see "STATE FINANCIAL OPERATIONS – Economic Projections".)

Since the adoption of the Financial Center Development Act in 1981, diversifying Delaware's economy has consistently ranked among State policymakers' highest priorities. The State's economic development efforts have followed a two-pronged approach. Broadly speaking, Delaware has continually improved its business climate using a combination of prudent fiscal management, judicious tax cuts, and strategic investments in public education and infrastructure. When faced with specific challenges, alert and supportive policymakers have teamed with the business community to develop effective policy responses to a changing economic landscape.

Delaware's public-private partnership once again proved its worth in crafting bank tax legislation in response to Bank of America's acquisition of MBNA. These efforts convinced the management of the Bank of America to remain chartered in Delaware. Most recently, this partnership has gathered to address the future of DaimlerChrysler. Current efforts remain focused on maintaining the viability of DaimlerChrysler's automobile production in Delaware. Given the fluid nature of this situation, however, the State is prepared to capitalize on the Newark site's inherent advantages, such as its highway and rail access and close proximity to the University of Delaware, with businesses in other industries, if necessary.

Delaware continues to pursue high technology industries, including life sciences research and development, pharmaceuticals, agricultural biotechnology, human biotechnology and information technology. The State has made a significant investment to establish the Delaware Biotechnology Institute, a partnership involving State government, Delaware's higher education institutions and the private sector. The Institute is designed to expand the State's scientific base and create opportunities for the development of new technologies in the emerging life sciences field.

The State's business friendly legal system continues to attract new incorporations. In recent years, more than 70% of new U.S. initial public offerings ("IPO") have chosen Delaware as their legal domicile. Even though IPO activity has suffered from economic and other factors, the State has continued to register a record number of business formations in the form of LLCs and LPs.

Population

Between 2005 and 2006, Delaware's population increased by 1.4 percent, to 853,476 inhabitants. In comparison, there was 0.2 percent growth in the region and 0.9 percent growth in the nation over the same period. Net in-migration accounted for 65 percent of the population growth in the state from 2005 to 2006.

The following table presents population trends for Delaware, the mid-Atlantic region and the United States for 2001 through 2006.

Population
(in thousands)

| | <u>Delaware</u> | | <u>Mid-Atlantic Region</u> ⁽¹⁾ | | <u>United States</u> | |
|------------|-------------------|---------------|-------------------------------------------|---------------|----------------------|---------------|
| | <u>Population</u> | <u>Change</u> | <u>Population</u> | <u>Change</u> | <u>Population</u> | <u>Change</u> |
| 2001 | 795 | 1.1 | 46,073 | 0.6 | 285,226 | 1.0 |
| 2002 | 806 | 1.3 | 46,313 | 0.5 | 288,126 | 1.0 |
| 2003 | 817 | 1.4 | 46,546 | 0.5 | 290,796 | 0.9 |
| 2004 | 829 | 1.5 | 46,727 | 0.4 | 293,638 | 1.0 |
| 2005 | 842 | 1.6 | 46,856 | 0.3 | 296,507 | 1.0 |
| 2006 | 853 | 1.4 | 46,941 | 0.2 | 299,398 | 1.0 |

(1) Mid-Atlantic region consists of Maryland, New Jersey, Pennsylvania, New York and Delaware.
Source: U.S. Census Bureau.

Major Political Subdivisions

The State has three counties: Kent, New Castle, and Sussex. All of the cities and towns in the State are independent, incorporated municipalities. There are three major cities: Wilmington, the largest city, with a 2005 estimated population count of 72,786; Dover, the State capital and the site of a major U.S. Air Force base, with a 2005 estimated population count of 34,288 residents; and Newark, the site of the University of Delaware, with a 2005 estimated population count of 30,060.

The following table shows the population of the State's three counties for the years 2001 through 2006. Approximately 62 percent of the State's population lives in New Castle County, the northernmost county. Sussex County, the southernmost county, continues to show very strong growth, approximately three times that experienced by New Castle County. The most recent data, however, shows that Kent County is growing even more rapidly, over four times faster than New Castle County and over 25 percent faster than Sussex County.

Population by County

| | <u>New Castle</u> | | <u>Kent</u> | | <u>Sussex</u> | |
|------------|-------------------|---------------|-------------------|---------------|-------------------|---------------|
| | <u>Population</u> | <u>Change</u> | <u>Population</u> | <u>Change</u> | <u>Population</u> | <u>Change</u> |
| 2001 | 505,943 | 0.8 | 129,048 | 1.5 | 160,459 | 1.9 |
| 2002 | 509,954 | 0.8 | 131,518 | 1.9 | 164,119 | 2.3 |
| 2003 | 514,253 | 0.8 | 134,418 | 2.2 | 168,190 | 2.5 |
| 2004 | 518,031 | 0.7 | 138,819 | 3.3 | 171,912 | 2.2 |
| 2005 | 522,094 | 0.8 | 143,462 | 3.3 | 176,185 | 2.5 |
| 2006 | 525,587 | 0.7 | 147,601 | 2.9 | 180,288 | 2.3 |

Source: U.S. Census Bureau.

Personal Income

Personal income is the income received by all persons from all sources. The State's total personal income grew 6.2 percent from calendar 2004 to 2005, compared with 4.7 percent for the mid-Atlantic region and 5.2 percent for the nation. Total State personal income in calendar 2005 was \$31.3 billion.

The following table provides per capita personal income comparisons for calendar 2001 through 2005. (Per capita personal income is the annual total personal income of State residents divided by the population.) Per capita personal income of Delaware residents grew 4.5 percent from calendar 2004 to 2005. It grew by 4.7 percent in the mid-Atlantic region and 4.2 percent in the U.S. over the same period. State per capita personal income was 108 percent of U.S. per capita personal income in calendar 2005.

Per Capita Personal Income

| | <u>Delaware</u> | <u>Change</u> | <u>Mid-Atlantic Region</u> | <u>Change</u> | <u>United States</u> | <u>Change</u> | <u>Delaware as Percent of the United States</u> |
|------------|-----------------|---------------|----------------------------|---------------|----------------------|---------------|-------------------------------------------------|
| 2001 | \$32,105 | 4.0% | \$34,555 | 8 % | \$30,574 | 2.4% | 105% |
| 2002 | 32,925 | 2.6 | 35,025 | 1.4 | 30,810 | 0.8 | 107 |
| 2003 | 33,620 | 2.1 | 35,727 | 2.0 | 31,463 | 2.1 | 107 |
| 2004 | 35,484 | 5.5 | 37,796 | 5.8 | 33,090 | 5.2 | 107 |
| 2005 | 37,084 | 4.5 | 39,564 | 4.7 | 34,495 | 4.2 | 108 |

Source: U.S. Department of Commerce.

Mid-Atlantic region includes Delaware, Maryland, New York, New Jersey and Pennsylvania.

Unemployment Rates

Delaware's average unemployment rate for 2006 fell to 3.6 percent from 4.0 percent in 2005. The three surrounding states had an overall average unemployment rate of 4.5 percent in 2006, down from 4.8 percent in 2005. The following table presents the average annual unemployment rates for Delaware, the region, and the U.S. from 2001 through 2006.

| | Unemployment Rates | | |
|------------|---------------------------|------------------------------------------|----------------------|
| | <u>Delaware</u> | <u>Mid-Atlantic Region⁽¹⁾</u> | <u>United States</u> |
| 2001 | 3.5 | 4.6 | 4.7 |
| 2002 | 4.0 | 5.7 | 5.8 |
| 2003 | 4.2 | 5.8 | 6.0 |
| 2004 | 4.0 | 5.3 | 5.5 |
| 2005 | 4.0 | 4.8 | 5.1 |
| 2006 | 3.6 | 4.5 | 4.6 |

Sources: U.S. Department of Labor and Delaware Department of Labor.

(1) Mid-Atlantic Region consists of Delaware, Maryland, New York, New Jersey and Pennsylvania.

In the most recent month for which data are available, January 2007, the U.S. Bureau of Labor Statistics reports that Delaware's unemployment rate of 3.4 percent was tied with Iowa at 12th lowest in the nation. In the surrounding states, Maryland tied for 16th at 3.8 percent, New Jersey tied for 23rd at 4.2 percent, New York was 25th at 4.3 percent, and Pennsylvania was tied for 35th at 4.7 percent.

Employment

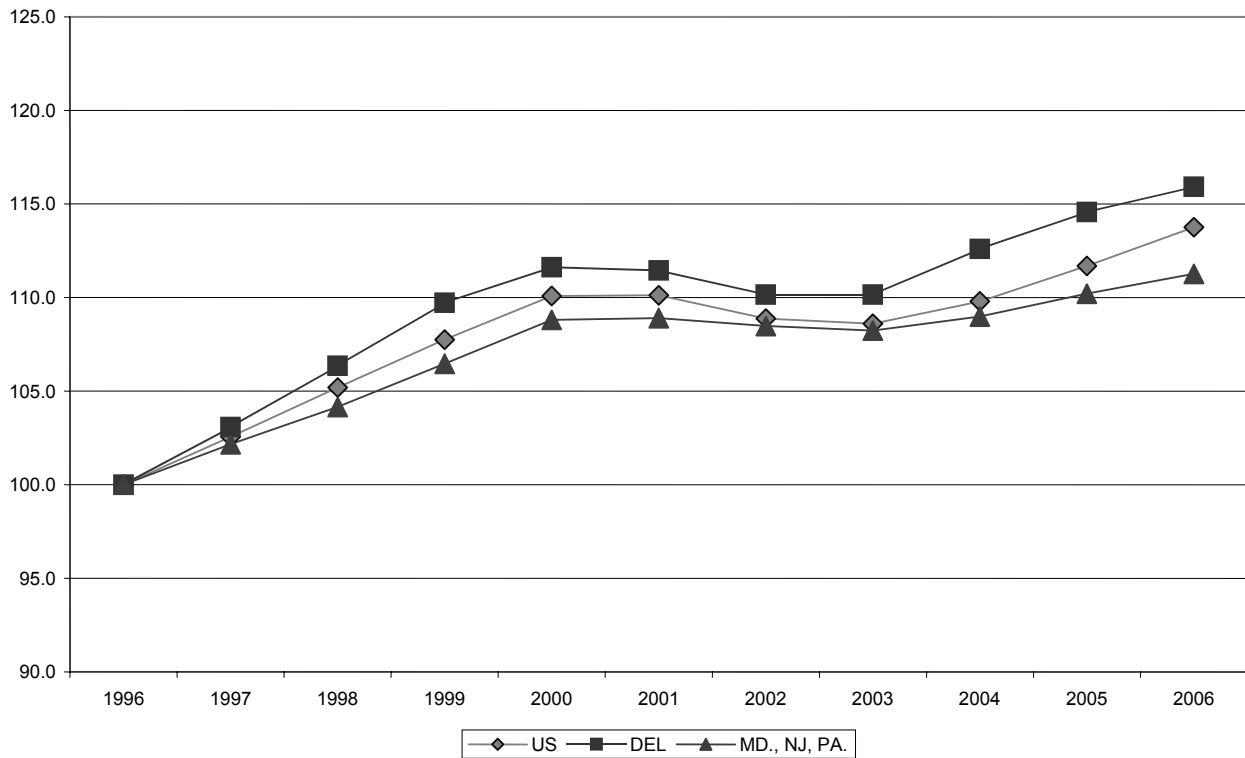
The rate of non-agricultural job growth in Delaware slowed to 1.2 percent in 2006, below the national rate of job growth of 1.8 percent. Growth in the surrounding states remained at 1.0 percent, just below the rate of growth in Delaware.

Non-Agricultural Employment Growth Rates - %

| | <u>Delaware</u> | <u>Mid-Atlantic Region</u> | <u>United States</u> |
|------------|-----------------|--------------------------------|--------------------------|
| 1999 | 3.2% | 2.2% | 2.4% |
| 2000 | 1.7 | 2.2 | 2.2 |
| 2001 | (0.1) | (0.2) | 0.0 |
| 2002 | (1.2) | (0.9) | (1.1) |
| 2003 | 0.0 | (0.4) | (0.3) |
| 2004 | 2.2 | 0.7 | 1.1 |
| 2005 | 1.7 | 1.0 | 1.7 |
| 2006 | 1.2 | 1.0 | 1.8 |

Sources: U.S. Department of Labor and Delaware Department of Labor.

Total Employment Growth (1996 = 100)



Source: Delaware Department of Labor

In terms of employment, Government remained the single largest industry sector in Delaware in 2006. Total employment across all federal, state and local government entities averaged 60,600 over the year. Among private industry sectors, Retail Trade had the greatest number of workers, with an average of 53,700 during 2006. The third largest was Health Care and Social Assistance, with 48,800.

Looking at industry growth by net jobs added from 2005 to 2006, Health Care and Social Assistance led the way, adding 1,600 workers over the year. Construction had the second greatest job growth, adding 1,400 jobs. Government was the only other industry sector to add over 1,000 jobs; employment there was 1,200 higher in 2006 than in 2005.

On a percentage basis, the fastest growing industry sector was Educational Services, which grew at a 7.4 percent rate in 2006. Second fastest was Construction, which added jobs at a 5.0 percent rate. Third was Health Care and Social Assistance, which increased employment by 3.4 percent over the year. Transportation, Warehousing and Utilities ended 2006 with the same number of jobs as in 2005, as did Information. Finance and Insurance, Management of Companies and Enterprises, and Professional, Scientific, and Technical Services all lost jobs in 2006, while Manufacturing reversed a long-term trend by adding 300 workers.

Employment By Industry Sector
(in thousands)

| | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-----------------------------------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Construction..... | 24.4 | 24.1 | 24.2 | 26.3 | 27.9 | 29.3 |
| Manufacturing..... | 39.4 | 37.1 | 35.7 | 34.6 | 33.2 | 33.5 |
| Wholesale Trade | 13.4 | 13.6 | 14.2 | -14.7 | 14.9 | 15.2 |
| Retail Trade..... | 50.6 | 51.1 | 51.8 | 52.5 | 53.5 | 53.7 |
| Transportation, Warehousing and Utilities ¹ .. | 12.8 | 12.3 | 12.7 | 13.5 | 13.3 | 13.3 |
| Information | 8.1 | 7.7 | 7.4 | 7.1 | 6.7 | 6.7 |
| Finance and Insurance..... | 40.4 | 40.3 | 39.1 | 38.3 | 38.7 | 37.5 |
| Professional, Scientific and Tech. Services .. | 27.2 | 26.0 | 25.8 | 26.7 | 27.0 | 26.4 |
| Management of Companies | 13.1 | 12.3 | 11.5 | 12.5 | 12.5 | 12.0 |
| Administrative and Support Services..... | 25.7 | 22.5 | 21.7 | 22.6 | 23.0 | 23.5 |
| Educational Services..... | 6.1 | 6.4 | 6.6 | 6.8 | 6.8 | 7.3 |
| Health Care and Social Assistance | 41.3 | 42.3 | 43.8 | 45.2 | 47.2 | 48.8 |
| Arts, Entertainment and Recreation..... | 7.5 | 8.2 | 8.6 | 8.8 | 8.8 | 8.9 |
| Accommodation and Food Services | 28.9 | 29.4 | 29.8 | 31.2 | 31.8 | 32.1 |
| Other Services..... | 17.3 | 17.9 | 18.3 | 18.9 | 19.8 | 20.4 |
| Government | <u>-56.9</u> | <u>57.1</u> | <u>-57.2</u> | <u>57.7</u> | <u>59.4</u> | <u>60.6</u> |
| Total Nonfarm | | | | | | |
| Employment | <u>419.4</u> | <u>414.5</u> | <u>414.5</u> | <u>423.7</u> | <u>431.1</u> | <u>436.2</u> |

¹ Combines the industry sector Transportation and Warehousing with the sector Utilities.

Source: Delaware Department of Labor.

Below are all Delaware private employers reporting 1,000 or more workers, as of September 2006:

| <u>Firm</u> | <u>Industry</u> |
|------------------------------------|------------------------------|
| E.I. du Pont de Nemours & Co., Inc | Management of Companies |
| Bank of America | Financial Activities |
| Christiana Care Health Services | Healthcare |
| J.P. Morgan Chase & Co. | Financial Activities |
| AstraZeneca | Management of Companies |
| Wal-Mart Associates | Retail Trade |
| Mountaire Farms | Food Manufacturing |
| Alfred I. DuPont Institute | Healthcare |
| Perdue Farms | Food Manufacturing |
| Bayhealth Medical Center | Healthcare |
| General Motors | Manufacturing |
| Happy Harry's | Retail Trade |
| Dover Downs | Entertainment and Recreation |
| Wilmington Trust Company | Financial Activities |
| Acme Markets | Retail Trade |
| Delaware Park LLC | Entertainment and Recreation |
| Beebe Hospital | Healthcare |
| HSBC | Financial Activities |
| Dade Behring | Manufacturing |
| DaimlerChrysler | Manufacturing |
| Comcast Cable | Information |
| Discover Card Bank | Financial Activities |
| St. Francis Hospital | Healthcare |
| YMCA | Civic Organization |
| Home Depot | Retail Trade |
| PNC Bank | Financial Activities |
| Allen Family Foods | Food Manufacturing |
| Citibank | Financial Activities |

Source: Delaware Department of Labor.

Chemical Industry

In Delaware the business of chemistry is a vital part of the economy. It represents the leading export category for the State accounting for more than three-quarters of Delaware's total manufactured exports. The chemical manufacturing industry is an historical cluster in Delaware with more than a 200 year local history. The requirement for rapid chemical and material innovations has diversified and today thousands are employed in this vital industry.

In Delaware the chemistry industry is diverse, going beyond the manufacturing of chemicals and includes advanced materials, instrumentation, research and development, marketing, distribution, intellectual property, and other capabilities that distinguish industry segments.

The importance of the chemical industry to Delaware's economy stems historically from the fact that two large companies - E.I. du Pont de Nemours & Co., Inc. ("DuPont") and Hercules Incorporated

("Hercules"), maintain their global headquarters within the State. Both companies are engaged in corporate management, finance, research, engineering and related activities in support of their worldwide operations.

Founded in 1802, DuPont (NYSE: DD) is a science company and one of the State's largest employers with over 8,000 employees in Delaware. Operating in more than 70 countries with over \$27 billion in sales, DuPont offers a wide range of innovative products and services for markets including agriculture, nutrition, electronics, communications, safety and protection, home and construction, transportation and apparel. In June 2005, DuPont announced that it would invest \$80 million in its research and development center near Wilmington. In recent years, DuPont has undertaken a series of ventures involving production of biofuels, or fuels such as ethanol that are derived from grains, plant fibers or other renewable sources. As a result, President Bush visited the Delaware facilities during a recent trip to promote alternative energy initiatives. DuPont science and innovation is globally recognized and was again ranked No. 1 as the "Most Admired" company in the chemicals industry according to Fortune magazine's 2007 annual survey of companies around the world. The company's growth and productivity strategies for increasing shareholder value are generating strong results and DuPont expects its positive momentum to continue in 2007.

Hercules Incorporated, (NYSE: HPC) established in 1912, produces and markets specialty chemicals used in making a variety of products for home, office and industrial markets. Hercules' production facilities include 35 major plants strategically located throughout the world as well as a research center in Wilmington, Delaware. In 2006, Hercules dedicated their new Paper Applications Laboratory at their Wilmington, Delaware site as part of their \$15 million plan to renovate their central research center and make it the "hub" for the company's future research and development efforts. In connection with the upgrade of its research center, Hercules closed a facility in the Netherlands resulting in a dozen additional jobs for scientists in Delaware. Net sales were \$1.966 billion in 2006, an increase of 11% over 2005.

GE Energy has announced a company-wide strategy to aggressively pursue new technologies that help meet today's environmental challenges. This will include continued investment in their Delaware solar panel manufacturing site which employs just over 300. In March 2007, the DOE announced that GE Energy would be the recipient of about \$18.6 million over three years to research how to make better, more affordable solar panels.

Air Liquide (OTC: AIQUY) is a worldwide leader in industrial and medical gases and related services. Founded in 1902, Air Liquide operates in more than 65 countries through 125 subsidiaries. Air Liquide provides innovative solutions to over a million customers in various industries, and helps them improve their performance and protect the environment. Air Liquide has recently opened their state-of-the-art R&D facility in Delaware where they are consolidating US research and development operations along with some of their manufacturing engineering business. The total capital expenditures budget for this project is nearly \$30 million. The total employment targeted at the new facility will be 160 by 2010 and includes a global recruitment plan for top scientists.

Agilent's (NYSE: A) Life Sciences and Chemical Analysis group is a world leading provider of instrumentation, supplies, software and services to life science and chemical analysis markets. With revenue of \$1.4 billion in Fiscal Year 2005, it accounted for approximately 28% of Agilent's \$5.0 billion of total revenue in 2006. The Little Falls Site in Delaware is the major location for the company's chemical analysis measurement R&D, marketing and manufacturing operations. At the Delaware site, there are approximately 800 employees.

Ciba Specialty Chemicals (NYSE: CSB) continues to expand its business operations in Newport, DE by adding jobs and further developing the site as its NAFTA business and manufacturing headquarters for its Coating Effects Business Segment. Some of this was accomplished through the relocation of positions from their Tarrytown, NY facility. Ciba anticipates spending over \$24 million in capital expenditures in the

next four years which includes implementing the ability to produce a raw material which was previously manufactured overseas.

Companies such as BASF, Buchi, Dow Reichhold, FMC BioPolymers, FujiFilm, INEOS Films, Kuehne Chemical, Noramco, Orient Chemical and Rohm and Haas have all invested capital at their Delaware manufacturing sites in 2006 and 2007. The business of chemistry has strong roots in Delaware and has demonstrated an ability to adapt in its long local history. The industry's products permeate our society and are critical to the quality of life enjoyed by the public. Delaware's scientists utilize their research and development strengths, knowledge of chemical processes, and innovative drive to create solutions as well as a successful and sustainable industry.

Life Sciences

Biotechnology

In 1999, AstraZeneca Inc. (NYSE: AZN) ("AstraZeneca"), formed by the merger of Stockholm-based Astra AB and London-based Zeneca Group PLC, one of the largest pharmaceutical companies in the world, selected Delaware as its U.S. headquarters. Wilmington is also the global home for the Central Nervous System therapy team, which includes both the commercial and research and development groups. The majority of the work done by the research and development group focuses on lead informatics, compound management and automation, and assay development and high throughput screening.

In 2004, AstraZeneca opened a state-of-the-art Automated Compound Management Facility (ACMF) at its Wilmington R&D campus. Part of a four-year, \$165 million investment in US research facilities, this latest \$13 million addition is one of four new AstraZeneca drug discovery research facilities of its kind worldwide.

With the ability to store over 2.8 million compound samples, the R&D Wilmington ACMF is a critical part of AstraZeneca's strategy to improve the speed and productivity of drug discovery and development. The ACMF has smoothed the progress of the company's worldwide initiative to rebuild its proprietary library of compounds. This new facility will ensure the quality of these compounds for future use by applying optimal storage conditions and best handling practices. With advanced technologies and automated processes, ACMF will enable scientists to do drug discovery research in ways that were not possible before.

As of September 1, 2006, AstraZeneca employed 4,711 in Delaware. With annual sales in 2006 of \$26.5 billion globally, it is estimated that AstraZeneca's product pipeline will be worth \$7.2 billion by 2008.

Delaware is uniquely positioned in the center of a nationally recognized Biotechnology industry cluster region, which includes Pennsylvania, New Jersey and Maryland. The greater Philadelphia region ranks near the top when it comes to life sciences. A 2005 study by the Santa Monica, California-based Milken Institute ranked the area third -- behind Boston and San Francisco -- in the strength of its life sciences. The study found that the life sciences brought \$13.7 billion in earnings to the region and nearly 276,000 jobs, or 11.4 percent of the region's jobs, are tied to the life sciences.

To ensure Delaware's continued voice in regional biotechnology industry opportunities, the Delaware BioScience Association (DBA) was formed in 2006. DBA is a non-profit trade association dedicated to promoting and expanding Delaware's bioscience industry by establishing a unified voice in order to accelerate the growth of human, animal, plant, and industrial bioscience, advocating on behalf of the industry in support of public policies that advance bioscience in the State, supporting initiatives that help attract bioscience talent and enterprises to the State, as well as support their retention and growth, and

developing and implementing programs that build local, regional, national, and international recognition of and support for Delaware's bioscience industry.

Research and Development

Delaware's economy has long been a source of innovation and technological growth. Some of the state's most prominent firms, such as Agilent (NYSE: A), AstraZeneca, DuPont and W. L. Gore and Associates, are world renowned for their technical breakthroughs and resulting commercial success. The presence of these firms and others like them, as well as its highly capable research universities, have positioned Delaware as first in the nation for Industry Investment and Research and Development as well as high wage service jobs.

Delaware is ranked in the top 5 states in the nation for scientists and engineers, patents, gazelle jobs and foreign direct investment. Delaware has been consistently ranked in the top 10 by the State New Economy Index (The 2007 New Economy Index, Benchmarking Economic Transformation in the States, Ewing Marion Kauffman Foundation and the Information Technology & Innovation Foundation (www.kauffman.org)) demonstrating positive movement from 9th place to 7th place in the most recently released study, dated February 2007.

Delaware's high quality workforce and innovative research and development environment provide excellent opportunities for technology-based business growth and fosters entrepreneurial ventures. The State provides a variety of technology resource programs and innovative business development support to enhance commercialization opportunities, such as Delaware's Patent Portfolio.

The University of Delaware's outstanding reputation for research in cooperation with industry is well recognized in many areas. The University's innovative research efforts are illustrated through its partnerships with industry in composite materials, information science, biotechnology, alternative energy, virology and development of genetically engineered vaccines, and agrigenetics, including plant tissue culture research. Through its seven colleges, institutes and various centers, including the Center for Composite Materials, Center for Catalytic Science and Technology, and Center for Climatic Research, the University has fostered growth and development in the chemical, computer, energy, food, agricultural and marine sciences industries.

The University's Institute of Energy Conversion, one of the world's largest thin-film solar cell laboratories performing research and process development for industry, has been designated by the U.S. Department of Energy as a national center of excellence in photovoltaic research and education. The University of Delaware's Center for Composite Materials is one of three partners in an Army Research Laboratory Materials Center of Excellence.

The Delaware Technology Park ("DTP") is part of Delaware's commitment to attracting both established businesses and promising high-tech companies. It represents a combination of government, academic and industry partners and is now home to 42 high-tech companies. Near term plans call for DTP to build a sixth building for a total of 350,000 square feet of customizable space. Longer term, DTP is to participate in a much larger adjoining site of mixed use – education, student housing and economic development.

The Delaware Biotechnology Institute (DBI), located in the Delaware Technology Park, is an academic unit of the University and a partnership among government, academia and industry to help establish Delaware as a center of excellence in biotechnology and the life sciences. DBI's mission is to build a biotechnology network of people and facilities to enhance academic and private sector research, catalyze unique cross-disciplinary research and education initiatives and to foster the entrepreneurship that creates high quality jobs. DBI's 72,000 square foot research facility is designed to house 170 faculty and student

researchers and features 38 laboratories, 6 state-of-the-art research instrumentation centers, and several large and small conference areas.

Some of the companies started at DBI are: the Fraunhofer Center for Molecular Biotechnology, Napro Biopharmaceuticals (now Tapestry Pharmaceuticals), LLuminari, Pharmaleads (now AthenaBio), Neurologix, InfoQuest Systems, NanoSelect and Orphagenix, Inc. Orphagenix founders, two University of Delaware researchers, are using a novel gene-repair therapy to develop orphan drugs, which target diseases that affect 200,000 patients or fewer. Orphagenix licenses the technology it uses from the University of Delaware, which holds the patents.

Delaware's investments serve as seed funding for private investments, such as Fraunhofer Center for Molecular Biotechnology's (CMB) recent \$3.5 million grant from the Bill & Melinda Gates Foundation to support the development of transmission-blocking vaccines against malaria. Established in July 2001 as a partnership between the Fraunhofer Society in Germany and the State of Delaware, CMB which is located at the Delaware Technology Park, conducts research in the area of plant biotechnology, developing cutting edge technologies to assist the diagnosis, prevention and treatment of human and animal diseases. CMB will use the Gates Foundation funding to produce lifesaving vaccines in non-genetically modified plants. This is the third grant that CMB has received from the Bill & Melinda Gates Foundation having previously received a \$2.7 million award for the development of novel subunit vaccines against influenza and a \$1.2 million grant for pre-clinical studies towards the development of a vaccine against African trypanosomiasis.

DBI led Delaware's effort towards gaining Experimental Program to Stimulate Competitive Research (EPSCoR) status with the National Science Foundation's Experimental Program Status Competitive Research. EPSCoR status provides Delaware and 22 other qualifying states and U.S. territories with a better chance for federal funding dollars. Eight federal agencies participate in this program with the National Institutes of Health (NIH) and the National Science Foundation (NSF), two of the most prominent agencies.

Over the past five years, DBI has successfully built a nationally recognized capability in plant molecular biology to better understand the basic processes that control plant development on the genetic level. Combined with the highly regarded genomics-based poultry disease research located at DBI, this newly developed capability has direct applications to serve Delaware's agricultural industry.

Leading-edge interdisciplinary research is at the core of DBI's work. Successful partnerships are already underway involving biology, biochemistry, engineering, marine, materials science and computational biology. Encompassing 12 academic departments at the University of Delaware alone, collaborations are also state-wide, national and international, with the participation of scientists from Delaware State University, Delaware Technical & Community College, and Wesley College. DBI-affiliated researchers are principal investigators in a growing portfolio of federal research grants from NSF, NIH, the U.S. Department of Agriculture (USDA) and numerous other government agencies and private foundations.

DTP/DBI/DBA have helped enable about 12,000 new jobs in life science in 20 new companies between 1998 and 2007. Over \$200 million has been invested and \$250 million of grants have been won by DTP companies and DBI.

In October 2003, DuPont and the U.S. Department of Energy's National Renewable Energy Laboratory (NREL) announced a joint research agreement for the development of the world's first integrated "bio-refinery" that uses corn or other renewable resources, rather than traditional petrochemicals, to produce a host of valuable fuels and value-added chemicals. The \$7.7 million Cooperative Research and Development Agreement is a collaborative venture for DuPont and NREL to develop, build and test a bio-refinery pilot process that will make fuels and chemicals from the entire corn plant. The agreement is part of the larger \$38 million DuPont-led consortium known as the Integrated Corn-Based Bioproducts Refinery (ICBR) project. This project was awarded \$19 million in matching funds from the U.S. Department of

Energy in 2002 to design and demonstrate the feasibility and practicality of alternative energy and renewable resource technology.

Nemours Biomedical Research at the Alfred I. DuPont Hospital announced the establishment of a Center for Pediatric Research (CfPR) in Wilmington, Delaware. The CfPR will develop and foster pediatric research programs to shorten the time it takes to safely transition research advances from the laboratory bench top to the patient's bedside. A team of researchers led by Dr. Thomas Shaffer and Dr. Carolyn Schanen has been awarded a Center of Biomedical Research Excellence (COBRE) grant by the National Institutes of Health (NIH) to establish the CfPR. By providing \$9.8 million over the next five years, the grant adds considerable substance to a backbone structure established by Nemours over the past few years. The grant allows the Hospital, the State of Delaware, and Nemours itself to take a giant step toward their shared goal of improving health care for children through research.

The Applied Optics Center located at Delaware State University focuses on developing and commercializing different applications of new laser technology. The Center concentrates on laser spectroscopy technology and laser diode-based devices. Core competencies include time and frequency-based laser spectroscopy and nonlinear and laser optics. Dade Behring (NASD: DADE), a major instruments maker whose research and development headquarters are located in Glasgow, Delaware, is the major industrial sponsor. Research with Dade includes enhanced detection of trace atoms and molecules in liquids and a laser-based spectrometer for various medical applications. An American Dental Association project includes laser curing of photo-polymers. The Center is working with NASA in measuring greenhouse gas emissions by generating ultra-violet pulses through laser amplification.

The University of Delaware is establishing an Avian Biosciences Center. This Center will be the formal organization of the University's existing strong program in poultry health and nutrient management and expansion of these programs to include additional efforts aimed at enhancing profitability of the poultry and allied industries.

Financial Services Industry

Banks and other financial institutions have been a major focus of Delaware's economic development activity since 1981. In that year, landmark legislation was passed that opened Delaware to interstate banking, modernized the State's banking laws, and permitted the creation of new types of special purpose intermediaries. The 1981 Financial Center Development Act created strong economic incentives for the banking industry in Delaware, including a favorable state tax structure and a market based approach to lending that eliminated restrictive usury caps. These laws continue to create a favorable economic environment for banking. The State subsequently enacted additional legislation in order to sustain the State's competitive advantage in banking. In 1989, the Bank and Trust Company Insurance Powers Act was signed into law which allowed state-chartered banks and trust companies to underwrite and sell various types of insurance. In response to the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, the State enacted legislation in 1995 to keep Delaware's banking community competitive and to maintain Delaware's role as a financial services center. In 1995, the State Bank Commissioner issued the "Incidental Powers Regulation", which is designed to keep Delaware competitive by allowing state-chartered banks and trust companies to exercise additional powers incident to a banking corporation. The state tax structure was modernized in 2006 by allowing banks to elect an alternative system based on a three-factor income apportionment for multi-state operations, plus a location benefit tax reflecting the value of utilizing Delaware's banking laws and bank system.

There are currently over 60 banks and trust companies in Delaware, including full-service commercial banks, credit card banks, non-deposit and limited purpose trust companies, wholesale banks, and federal and state savings banks. Banking is the State's largest industry sector employer, with over 28,000 employees. Credit cards are a major industry. Prominent credit card issuers in Delaware include Bank of America, Chase Bank (USA) and Discover Bank. In 2006, Bank of America selected Delaware as the state in which it would

headquarter its entire credit card operation, after acquiring MBNA in a transaction valued at about \$35 billion. Before the acquisition, MBNA was the State's largest private employer, with over 10,000 employees in Delaware. The combined entity, forming Bank of America's Card Services Division, is one of the largest credit card issuers in the United States, with \$143 billion in managed outstanding balances and 40 million active accounts. Bruce L. Hammonds, formerly CEO of MBNA, is now CEO and president of Bank of America Card Services and continues to be based in Wilmington, Delaware.

Construction

Delaware's housing production during 2006 totaled 7,881 units, an 19.8% decrease from 9,831 units in 2005. Single family construction decreased by 27.5% to 5,282 units, while multi-family starts increased by 11.9% to 1,396 units. The sale of mobile homes decreased by 7.6% to 1,203 units.

The following table outlines total housing production in the State by county for 2002 through 2006. Housing production includes single and multifamily, public and private housing, as well as mobile homes. In 2006, single family housing (including condominiums) represented 67% of total production, multifamily units represented 18%, and mobile homes represented 15%.

Production of Housing Units

| | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-------------------------|--------------|--------------|--------------|--------------|--------------|
| New Castle County | 2,255 | 2,432 | 2,937 | 2,209 | 1,752 |
| Kent County | 1,452 | 2,170 | 2,133 | 2,270 | 1,840 |
| Sussex County..... | 2,624 | 3,184 | 3,512 | 4,050 | 3,086 |
| Mobile Homes..... | <u>1,128</u> | <u>1,191</u> | <u>1,110</u> | <u>1,302</u> | <u>1,203</u> |
| Total..... | <u>7,459</u> | <u>8,977</u> | <u>9,692</u> | <u>9,831</u> | <u>7,881</u> |

Source: Delaware State Housing Authority.

Automotive Industry

Delaware is the only east coast state with major automotive assembly plants. Employment at the two plants totals 2,919 less than 1% of the total jobs in Delaware.

Since the announced launch of the Pontiac Solstice in 2004, vehicles produced at the General Motors Wilmington Boxwood Assembly Plant have been well received by the public. A third shift of production has been added to the assembly plant to meet consumer demand for the Pontiac Solstice, Saturn Sky, and for export, the Opel GT Roadster. New turbocharged versions have been added: the Pontiac Solstice GXP and Saturn Sky Redline. A version of the Saturn Sky, the G2X will be badged as a Daewoo, manufactured in Delaware and sold in Korea. Vehicles produced on General Motors Kappa platform spend the shortest amount of time on dealer lots than any other company product. In fact, every vehicle that will be produced at the General Motors Wilmington Boxwood Assembly Plant in 2007 is currently sold.

On February 14, DaimlerChrysler publicly announced that approximately 700 employees and one shift at the Newark Assembly Plant would be eliminated in 2007. Although it was announced that the assembly plant would be idle in late 2009, the State of Delaware is working to keep the assembly plant operational.

The Newark Assembly Plant produces the Dodge Durango, which was redesigned for the 2007 model year and Chrysler's first SUV brand vehicle, the Chrysler Aspen. Two fuel-saving engine options will be offered, a 5.7-liter HEMI V-8 featuring Multi-Displacement, and an E85-compatible 4.7-liter Flexible-Fuel V-8. Dodge Durango Hybrid Vehicles are currently being produced at the Newark Assembly Plant and will be available for sale in 2008. Over one million Dodge Durangos have been sold since the model's inception in 1997, all of which have been manufactured at the Newark Assembly Plant.

Incorporations

As of December 2006, the total number of business entities registered with the Delaware Division of Corporations exceeded 765,000. More than 145,000 new entities registered during 2006 – the 5th consecutive year in which new filings surpassed the prior year. The principal driver of this growth has been the popularity of alternative business entities, such as Delaware limited liability companies. The State continues to be the corporate home of over half of all publicly-traded firms in the United States. Delaware is the legal domicile of more than 60% of the companies listed in the "Fortune 500". Delaware leads the nation in per capita business entity filings and has ranked among the top five states in the nation for new business entity formations since 1989.

Since 1985, significant changes have been made to Delaware's corporate laws, specifically in such important areas as directors' liability and corporate takeovers. In addition to the option of forming a Delaware corporation, the Delaware Code enables businesses to form as general partnerships, limited partnerships, limited liability companies and statutory trusts. Businesses may also qualify as limited liability partnerships or limited liability limited partnerships. These changes, combined with a well-developed body of case law; prompt resolution of commercial and corporate disputes by Delaware's Court of Chancery; and efficient, friendly service from the Delaware Division of Corporations have resulted in significant business formation activity.

In order to sustain its competitive edge over other states and countries, Delaware continues to adopt statutes that respond to changing business conditions. A 2003 law extends the corporate jurisdiction of the Court of Chancery to include jurisdiction over commercial technology disputes and allows the Court to mediate many types of complex business disputes, providing a more cost-effective, confidential, and consensual method for resolving litigable disputes. Laws passed in 2004 and 2005 provide incentives for businesses to locate headquarter services or captive insurance operations in Delaware. Recent laws simplify the process of converting from one type of business entity to another type of entity. The Division of Corporations continues to enhance its services by offering 1-hour processing service and expanding Internet services to allow businesses to reserve corporate names, access general corporate information and file annual tax returns. All of these enhancements provide further incentives for entrepreneurs, businesses and investors to make Delaware their legal home.

Effective July 1, 2001, the Division of Corporations allowed for the filing of Uniform Commercial Code (UCC) information via the Internet. In calendar year 2006, the Division of Corporations processed 214,000 UCC filings and 137,000 UCC searches. Total general fund revenue from UCC filings totaled \$14.7 million in fiscal year 2006.

The Division of Corporations collects and disburses certain recording, courthouse municipality, statutory trust and UCC fees on behalf of the State's three counties (New Castle, County, Kent Count and Sussex County) and three county seats (City of Wilmington, City of Dover and Town of Georgetown). In fiscal year 2006, the Division disbursed \$8.1 million of such fees to the State's three counties and three county seats. Such revenues are set aside and are not counted within the State's general fund figures.

Agriculture

Agriculture is a significant industry in Delaware. In 2006, there were 2,300 farms and land in farms at 515,000 acres accounted for 41% of Delaware's total land area. Farm size averaged 224 acres.

In 2006, the total market value of agricultural land and buildings was \$5.25 billion, and the average value per farm was \$2,284,000. The average market value per acre of farmland and buildings in Delaware was \$10,200, more than five times the national average. Only four states had a higher value per acre of farm real estate.

In 2005, the value of agricultural sector production was a record \$1.24 billion with Delaware farmers realizing a record \$1.07 billion in cash receipts from all commodities. This was an increase of 14% over 2004 cash receipts of \$935.1 million.

Delaware's 2005 net farm income increased 36% from the 2004 level of \$360 million to a record \$490 million. A record high price for broiler chickens and an increase in broiler production accounted for the majority of the increase.

In 2005, Delaware ranked 1st in the United States in both the agricultural production value per farm (\$537,472) and per acre (\$2,400) as well as cash receipts per acre at \$2,073 and net farm income per acre at \$952. Delaware ranks 4th nationally in the number of equine per county and equine-related expenditures in Delaware are estimated at \$280 million annually.

The cash receipts from Delaware farms as compared to the U.S. total in 2001-2005 are outlined in the table below.

FARM CASH RECEIPTS

| <u>Year</u> | <u>Livestock & Livestock Products</u> | <u>DELAWARE (million dollars)</u> | | | <u>UNITED STATES (billion dollars)</u> | |
|-------------|-------------------------------------------------------|---------------------------------------|------------------------------------|----------------------------------------------|--------------------------------------------|----------------------------------------------|
| | | <u>Crops</u> | <u>Total Cash Receipts</u> | <u>Change from Previous Year</u> | <u>Total Cash Receipts</u> | <u>Change from Previous Year</u> |
| 2001 | 660 | 184 | 844 | 15.1 | 200.1 | 4.2 |
| 2002 | 547 | 170 | 717 | -15.0 | 195.0 | -2.5 |
| 2003 | 592 | 168 | 757 | 5.6 | 215.5 | 10.5 |
| 2004 | 743 | 191 | 935 | 23.5 | 237.9 | 10.4 |
| 2005 | 892 | 175 | 1,067 | 14.1 | 238.9 | .4 |

Sources: Delaware Department of Agriculture and National Agricultural Statistics Service/USDA.

The Port of Wilmington

The Port of Wilmington (the “Port”) is one of the two largest importers of containerized bananas in the world and is a significant east coast importer of: fruit, juice and produce, particularly winter Chilean fruit, citrus products from Morocco, juice concentrate and fruit from Argentina and liquid bulk juice concentrate from Brazil. The Port handles import and export vehicles (General Motors, Volkswagen and Audi use the Port as either a point of entry into the United States, or a point of consolidation for export). Other notable break bulk items moving over the Port’s pier include: steel, lumber, news print, dry bulk and liquid petroleum products. The Port has also established a niche in handling specialized cargo such as large sized wind turbines and a dismantled distillation plant.

The Port has a central location on the east coast and excellent access to rail and highway transportation systems. Warehouse facilities include 250,000 square feet of dry and 750,000 square feet of modern temperature controlled refrigerated space. The combination of relatively new facilities, operational experience, proximity to transportation networks and a skilled labor force have made the Port among the most successful ports in the very competitive mid-Atlantic and Northeast region.

Founded in 1923, the Port is owned and operated by the Diamond State Port Corporation (“DSPC”). In June 1995, the General Assembly authorized the creation of the DSPC, a membership corporation with the Department of State as the sole member, for the purpose of acquiring and operating the Port. On September 1, 1995, DSPC acquired substantially all of the Port's assets from the City of Wilmington. Under the terms of that agreement, DSPC agreed to make payments to the City equal to \$39.9 million over a 30-year period and to pay amounts equal to total debt service on approximately \$50.0 million of indebtedness previously incurred by the City for Port related assets. The Delaware Transportation Authority's Transportation Trust Fund has loaned funds to the DSPC to enable it to restructure certain of the DSPC’s debt and to fund certain capital projects. The Delaware River and Bay Authority has participated with DSPC to fund a refrigerated warehouse in 2006. DSPC does not have the power to pledge the credit of the State.

In fiscal 2006, a total of 4.5 million tons of cargo passed through the Port’s facilities, an increase of 5% from the 4.3 million tons handled in fiscal year 2005. Increased cargo volumes combined with a richer cargo mix produced an increase in operating revenue of 11% from \$27.7 million in fiscal year 2005 to \$31.0 million in fiscal year 2006.

Over \$158 million has been provided by the State through fiscal 2007 for Port infrastructure improvements and debt restructuring. The Port is not required to repay these funds.

The Port is part of the State's financial reporting entity and is considered an enterprise fund for the State's GAAP financial reporting purposes. See “APPENDIX B - Notes to the Financial Statements-#6, Revenue Bonds”.

Dover Air Force Base

The federal government maintains a major U.S. Air Force base (the “Base”) in Dover, Delaware. The 3,900 acre Base, established in 1941, is the nation's busiest military cargo terminal and a key airlift center. It is home to the 436th Airlift Wing, known as the “Eagle Wing” and the 512th Airlift Wing, referred to as the “Liberty Wing”. The 436th Airlift Wing provides command and support functions for assigned airlift operations, permitting worldwide movement of outsized cargo (including the military's largest tanks and heaviest weapons and equipment) and personnel. The unit flies 28 Lockheed C-5 Galaxy transport planes, known as “the free world's largest airlifter”. Demand for the C-5 transports, maintenance staff and cargo expertise remain at record levels, providing 25% of the nation’s strategic airlift capacity. In addition, the Base hosts the Charles C. Carson Center for Mortuary Affairs, the defense department’s largest mortuary facility in the

continental U.S. There are currently more than 4,200 military, and 1,200 civilians and 2,500 reservists who work at the Base. It is estimated that the economic impact of the Base on the local economy is more than \$470 million.

STATE FINANCIAL OPERATIONS

The State controls and records its financial transactions on a cash basis of accounting for its day-to-day operations in accordance with the various budgets and statutes passed by the General Assembly and approved by the Governor. See “FINANCIAL STRUCTURE - Budgetary Control and Financial Management Systems”. The State's audited June 30, 2006, Basic Financial Statements as set forth in APPENDIX B, were prepared in accordance with accounting principals generally accepted in the United States of America (GAAP) using both the modified accrual basis and full accrual basis of accounting. The following discussion of State finances relates to the budgetary General and budgetary Special Funds of the State, as more fully set out in the financial statements included under APPENDIX A hereto.

Revenue and Expenditure Forecasting

The Delaware Economic and Financial Advisory Council (“DEFAC”), created in 1977, is comprised currently of 29 members appointed by the Governor. Current members of DEFAC include five cabinet-level officials, the State Treasurer, the Controller General, one other governmental official, five legislators, and 16 private citizens from the business, financial and academic communities.

DEFAC is mandated by executive order to submit to the Governor and the General Assembly budgetary General Fund and Transportation Trust Fund revenue forecasts six times each fiscal year in September, December, March, April, May and June for the current fiscal year and the succeeding two fiscal years. A forecast for the current fiscal year and the succeeding four fiscal years is generated once each year, not later than October 1. Budgetary General Fund and Transportation Trust Fund expenditure forecasts are generated for the current fiscal year in December, March, April, May and June. The various DEFAC forecasts contained in this Official Statement were provided as of April 16, 2007.

These revenue and expenditure forecasts are used in the State budget process to ensure compliance with the State's constitutional limits on spending and statutory debt limitations. See “FINANCIAL STRUCTURE - Appropriation Limit” and “BONDED INDEBTEDNESS OF THE STATE - Debt Limits”. The subcommittees of DEFAC are the Expenditure and Revenue subcommittees, which meet prior to the DEFAC meetings. The full DEFAC meetings are open to the public and provide a general forum for members of the private and public sectors to exchange views on matters of economic and fiscal concern for the State.

DEFAC relies on projections of national economic trends, Global Insight, Inc. (formerly DRI-WEFA), the Department of Finance's econometric model, projections generated by the Department of Transportation, its members' knowledge of the State's particular economic strengths, and its members' understanding of the structure of the State's revenue system. Comparison of DEFAC's forecasts of budgetary General Fund revenue with actual year-end revenue are reviewed in the following table. These forecasts were generated 18 months and 9 months prior to the end of each fiscal year. DEFAC does not project the revenue impact of legislation until after its enactment.

DEFAC Budgetary General Fund Revenue Projections
(in millions)

| | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|----------------------------------------|-------------|-------------|-------------|-------------|-------------|
| 18 Months Before Fiscal Year-End | \$2,432.6 | \$2,361.8 | \$2,309.9 | \$2,742.6 | \$2,882.6 |
| 9 Months Before Fiscal Year-End | 2,348.6 | 2,269.1 | 2,586.3 | 2,777.2 | 3,019.7 |
| Actual Fiscal Year-End Revenue..... | 2,425.7 | 2,436.4 | 2,735.5 | 2,877.6 | 3,169.9 |

Economic Projections

Based upon national forecasts by Global Insight, Inc. in March 2007, the State is expected to show continued economic growth. The following chart compares forecasted population, employment and personal income growth rates for fiscal 2007 through 2009 for Delaware and the United States, considered by DEFAC in making its revenue forecasts as presented herein.

Projected Economic Growth Rates

| | <u>Delaware</u> | | | <u>United States</u> | | |
|-----------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | <u>Fiscal</u> <u>2007</u> | <u>Fiscal</u> <u>2008</u> | <u>Fiscal</u> <u>2009</u> | <u>Fiscal</u> <u>2007</u> | <u>Fiscal</u> <u>2008</u> | <u>Fiscal</u> <u>2009</u> |
| Population Growth | 1.4% | 1.3% | 1.2% | 0.9% | 0.9% | 0.9% |
| Employment Growth..... | 0.8 | 0.9 | 1.0 | 1.6 | 1.1 | 1.4 |
| Personal Income Growth..... | 5.7 | 5.3 | 5.3 | 5.7 | 5.5 | 5.6 |

Sources: Delaware Department of Finance and Global Insight, Inc.

Revenue Summary - Fiscal 2007E - Fiscal 2009E

The following table and chart include DEFAC's forecast of budgetary General Fund revenue from all sources as of April 16, 2007 for fiscal 2007, fiscal 2008 and fiscal 2009. DEFAC forecasts General Fund revenue growth of 3.1%, 2.4% and 4.2% for fiscal years 2007, 2008 and 2009, respectively. After adjusting for tax law changes and other nonrecurring items, however, the estimates reflect underlying growth rates of 4.75%, 4.00% and 4.75%, respectively, for fiscal 2007, fiscal 2008 and fiscal 2009. See "Fiscal Year Ended June 30, 2007".

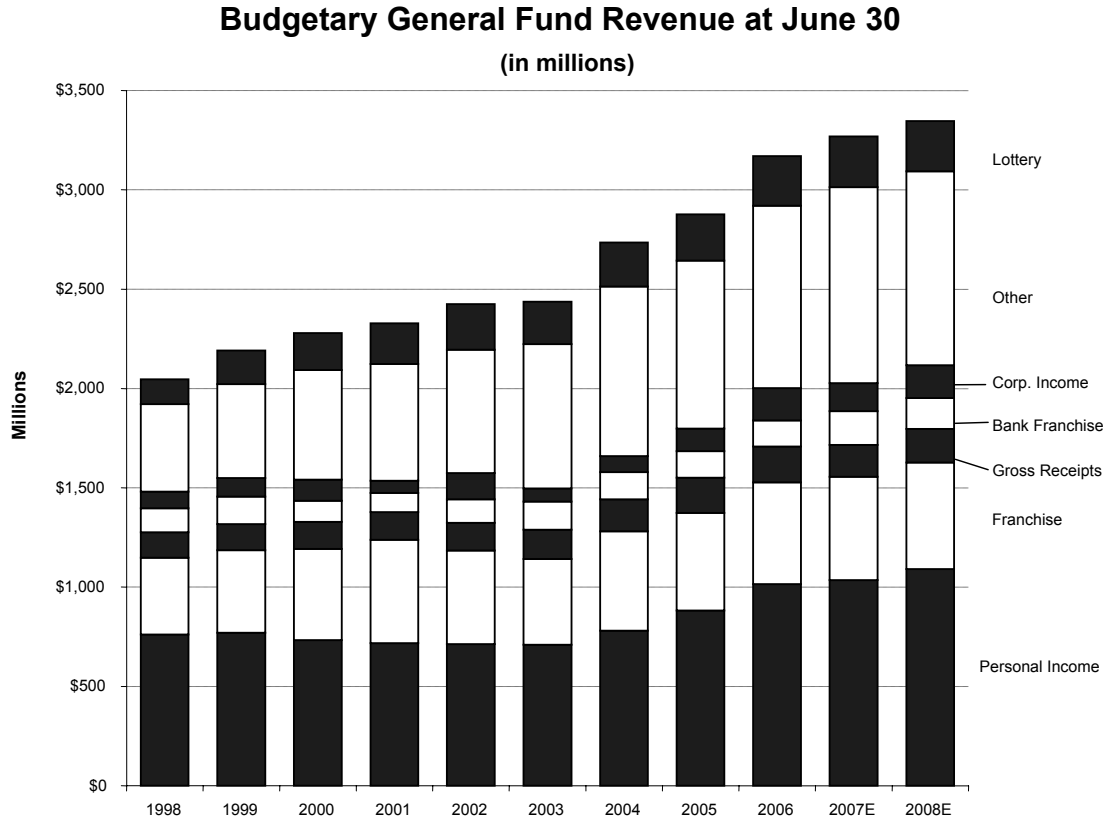
Budgetary General Fund Revenue
(in millions)

DEFAC Forecasts as of April 16, 2007

| | Fiscal 2007 | | Fiscal 2008 | | Fiscal 2009 | |
|------------------------------------|------------------|-------------|------------------|-------------|------------------|-------------|
| | Forecast | Change | Forecast | Change | Forecast | Change |
| Personal Income Tax..... | 1,199.3 | 3.1% | 1,263.4 | 5.3% | 1,348.8 | 6.4% |
| Less: Refunds | <u>(165.0)</u> | 11.6% | <u>(173.3)</u> | 5.0% | <u>(182.0)</u> | 5.0% |
| PIT Less Refunds..... | 1,034.3 | 1.9% | 1,090.1 | 5.4% | 1,161.8 | 6.6% |
| Franchise Tax | 534.3 | 1.5% | 550.3 | 3.0% | 566.8 | 3.0% |
| Less: Refunds | <u>(13.0)</u> | -7.9% | <u>(13.0)</u> | 0.0% | <u>(13.0)</u> | 0.0% |
| Franchise Tax Less Refunds..... | 521.3 | 1.8% | 537.3 | 3.1% | 553.8 | 3.1% |
| Business Entity Fees | 63.7 | 3.1% | 66.2 | 3.9% | 68.8 | 3.9% |
| Limited Partnerships & LLC's | 90.5 | 18.3% | 101.4 | 12.0% | 113.5 | 11.9% |
| Uniform Commercial Code | 12.8 | -12.7% | 13.2 | 3.1% | 12.2 | -7.6% |
| Corporation Income Tax | 190.0 | 4.0% | 197.0 | 3.7% | 190.0 | -3.6% |
| Less: Refunds | <u>(49.0)</u> | 143.0% | <u>(32.5)</u> | -33.7% | <u>(32.5)</u> | 0.0% |
| CIT Less Refunds | 141.0 | -13.3% | 164.5 | 16.7% | 157.5 | -4.3% |
| Bank Franchise Tax | 170.2 | 28.2% | 154.8 | -9.0% | 156.9 | 1.4% |
| Gross Receipts Tax..... | 160.5 | -10.5% | 170.0 | 5.9% | 181.1 | 6.5% |
| Lottery..... | 255.1 | 2.5% | 252.1 | -1.2% | 262.9 | 4.3% |
| Abandoned Property | 342.0 | 5.2% | 327.0 | -4.4% | 327.0 | 0.0% |
| Hospital Board and Treatment..... | 63.3 | 5.6% | 70.2 | 10.9% | 77.2 | 10.0% |
| Dividends and Interest | 24.0 | 77.8% | 25.5 | 6.3% | 26.0 | 2.0% |
| Realty Transfer Tax | 91.5 | -21.7% | 91.5 | 0.0% | 91.5 | 0.0% |
| Estate Tax..... | 0.3 | -93.9% | 0.0 | -100% | 0.0 | NA |
| Insurance Taxes..... | 83.7 | 25.3% | 77.1 | -7.9% | 82.2 | 6.6% |
| Public Utility Tax | 46.2 | 17.4% | 48.3 | 4.5% | 50.7 | 5.0% |
| Cigarette Taxes | 87.5 | -1.2% | 89.4 | 2.2% | 91.4 | 2.2% |
| Other Revenues. | 99.4 | 37.9% | 89.7 | -9.8% | 92.8 | 3.5% |
| Less: Other Refunds | (18.4) | -12.4% | (22.4) | 21.7% | (22.4) | 0.0% |
| Total ⁽¹⁾ | <u>\$3,268.9</u> | <u>3.1%</u> | <u>\$3,345.9</u> | <u>2.4%</u> | <u>\$3,484.9</u> | <u>4.2%</u> |

(1) May not equal the sum of its components due to the rounding of actual amount.

The following chart shows both the growth in and source of budgetary General Fund revenues since 1998 and provides estimates for fiscal 2007 and 2008.



Source: For fiscal 2007 and 2008, DEFAC Report, April 16, 2007.

Expenditure Summary - Fiscal 2003 - Fiscal 2006

The following table compares total budgetary General Fund expenditures by major departments for the past four fiscal years ending with fiscal 2006. These figures include supplemental appropriations for capital projects and debt reduction, as described below. See also "BUDGETARY GENERAL FUND SUMMARIES - Budgetary General Fund Disbursements by Category of Expense."

Budgetary General Fund Expenditures
(in millions)

| | <u>Fiscal</u> <u>2003</u> | <u>Change</u> | <u>Fiscal</u> <u>2004</u> | <u>Change</u> | <u>Fiscal</u> <u>2005</u> | <u>Change</u> | <u>Fiscal</u> <u>2006</u> | <u>Change</u> |
|------------------------------------------------------|--------------------------------------------|----------------------|--------------------------------------------|----------------------|--------------------------------------------|----------------------|--------------------------------------------|----------------------|
| Correction..... | \$185.5 | 3.5% | \$189.6 | 2.2% | \$201.7 | 6.4% | \$227.5 | 12.8% |
| Health and Social Services | 639.4 | 3.5 | 652.6 | 2.1 | 707.4 | 8.4 | 783.8 | 10.8 |
| Higher Education..... | 205.2 | (4.0) | 207.5 | 1.1 | 228.3 | 10.2 | 239.3 | 4.8 |
| Public Education..... | 839.9 | (1.5) | 857.0 | 2.0 | 915.3 | 6.8 | 1,016.0 | 11.0 |
| Safety & Homeland Security..... | 99.7 | 3.6 | 95.4 | (3.8) | 99.7 | 4.5 | 115.0 | 15.2 |
| Services to Children, Youth & Their Families..... | 92.9 | 1.2 | 93.9 | 1.0 | 104.2 | 11.0 | 116.7 | 12.0 |
| Other Expenditures..... | <u>391.5</u> | (2.9) | <u>457.2</u> | 16.8 | 565.7 | 23.7 | <u>682.2</u> | 20.6 |
| Total ⁽¹⁾ | <u>\$2,454.1</u> | 0.0% | <u>\$2,553.7</u> | 4.1% | <u>\$2,822.3</u> | 10.5% | <u>\$3,180.5</u> | 12.7% |

(1) Expenditures for fiscal 2003 include certain one-time expenditure initiatives, certain “pay-as-you-go” capital projects, and/or debt deauthorization and defeasance.

The table below depicts trends in State expenditures by the three major components; i.e., budgetary General Fund base budget for operations, supplemental appropriations for one-time capital projects and debt reduction, and the effect of the carryover of these unspent capital funds on the overall spending levels. The nature of capital projects tends to delay the actual expenditure of capital funds to fiscal years subsequent to the fiscal year in which they were appropriated.

Adjusted Budgetary General Fund Expenditures
(in millions)

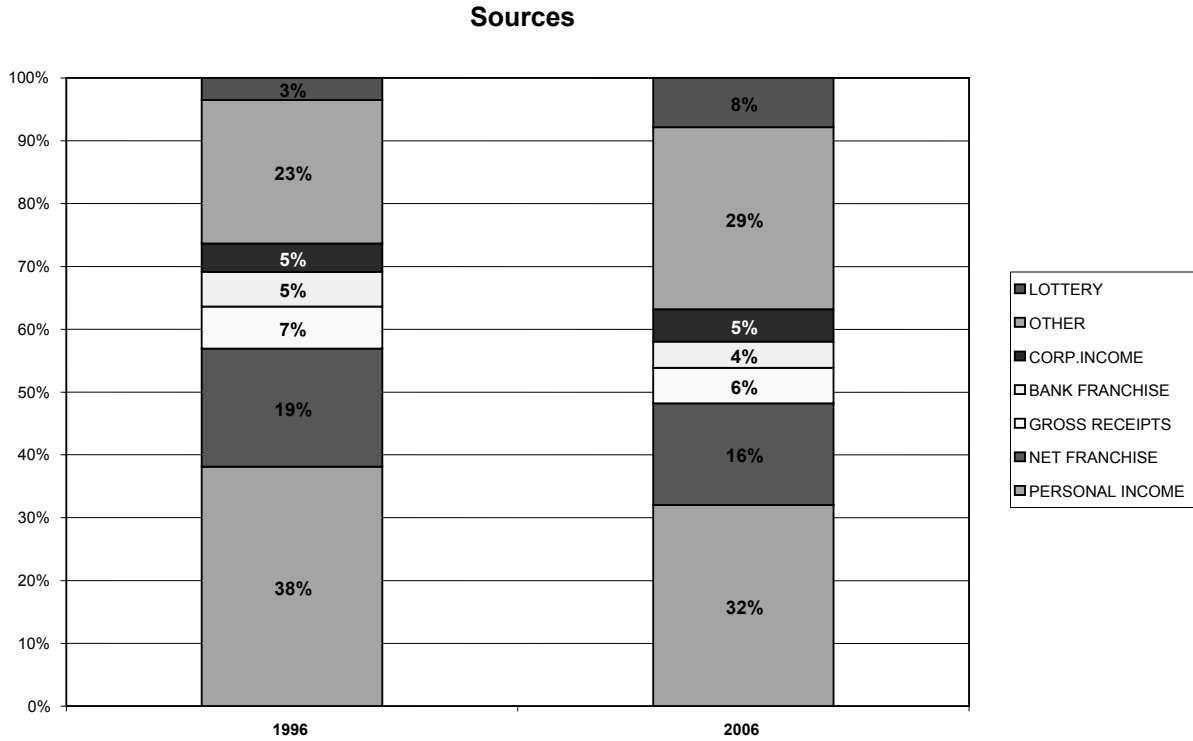
| | <u>2002</u> | <u>Change</u> | <u>2003</u> | <u>Change</u> | <u>2004</u> | <u>Change</u> | <u>2005</u> | <u>Change</u> | <u>2006</u> | <u>Change</u> |
|-------------------------------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|---------------|--------------|---------------|
| Base Budget..... | \$2,195.0 | 5.5% | \$2,264.1 | 3.1% | \$2,331.5 | 3.0% | \$2,509.1 | 7.6% | \$2,735.6 | 9.0% |
| Supplemental Appropriations..... | 45.1 | (66.9) | 50.9 | 12.9 | 101.3 | 99.0 | 166.6 | 64.5 | 236.1 | 41.8 |
| Prior Year Carryover..... | <u>213.8</u> | 0.3 | <u>139.1</u> | (34.9) | <u>120.9</u> | (13.1) | <u>146.7</u> | 21.3 | <u>208.8</u> | 42.3 |
| Total..... | \$2,453.9 | 1.0% | \$2,454.1 | .01% | \$2,553.7 | 4.1% | \$2,822.3 | 10.5% | \$3,180.5 | 12.7% |

Note: Totals may not add due to rounding.

Sources and Uses of State Funds

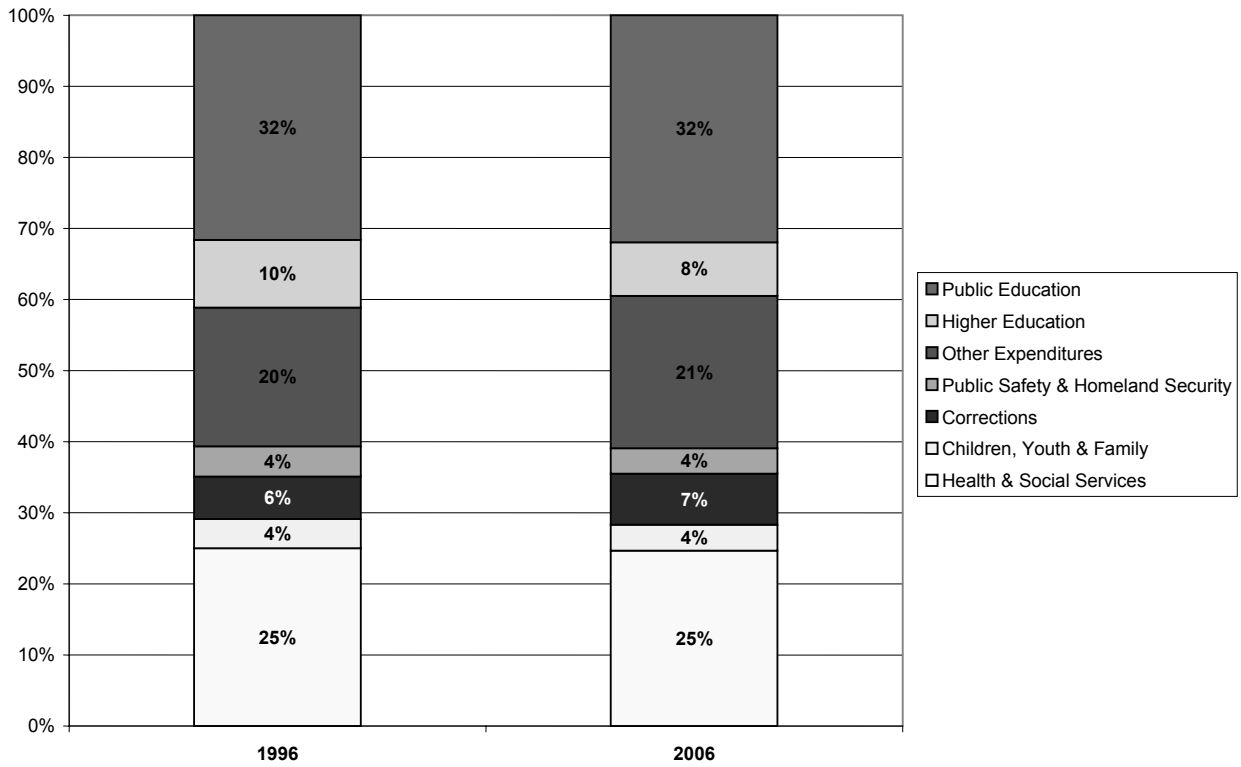
The distribution of budgetary General Fund revenues and appropriations is shown in the following bar charts, which compare fiscal 2006 with ten years earlier.

SOURCES AND USES OF STATE FUNDS



- (1) Other sources include interest, public utility, cigarette, abandoned property, alcoholic beverage, and insurance taxes.

Uses



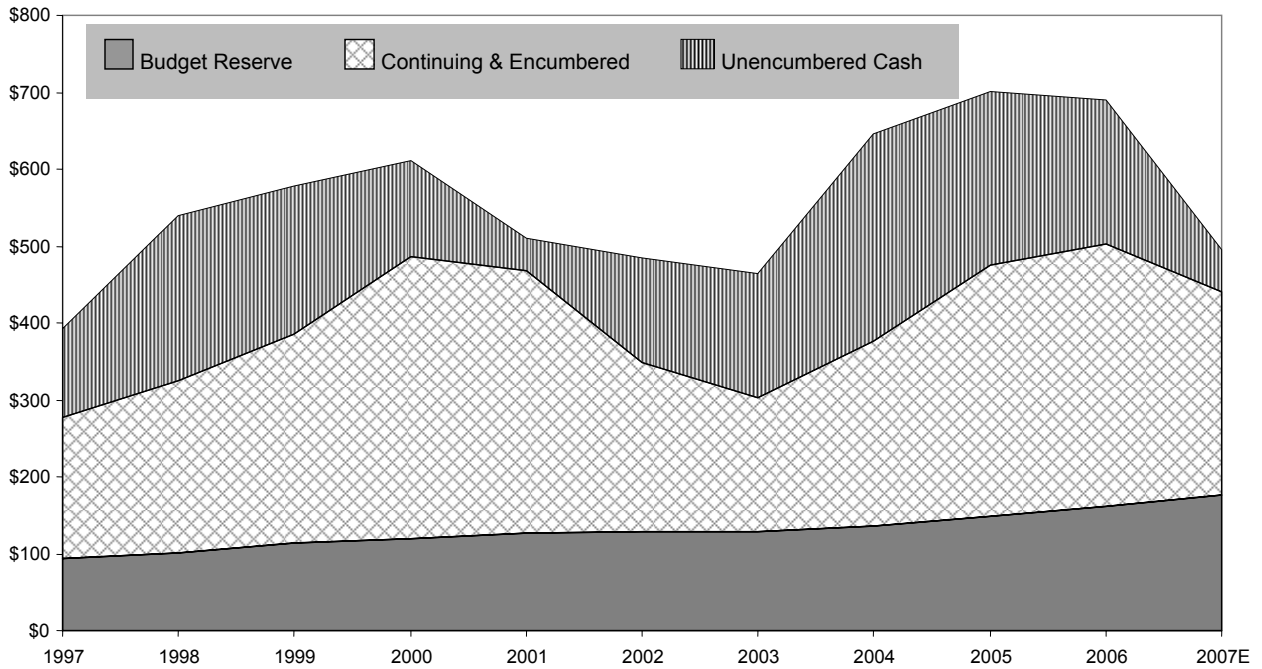
- (1) Other uses include administrative services, fire prevention, National Guard, natural resources and environmental control, other elective offices, legislative and executive branches, and agriculture.

FISCAL YEAR ENDED JUNE 30, 2005

The State ended fiscal 2005 with a cumulative cash balance of \$701.3 million. This balance represented 24.8% of the State's expenditures for the year. The Budget Reserve Account remained fully funded at the 5% level for the fiscal year, totaling \$148.2 million. An additional \$327.8 million was set aside for continuing and encumbered appropriations resulting in an unencumbered cash balance on June 30, 2005, of \$225.3 million.

The following graph reflects growth in the Budget Reserve Account and the changes in continuing and encumbered appropriations and the cumulative cash balances from fiscal 1997 to fiscal 2007.

**Budgetary General Fund
Cumulative Cash Balances at June 30**
(in millions)



Net budgetary General Fund revenue for fiscal 2005 totaled \$2,877.6 million, a 5.2% increase over fiscal 2004.

Revenue

Personal income taxes, after refunds, totaled \$882.5 million, an increase of 13.0% over fiscal 2004.

Franchise taxes, after refunds, totaled \$491.0 million, a 1.5% decrease from fiscal 2004. After a one-time increase in collections during fiscal 2004, net franchise tax collections actually rose 3.1%.

Business entity fees reached \$57.8 million, a 16.6% increase from fiscal 2004.

Corporate income taxes, after refunds, totaled at \$113.9 million, a 40.6% increase from fiscal 2004.

Bank franchise taxes totaled \$134.8 million, a 1.4% decrease from fiscal 2004.

Business and occupational gross receipts taxes totaled \$176.6 million, an increase of 9.4% over fiscal 2004.

Lottery revenue totaled \$234.0 million, 5.4% growth over fiscal 2004.

Abandoned property revenue totaled \$264.9 million, a 12.3% decrease from fiscal 2004.

Expenditures

The fiscal 2005 budgetary General Fund operating budget totaled \$2,600.4 million, a 6.4% increase over fiscal 2004. Grants-in-aid appropriations of \$40.0 million and the budgetary General Fund contribution to the capital budget of \$235.0 million combined with an additional \$50 million in supplemental appropriations made during the year bring total appropriations to \$2,925 million. This appropriation package is within the constitutionally-prescribed limit of 98% of estimated revenues.

The fiscal 2005 capital budget totaled \$772.5 million. Of that amount, \$138.3 million was allocated for general obligation capital projects, \$393.6 million was allocated for the capital program of the Department of Transportation funded through the Transportation Trust Fund and \$235.0 million of General Fund cash was allocated for “pay as you go” capital projects. Of the allocation for general obligation capital projects, \$132.7 million was programmed for public school construction and renovation.

Balances

The following table outlines revenue, expenditures and remaining cash balances for fiscal 2005.

Actual Budgetary General Fund Balances - Fiscal 2005
(in millions)

| | | | |
|-----------------------------------------------------|--------------|---------------|------------------|
| Revenue | | | <u>\$2,877.6</u> |
| Expenditures | | | |
| Budget | \$2,600.4 | | |
| Grants | 40.0 | | |
| Supplemental | <u>285.0</u> | | |
| Total appropriations | | \$2,925.4 | |
| Continued and encumbered (prior years) | | <u>240.2</u> | |
| Total spending authorizations | | \$3,165.5 | |
| Less: Continued and encumbered (present year) | | (327.8) | |
| Less: Reversions | | <u>(15.4)</u> | |
| Total expenditures | | | <u>\$2,822.3</u> |
| Operating balance | | | 55.3 |
| Prior year cash balance | | | <u>646.0</u> |
| Cumulative cash balance | | | \$701.3 |
| Less: Continued and encumbered (present year) | | | (327.8) |
| Less: Budget Reserve Account | | | <u>(148.2)</u> |
| Unencumbered cash balance | | | <u>\$ 225.3</u> |

FISCAL YEAR ENDED JUNE 30, 2006

The State ended fiscal 2006 with a cumulative cash balance of \$690.6 million. This balance represented 21.7% of the State's expenditures for the year. The Budget Reserve Account remained fully funded at the 5% level for the fiscal year, totaling \$161.1 million. An additional \$342.5 million was set aside for continuing and encumbered appropriations resulting in an unencumbered cash balance on June 30, 2006, of \$187.0 million.

Revenue

Net budgetary General Fund revenue for fiscal 2006 totaled \$3,169.9 million, a 10.2% increase over fiscal 2005.

Personal income taxes, after refunds, totaled \$1,015.4 million, an increase of 15.1% over fiscal 2005.

Franchise taxes, after refunds, totaled \$512.2 million, a 4.3% increase over fiscal 2005.

Business entity fees were \$61.8 million, a 6.9% increase from fiscal 2005.

Corporate income taxes, after refunds, totaled \$162.6 million, a 42.7% increase from fiscal 2005.

Bank franchise taxes totaled \$132.7 million, a 1.6% decrease from fiscal 2005.

Business and occupational gross receipts taxes totaled \$179.3 million, an increase of 1.5% over fiscal 2005. In June 2005, the General Assembly enacted House Bill 303, which reduced the Business and Occupational Gross Receipts Tax effective January 1, 2006.

Lottery revenue totaled \$248.8 million, a 6.3% increase over fiscal 2005.

Abandoned property revenue totaled \$325.1 million, reflecting a 22.7% increase from fiscal 2005.

Appropriations

The fiscal 2006 budgetary General Fund operating budget totaled \$2,836.0 million, a 9.1% increase over fiscal 2005. Grants-in-aid appropriations of \$42.4 million and the budgetary General Fund contribution to the capital budget of \$288.1 million together with additional supplemental appropriations of \$41.5 million bringing total appropriations to \$3,208.0 million. This appropriation package is within the constitutionally-prescribed limit of 98% of estimated revenues.

The fiscal 2006 capital budget totals \$834.9 million. Of that amount, \$150.3 million is allocated for general obligation capital projects, \$393.1 million is allocated for the capital program of the Department of Transportation funded through the Transportation Trust Fund and \$281.6 million of General Fund cash has been allocated for "pay as you go" capital projects. Of the allocation for general obligation capital projects, \$124.7 million is programmed for public school construction and renovation.

Balances

The following table outlines revenue, expenditures and remaining cash balances for fiscal 2006.

Budgetary General Fund Balances - Fiscal 2006
(in millions)

| | | | |
|-----------------------------------------------------|--------------|--------------|------------------|
| Revenue | | | \$3,169.9 |
| Expenditures | | | |
| Budget | \$2,836.0 | | |
| Grants | 42.4 | | |
| Supplemental | <u>329.6</u> | | |
| Total appropriations | | \$3,208.0 | |
| Continued and encumbered (prior years) | | <u>327.8</u> | |
| | | | |
| Total spending authorizations | | | \$3,535.8 |
| Less: Continued and encumbered (present year) | | | (342.5) |
| Less: Reversions | | | <u>(12.8)</u> |
| | | | |
| Total expenditures | | | <u>\$3,180.5</u> |
| Operating balance | | | (10.7) |
| Prior year cash balance | | | <u>701.3</u> |
| Cumulative cash balance | | | 690.6 |
| Less: Continued and encumbered (present year) | | | (342.5) |
| Less: Budget Reserve Account | | | <u>(161.1)</u> |
| Unencumbered cash balance | | | <u>\$ 187.0</u> |

FISCAL YEAR ENDING JUNE 30, 2007

Based upon the April 16, 2007, DEFAC revenue forecasts, net budgetary General Fund revenue for fiscal 2007 is projected to total \$3,268.9 million, a 3.1% increase over fiscal 2006.

Revenue

Personal income taxes, after refunds, are projected to total \$1,034.3 million, an increase of 1.9% over fiscal 2006.

Franchise taxes, after refunds, are projected to total \$521.3 million, a 1.8% increase over fiscal 2006.

Business entity fees are projected to reach \$63.7 million, a 3.1% increase from fiscal 2006.

Corporate income taxes, after refunds, are estimated at \$141.0 million, a 13.3% decrease from fiscal 2006.

Bank franchise taxes are projected to total \$170.2 million, 28.2% increase from fiscal 2006.

Business and occupational gross receipts taxes are projected to total \$160.5 million, an expected decrease of 10.5% over fiscal 2006. In June 2005, the General Assembly enacted House Bill 303, which reduced the Business and Occupational Gross Receipts Tax effective January 1, 2006.

Lottery revenue is projected to total \$255.1 million, a 2.5% increase over fiscal 2006.

Abandoned property revenue is projected to total \$342.0 million, a 5.2% increase over fiscal 2006.

Appropriations

The fiscal 2007 budgetary General Fund operating budget totaled \$3,101.9 million, a 9.4% increase over fiscal 2006. Grants-in-aid appropriations of \$50.0 million and the budgetary General Fund contribution to the capital budget of \$243.3 million bring total appropriations to \$3,395.2 million. This appropriation package is within the constitutionally-prescribed limit of 98% of estimated revenues.

The fiscal 2007 capital budget totals \$597.5 million. Of that amount, \$163.8 million is allocated for general obligation capital projects, \$176.3 million is allocated for the capital program of the Department of Transportation funded through the Transportation Trust Fund and \$243.3 million of General Fund cash has been allocated for “pay as you go” capital projects.

Balances

The following table outlines estimated revenue, expenditures and remaining cash balances for fiscal 2007.

Projected Budgetary General Fund Balances - Fiscal 2007 (in millions)

| | | | |
|-----------------------------------------------------|--------------|--------------|--------------------------------|
| Revenue | | | \$3,268.9 ⁽¹⁾ |
| Expenditures | | | |
| Budget | \$3,101.9 | | |
| Grants | 50.0 | | |
| Supplemental | <u>243.3</u> | | |
| Total appropriations | | \$3,395.2 | |
| Continued and encumbered (prior years) | | <u>342.5</u> | |
| | | | |
| Total spending authorizations | | | \$3,737.7 |
| Less: Continued and encumbered (present year) | | | (264.2) |
| Less: Reversions | | | <u>(10.0)</u> |
| | | | |
| Total expenditures | | | <u>\$3,463.5⁽¹⁾</u> |
| Operating balance | | | (194.6) |
| Prior year cash balance | | | <u>690.6</u> |
| | | | |
| Cumulative cash balance | | | \$496.0 |
| Less: Continued and encumbered (present year) | | | (264.2) |
| Less: Budget Reserve Account | | | <u>(175.4)</u> |
| | | | |
| Unencumbered cash balance | | | <u>\$56.4</u> |

(1) Per April 16, 2007, DEFAC revenue and expenditure projections.

TOBACCO SETTLEMENT

A coalition of State Attorneys General negotiated an agreement to settle various states' lawsuits against tobacco manufacturers, in order to recover state funds expended on health care for smokers, consumer fraud and other claims. The master settlement agreement (the "Agreement") entered into by the State and participating tobacco manufacturers in late 1998 is expected to result in significant payments to the State. The size of payments to Delaware is subject to a number of possible offsets and adjustments outlined in the Agreement. Such offsets include, but are not limited to, the reduction in sales of products from participating manufacturers.

The State created a special fund called the "Delaware Health Fund" into which proceeds received as a result of the Agreement are deposited. The General Assembly and the Governor may authorize expenditure of these monies to expand access to health care and health insurance, make long-term investments in State-owned health care infrastructure, promote healthy lifestyles including tobacco, alcohol, and drug prevention, and promote preventive health care for Delawareans. The fund requires an annual appropriation by the General Assembly and is administered by the Secretary of Finance. As of April 1, 2007, approximately \$188 million has been received by the State from participating manufacturers.

FINANCIAL STRUCTURE

General

The State budgets and controls its financial activities on the cash basis of accounting for its fiscal year (July 1 to June 30). In compliance with State law, the State records its financial transactions in either of two major categories, the budgetary General Fund or budgetary Special Funds. References to these two funds in this document include the terms "budgetary" or "budgetary basis" to differentiate them from the GAAP funds of the same name which encompass different funding categories. The budgetary General Fund provides for the cost of the State's general operations and is credited with all tax and other revenue of the State not dedicated to budgetary Special Funds. All disbursements from the budgetary General Fund must be authorized by appropriations of the General Assembly.

Budgetary Special Funds are designated for specific purposes. The appropriate budgetary Special Fund is credited with the tax or other revenue allocated to such fund and is charged with the related disbursements. Specific uses of the budgetary Special Funds include State parks operations and fees charged by the Public Service Commission and The Division of Professional Regulation. Federal payments and unemployment compensation are examples of non-appropriated budgetary Special Funds. Some budgetary Special Funds, such as the Delaware State Housing Authority and the State Pension Office, contain both appropriated funds for operations and non-appropriated funds for specific programs, such as public housing and pension benefits.

The Basic Financial Statements in APPENDIX B hereof have been prepared to conform to the standards of financial reporting set forth by the Governmental Accounting Standards Board (GASB) in its various statements and interpretations. GAAP (as defined below) reporting standards allow the accurate assessment of financial condition and enable the State to present its total fiscal operation in conformity with accounting principles generally accepted in the United States of America (GAAP).

In GAAP reporting, operations of the primary government and component units are recorded under three main fund types - Governmental, Proprietary and Fiduciary, as defined by GASB. The fund types and account groups are described in Note 1 of the accompanying GAAP Basic Financial statements in

APPENDIX B. A reconciliation of budgetary General and Special Funds to GAAP is found in the Required Supplementary Information Section of the financial statements in APPENDIX B.

Capital assets are defined by the State as assets which have a cost of \$15,000 or more at the date of acquisition and have an expected useful life of one or more years. All land and buildings are capitalized regardless of cost. Purchased and constructed capital assets are valued at historical cost or estimated historical cost. Donated fixed assets are recorded at their fair market value at the date of donation.

The State has elected to use the “modified approach” to account for certain infrastructure assets, as provided by GASB Statement No. 34. Under this process, the State does not record depreciation expense nor are amounts capitalized in connection with improvements to these assets, unless the improvements expand the capacity or efficiency of an asset. Roads and bridges maintained by the Department of Transportation are accounted for using the modified approach.

Budget Process

As noted earlier, all disbursements from the budgetary General Fund and certain budgetary Special Funds must be authorized by appropriation of the General Assembly. In the fall of the fiscal year, each State agency submits to the Budget Office a request for operating and capital funds for the ensuing fiscal year. Public hearings on the requests are subsequently conducted. The Governor's proposed operating and capital budgets for the budgetary General Fund and budgetary Special Funds, including the Transportation Trust Fund, are then drafted and presented by the Governor to the General Assembly in January. The General Assembly's Joint Finance and Bond Bill Committees hold hearings and mark up the Governor's proposed operating and capital budgets, respectively. As amended, the budgets are expected to be passed prior to July 1 and signed by the Governor shortly thereafter.

State agencies currently participate in a uniform budgeting process whereby each agency submits with its budget request a department mission, key objectives, background and accomplishments, and activities and performance measures. This fully integrated budget submission provides much information to the public as well as to State decision-makers.

Federal funds are not appropriated but are subject to the review and approval of the Office of Management and Budget and the Delaware State Clearinghouse Committee for Federal Aid Coordination. The Committee is comprised of 10 members, including the Secretary of Finance, Director of the Office of Management and Budget, Director of the Delaware Economic Development Office, the Controller General, and six legislators.

Appropriation Limit

The State Constitution limits annual appropriations by majority vote of both houses of the General Assembly to 98% of estimated budgetary General Fund revenue, plus the unencumbered budgetary General Fund balance from the previous year. An appropriation exceeding this limit may be made in the event of a declared emergency, with the approval of a three-fifths vote of the members of each house of the General Assembly, but no appropriation may be made exceeding 100% of estimated budgetary General Fund revenue plus the unencumbered budgetary General Fund balance from the previous fiscal year. In June 2006, the General Assembly authorized appropriations of \$3,395.2 million for fiscal 2007, within the projected 98% appropriation limit.

Budget Reserve Account

The Budget Reserve Account (commonly referred to as the “Rainy Day Fund”) is designed to provide a cushion against unanticipated revenue shortfalls. The State Constitution provides that the excess of any unencumbered budgetary General Funds at the end of a fiscal year must be placed in a reserve account (the “Budget Reserve Account”) within 45 days following the end of the fiscal year, provided that the amount of funds in the Budget Reserve Account does not exceed 5% of the estimated budgetary General Fund revenue used to determine the appropriation limit for that fiscal year. Transfers are made in August based on June revenue projections, with consideration given to year-end operating results of the previous fiscal year. Transfers of \$175.4 million have been made which fully funded the Budget Reserve Account for fiscal 2007. Money from the Budget Reserve Account may be appropriated only with the approval of a three-fifths vote of the members of each house of the General Assembly and only to fund an unanticipated budgetary General Fund deficit or to provide funds required as a result of the enactment of legislation reducing revenue. No funds have been withdrawn from the Budget Reserve Account since its inception in 1980.

Tax Limitations

The State Constitution was amended in May 1980 to limit tax and license fee increases or the imposition of any new taxes or fees. Any tax or license fee increase or the imposition of any new tax or license fee must be passed by a three-fifths vote of each house of the General Assembly, rather than by a simple majority vote, except for tax increases to meet debt service on outstanding obligations of the State for which insufficient revenue is available when such debt service is due. The amendment requires the State to appropriate, prior to each fiscal year of the State, sums sufficient to meet debt service in the following fiscal year, a practice the State has always followed.

Internal Control Structure

The State has established and maintains an internal control structure designed to ensure that the assets of the State are protected from loss, theft, or misuse, and to ensure that adequate accounting data are compiled to allow for the preparation of financial statements in conformity with GAAP. The internal control structure is designed to provide reasonable, but not absolute, assurance that these objectives are met. The concept of reasonable assurance recognizes that the cost of a control should not exceed the benefits likely to be derived and that evaluation of costs and benefits requires estimates and judgments by State officials. Determination as to the adequacy of the internal control structure is made within the above framework. State officials believe the State's internal control structure adequately safeguards assets and provides reasonable assurance of proper recording of financial transactions.

Disbursements from State funds are controlled by an encumbrance accounting system that is designed to provide information on the actual extent of the State's obligations (as determined by purchase orders issued) and to guard against over-committing available funds. Disbursements are controlled through the encumbrance system in such a way that purchase orders issued for goods and services cause a reduction in available appropriations. As a result, the amount of budgetary General Fund cash disbursements plus unliquidated encumbrances cannot exceed the amount appropriated by the General Assembly for any budget line.

“Available” funds may be set aside through the use of properly issued and approved purchase orders. “Available” funds for the budgetary General Fund means that the funds must be appropriated, and, in general, for budgetary Special Funds means that the cash must be on hand, except for federal grants, the Transportation Trust Fund and bond authorizations. For administrative reasons, certain types of transactions such as salary and fringe benefit expenses, debt service, certain budgetary Special Fund expenses, and purchases under \$2,500 do not require a formal encumbrance of funds as a prerequisite to processing expenditure documents.

At fiscal year end, cash is reserved to pay outstanding encumbrances (orders for goods and services not yet received or for which payment has not been made). Budgetary General Fund encumbrances are carried over as encumbered appropriations and paid out and recorded as disbursements in the succeeding fiscal year. All obligations created by purchase orders (encumbered amounts) are liquidated upon satisfactory receipt of goods and services. Budgetary General Fund appropriations, which have not been disbursed, continued or encumbered at fiscal year end, lapse. Such lapsed appropriations are referred to as reversions in the State's financial reports.

The State restricts commitments for budgetary General Fund expenditures by State agencies. Commitments to incur expenditures in excess of an appropriation (to be funded from unused funds appropriated to other agencies) must be approved by the Director of the Office of Management and Budget and the Controller General.

Although the majority of the State's financial transactions are processed through the accounting system, certain budgetary Special Funds have financial activity, such as investments, outside the system. For example, the Transportation Trust Fund, the Delaware State Housing Authority, the deferred compensation programs and Delaware State University all maintain certain financial activity outside the system. This activity is governed in adherence to legislative regulations as well as guidelines established by their respective boards. In addition, these entities are audited annually and produce published financial reports.

The Auditor of Accounts is required to make audits of all agencies collecting State revenue or expending State funds in excess of \$500,000 each year, and, to the extent possible, to make annual audits of the financial transactions of all other State agencies. The Auditor of Accounts also reviews certain records of the Secretary of Finance and State Treasurer on a quarterly basis to reconcile the State's bank accounts to such records.

Tax Collection Procedures

Most of the State's taxes are collected under a self-assessing system. Taxpayers prepare the tax forms and pay the amounts they determine are due. When the State determines that a payment is less than the amount due, assessments may be made which can include applicable penalties and interest as allowed by law.

The State has continually instituted procedures to identify non-filers and increase compliance with its tax statutes. The procedures include comparing federal income tax records with State income tax records, comparing State records for various years, and cross-referencing the license tax files to licensee lists from the State's various regulatory boards.

Through the Attorney General's Office, the State employs legal procedures to effect payment of past due balances. These procedures include filing actions in the Justice of the Peace, Common Pleas and Superior Courts on bad checks received. Procedures have been instituted for the garnishment of wages and bank accounts and the sale of personal property through the County Sheriffs.

By statute, the State's accounts receivable may be removed from current active accounts only if the account is more than six years old and is determined to be uncollectible or if the potential recovery or administrative costs of collection would not warrant further collection efforts. Recently enacted legislation allows the Division of Revenue to write off the accounts of those who are deceased or bankrupt.

Recently enacted legislation requires the Secretary of Finance to prepare, maintain and publish on the Division of Revenue's Internet Website two separate lists of the top 100 business and personal taxpayers owing outstanding tax liabilities in excess of \$1,000 in which a judgment has been filed and who are not currently in bankruptcy or entered into and complied with the terms of an installment plant.

Risk Management

The State is exposed to various risks and losses related to employee health and accident, worker's compensation, environmental and a portion of property and casualty claims. It is the policy of the State to self insure its exposures when cost effective and commercially insure on the exposures that are specialized.

Cash Management

Investment of State funds is the responsibility of the Cash Management Policy Board (the "Board"). Created by State law, the Board establishes policies for the investment of all money belonging to the State or put on deposit with the State by its political subdivisions, except money in any State pension fund and money held for individuals under the State deferred compensation program. The Board is comprised of nine members, including the Secretary of Finance, the Secretary of State, the State Treasurer, the Controller General (all serving ex officio), and five members from the private sector appointed by the Governor and confirmed by the State Senate. The current members of the Board are:

| | |
|-------------------------------------|------------------------------------------------------------|
| John V. Flynn, Jr. (Chairman) | Managing Director, Braxton Consulting |
| Richard S. Cordrey..... | Secretary of Finance |
| Harriet Smith Windsor..... | Secretary of State |
| J. Douglas Hazelton | Executive Vice President & CRA Officer, Bank of America |
| Margaret A. Iorii | Asst. Vice President, Merrill Lynch |
| Russell T. Larson | Controller General |
| David F. Marvin..... | Partner, Marvin & Palmer Associates, Inc. |
| Jack A. Markell..... | State Treasurer |
| Harold Slatcher..... | President & CEO, County Bank |

The investment guidelines, adopted by the Board in January 1982 and most recently revised in 2005, provide, among other things, that no more than 10% of the portfolio may be invested in obligations of any one issuer other than the U.S. Government or agencies thereof.

The State has instituted a number of measures to augment its dividend and interest earnings. Among these are the implementation of a commercial bank lockbox for collection of corporate franchise taxes, bank franchise taxes and insurance premium taxes. In addition, the State is also receiving tax payments electronically for the following taxes on a voluntary basis: employer withholding taxes, corporate franchise taxes and bank franchise taxes. The State's motor fuel/special fuels tax is collected electronically on a mandatory basis.

BUDGETARY GENERAL FUND SUMMARIES

Principal Receipts by Category

All revenue derived by the State, unless otherwise provided by law, is credited to the budgetary General Fund. The principal receipts not credited to the budgetary General Fund are unemployment insurance taxes, transportation-related taxes for the Transportation Trust Fund, certain taxes on insurance companies and property taxes levied by local school districts. Such taxes are deposited in budgetary Special Funds of the State. The State does not levy *ad valorem* taxes on real or personal property and does not impose a general sales or use tax.

The taxes summarized below produce most of the budgetary General Fund revenue.

Personal Income Tax: Delaware's rates on taxable income range from zero on the first \$2,000 of net taxable income, to 5.95% on taxable income in excess of \$60,000. Taxable income consists of federal adjusted gross income, with certain modifications, less itemized deductions (or a standard deduction in lieu thereof). After the application of the rates to taxable income, a \$110 non-refundable personal tax credit is subtracted for each taxpayer and dependent claimed, providing a direct dollar-for-dollar reduction in final tax liability.

Since 1992, non-resident taxes have been computed as if the taxpayer were a State resident, multiplied by the ratio of Delaware income to total income. Tax returns and payments are due April 30.

Employers maintaining an office or transacting business within the State and making payment of any wages or other remuneration subject to withholding under the United States Internal Revenue Code are required to withhold State income tax on such wages or remuneration at prescribed rates. Filing frequency is determined based on the amount of an employer's withholdings between July 1 and June 30, immediately preceding the calendar year: under \$3,600 file quarterly; from \$3,600 to \$20,000 file monthly; and over \$20,000 file up to eight times per month.

Corporation Franchise Tax: An annual franchise tax is levied on business corporations organized under State laws, excepting banks and building and loan associations. The tax levy is based on either the corporation's total number of authorized shares of capital stock or on its gross assets. The basis yielding the lesser tax revenue is applied. Effective January 1, 2003, applying the authorized share basis, the tax is levied at a rate of \$35 for the first 3,000 authorized shares to \$112.50 for 10,000 authorized shares, plus \$62.50 for each additional 10,000 shares or fractional part thereof. Applying the gross assets basis, the tax is levied at a rate of \$250 for each \$1.0 million or fractional part thereof of the corporation's gross assets per authorized share. The maximum annual franchise tax is \$165,000 and the minimum tax is \$35. Tax payments for any corporation whose annual franchise taxes exceed \$5,000 are required to be made quarterly. Other companies pay once each year, on March 1.

Corporation Income Tax: This tax is levied at the rate of 8.7% on net taxable income of both foreign and domestic corporations derived from sources within the State. Investment and holding companies, insurance companies and domestic international sales corporations, among others, are exempt. Fifty percent of the estimated tax for the taxpayer's current tax year and the balance due from the prior year is payable on the first day of the fourth month of the taxpayer's tax year, 20% of such estimated tax is payable on the 15th day of the sixth month, 20% on the 15th day of the ninth month and 10% on the 15th day of the twelfth month. Corporations with taxable income of \$200,000 or more in any of the last three years must pay 80% of their current year's estimated tax on a current basis.

Business and Occupational Gross Receipts Tax: The State imposes license requirements and related taxes on most occupations and businesses. License fees and taxes consist of a basic annual fee of \$75 (in some cases an additional \$25 per establishment is levied) plus a tax on gross receipts. Tax rates include 0.499% for contractors (with a monthly deduction from gross receipts of \$80,000); 0.307% for wholesalers (with a monthly deduction of \$80,000); 0.144% for manufacturers (with a monthly deduction of \$1,000,000); 0.154% for food processors (with a monthly deduction of \$80,000); 0.077% for commercial feed dealers and farm machinery retailers (with a monthly deduction of \$80,000); 0.576% for general retailers (with a monthly deduction of \$80,000); 0.499% for restaurants (with a monthly deduction of \$80,000); and 0.307% of aggregate gross receipts on most occupational licenses (with a monthly deduction of \$80,000). A use tax on leases of tangible personal property is levied on the lessee at the rate of 1.536% of lease rentals and on the lessor at the rate of 0.230% of rental payments received. Lessors are allowed a quarterly deduction of \$240,000. Automobile manufacturers pay a 0.135% tax (with a monthly deduction of \$1,000,000).

Public Utility Tax: Gross receipts from the sale of telephone, telegraph, gas, electricity, and cable television services are subject to tax. Receipts from services sold to residential users are excluded, except for

receipts from residential cable television services. Generally, public utilities are subject to a tax rate of 4.25%. Several exemptions/reductions apply. Receipts from sales of electricity to manufacturers, and agribusiness/food processors are taxed at 2.0%. Certain electrochemical processors and receipts from sales of electricity and gas to automobile manufacturers are exempt from the tax. Cable television service is taxed at 2.125%.

Cigarette Tax: The State levies an excise tax of 55 cents per package of 20 cigarettes. Other tobacco products are taxed at 15% of the wholesale price.

Inheritance and Estate Tax: Effective January 1, 1999, the inheritance tax was eliminated. Since the inheritance tax was eliminated, the State has continued to levy its estate tax. Delaware's estate tax, sometimes referred to as a "pick up" tax, applies only to those estates required to pay the federal estate tax. Changes in federal law, however, will effectively cause a phase-out by 2005 of Delaware's estate tax.

Realty Transfer Tax: Generally, the State levies a realty transfer tax at a rate of 1.5% of the consideration paid for any real property transferred. (Local governments are permitted to levy an additional 1.5%.) A 1% tax is levied on the value of construction in excess of \$10,000 where the underlying property was acquired by the owner less than 12 months prior to the commencement of construction.

Alcoholic Beverage Tax: The State imposes an excise tax on the distribution of alcoholic beverages. Beer is taxed at the rate of \$4.85 per barrel; wine at 97 cents per gallon; liquor containing 25% or less alcohol by volume at \$2.50 per gallon; and liquor containing more than 25% at \$3.75 per gallon.

Insurance Tax: The State levies a tax of 1.75%, plus an additional 0.25% for the benefit of fire and police, on gross premiums, less dividends and returned premiums on cancelled policies, for most types of insurance. An annual privilege tax is levied on domestic insurers based upon annual gross receipts and subject to credits for payroll compensation for employee services performed in the State.

Bank Franchise Tax: The State levies a tax on banks at 8.7% on the first \$20 million of taxable income, 6.7% on such income between \$20 and \$25 million, 4.7% on such income between \$25 million and \$30 million, 2.7% on such income between \$30 million and \$650 million, and 1.7% on taxable income in excess of \$650 million.

Effective for tax years beginning after December 31, 2006, banks have the option of using an "Alternative Franchise Tax". The Alternative Franchise Tax has two parts:

1. A traditional income tax employing three-factor apportionment with a double-weighted receipts factor. The tax's regressive rates range from 7.0% on taxable income not in excess of \$50 million to 0.5% on taxable income in excess of \$1.3 billion.
2. A "Location Benefits Tax" based on assets. The minimum tax is \$2.0 million with additional liability ranging from 0.015% on the value of assets not in excess of \$5.0 billion to 0.005% on assets in excess of \$20 billion but not in excess of \$100 billion. The maximum Location Benefit Tax is \$8.25 million.

Additional Sources of Revenue

Lottery: The Lottery consists of traditional lottery products in the form of daily drawings, lotto, instant tickets, and the multi-state Powerball and accounted for \$248.8 million, or 8% of the State's revenue in fiscal 2006. The video lottery is state-operated using video lottery machines or a network of linked video lottery machines restricted in operation to three locations authorized by state. During the winter of 2006-2007, two video lottery operations opened in Pennsylvania in close proximity to Delaware. Although the ultimate impact

on Delaware revenues is difficult to gauge, DEFAC forecasts have since 2004 contained estimates regarding the impact of such competition. At its April 16, 2007 meeting, DEFAC reported that preliminary results were generally consistent with the Council's expectations. At least 30.0% of the revenue generated from the traditional lottery and video lottery games is contributed to the budgetary General Fund.

Abandoned Property

Abandoned Property Revenue accounted for 10% of the State's total General Fund revenue in fiscal 2006, or \$325.1 million. Abandoned property represents any debt or obligation, including securities, which have gone unclaimed or undelivered for five or more years. Such unclaimed property is reported to the state of the lost owner's last known address. If the owner's address is unknown or is in a foreign country, the unclaimed property is reported to the state of incorporation of the holder of the unclaimed property. In addition, for those lost owners with a last known address that is in a state which does not have an applicable statute for the type of property being reported, the unclaimed property is reported to the state of incorporation of the holder.

Budgetary General Fund Disbursements by Category of Expense

The following table summarizes the budgetary General Fund disbursements of the State for fiscal years ended June 30, 2002 through 2006. See "STATE FINANCIAL OPERATIONS – "Expenditure Summary – Fiscal 2002–Fiscal 2006" for a detailed explanation of the expenditure figures.

| Budgetary General Fund Disbursements | | | | | |
|---------------------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| (in millions) | | | | | |
| | Fiscal <u>2002</u> | Fiscal <u>2003</u> | Fiscal <u>2004</u> | Fiscal <u>2005</u> | Fiscal <u>2006</u> |
| Salaries..... | \$ 956.0 | \$ 966.3 | \$ 971.6 | \$1023.1 | \$1,108.3 |
| Debt Service..... | 112.1 | 116.2 | 134.3 | 153.5 | 132.5 |
| Contractual Services | 226.3 | 216.1 | 223.9 | 228.8 | 252.2 |
| Fringe Benefits, except Pensions .. | 207.4 | 221.2 | 233.3 | 263.2 | 298.4 |
| Pensions | 98.1 | 106.3 | 127.8 | 147.1 | 180.7 |
| Welfare and Assistance Grants | 352.5 | 375.3 | 390.1 | 422.7 | 473.1 |
| Other Grants..... | 191.7 | 196.2 | 224.2 | 294.1 | 403.1 |
| Other | <u>309.8</u> | <u>256.5</u> | <u>248.5</u> | <u>289.9</u> | <u>332.2</u> |
| Total Disbursements | <u>\$2,453.9</u> | <u>\$2,454.1</u> | <u>\$2,553.7</u> | <u>\$2,822.3</u> | <u>\$3,180.5</u> |

Budgetary General Fund Disbursements by Purpose

The State assumes substantial financial responsibility for a number of programs often funded by local units of government in other states, including public and higher education, social service programs and the correctional system. In addition, the State builds and maintains all roads and highways within the State except certain local streets within a municipality's corporate boundaries and certain private streets. See "INDEBTEDNESS OF AUTHORITIES, UNIVERSITY OF DELAWARE AND POLITICAL SUBDIVISIONS - Authorities - Delaware Transportation Authority" for additional information. The major State programs are described in more detail below.

Public Education

Delaware is one of only four states in the country which has not undergone a constitutional challenge to its public education funding. The State finances its public school operations from a combination of State, federal and local funds. In fiscal 2005, the State provided 64.1%, the federal government 8.8% and localities 27.2% of

the cost for current operations and debt service. For fiscal 2003, the U.S. Department of Education, National Center for Educational Statistics reported that Delaware was exceeded only by five other states in terms of the percentage of public school revenues financed by the State. Public education base salary scales are set by State law, but the base salary may be supplemented by local funds. The local supplements vary in each school district in the State, depending on each district's contractual obligations with its employees and the district's ability and willingness to tax its constituents. For the 2006-2007 school year, the average State-local funded classroom teacher's salary is \$54,503, of which \$35,437 is paid from State funds and the balance paid from federal or local funds. The State share of public education costs is allocated to the school districts, subject to a number of formulae based primarily on enrollment. The State funds between 60% and 80% of school construction costs, based on an index of an individual district's ability to generate local share funding. The State also funds fringe benefits for school personnel in approximate proportion to the budgetary General Fund contribution to salaries, with the exception of health insurance which is 100% State funded for the basic plan. School districts reimburse the State for fringe benefit costs for personnel hired and paid under federally-funded programs and for the proportion of salary paid from local funds.

Budgetary General Fund expenditures for public education in fiscal 2006 totaled \$1,016.0 million. Appropriations of \$1,050.7 million have been made for fiscal 2007.

The following table sets forth public school enrollment (elementary and secondary), in September of the years indicated.

Public School Enrollment⁽¹⁾

| | <u>Enrollment</u> | <u>Change</u> |
|------------|-------------------|---------------|
| 1999 | 112,262 | 0.4% |
| 2000 | 113,699 | 0.9 |
| 2001 | 114,693 | 0.9 |
| 2002 | 115,566 | 0.8 |
| 2003 | 117,055 | 1.3 |
| 2004 | 118,413 | 1.2 |
| 2005 | 120,482 | 1.7 |
| 2006 | 121,856 | 1.1 |

(1) Excludes children of military personnel living on Dover Air Force Base who attend Base schools and whose education is federally-funded.

Higher Education

The State's higher education system consists of eight institutions, which enrolled 50,199 students in the 2006-2007 academic school year based upon Fall 2006 student headcount (36,638 on a full time equivalent ("FTE") basis). The three State-supported institutions are Delaware Technical and Community College which enrolled 14,048 students (9,113 FTE); Delaware State University, a land grant college located in Dover which enrolled approximately 3,690 students (2,827 FTE); and the University of Delaware, a land grant college located in Newark, which enrolled 20,380 students (19,280 FTE). The five privately supported institutions of higher education in the State enrolled an additional 13,211 students in 2006-2007 (9,891 FTE).

Budgetary General Fund expenditures for higher education in fiscal 2007 were \$235.6 million. The State provides approximately 17% of the operating budget of the University of Delaware, 55% of the budget of Delaware Technical and Community College, and 50% of the budget of Delaware State University. Appropriations of \$235.6 million have been made for fiscal 2006, including \$127.9 million for the University

of Delaware, \$68.8 million for Delaware Technical and Community College and \$38.6 million for Delaware State University.

Social Services

The principal social service programs administered by the State are: (1) Temporary Assistance for Needy Families (“TANF”); (2) General Assistance to low-income single individuals and children living with non-relatives who do not qualify for Supplemental Security Income (“SSI”) or TANF payments (“General Assistance Program”); (3) service programs for qualified individuals including child care, employment and training services and work transportation; and (4) direct medical assistance to qualifying individuals (“Medicaid”).

Since January 1974, the SSI Program has been administered and funded by the federal government. Beginning with fiscal 1975, the State elected to supplement federal SSI payments for individuals who received the State equivalent of SSI payments prior to January 1974.

Delaware's Medicaid program traditionally has been funded at the Federal financial participation (“FFP”) rate of 50%. However, during the period from April 1, 2003 through June 30, 2004, the FFP was increased to 52.95% pursuant to Title IV of the Jobs and Growth Tax Relief Reconciliation Act of 2003. During the period from October 1, 2005 through September 30, 2006, the FFP was 50.09%. Beginning the period of October 1, 2006 through September 30, 2007, the FFP will be 50.0%. Delaware's TANF program is funded by a federal capped block grant and State budgetary General Funds. The State is required under federal law to maintain a prescribed level of historic State expenditures for benefits and services to individuals eligible for TANF. The State submits a quarterly budget of total quarterly anticipated expenditures for the Medicaid program to the U.S. Department of Health and Human Services. Upon approval of the budget, the U.S. Department of Health and Human Services issues a letter of credit against which the State may draw to meet its quarterly obligations. Adjustments based on actual expenditures are made in the ensuing quarter. General Assistance Program grants are entirely funded by the State.

The portion of the expenditures for the foregoing programs paid by the federal government is accounted for by the State through the non-appropriated budgetary Special Funds. The portion paid by the State is accounted for through the budgetary General Fund.

Since 1994, welfare caseloads in Delaware have dropped by approximately 48%. The average wage of those who have moved from welfare to work is \$7.88 per hour. The State provides health care, childcare assistance and assistance with transportation to work for participants in the State's welfare reform program and provides transitional health care and subsidized childcare to income eligible individuals who have left the welfare rolls. The percentage of Delaware's population receiving cash assistance is 1.8%.

Since fiscal 1995, welfare caseloads and income maintenance expenditures have decreased, but the State's provision of health and childcare to the eligible welfare-to-work population as well as other changes in Medicaid eligibility, enrollment plus related costs have resulted in a corresponding increase. The following table indicates the trends of selected State social services expenditures for fiscal 2001 through fiscal 2006 and provides estimates for Fiscal Year 2007.

Social Services Expenditures
(dollars in millions)

| | <u>Fiscal</u> <u>2001</u> | <u>Fiscal</u> <u>2002</u> | <u>Fiscal</u> <u>2003</u> | <u>Fiscal</u> <u>2004</u> | <u>Fiscal</u> <u>2005</u> | <u>Fiscal</u> <u>2006</u> | <u>Fiscal</u> <u>2007E</u> |
|-----------------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|---------------------------------------------|
| TANF | | | | | | | |
| Number of Recipients/month | 13,598 | 13,564 | 14,111 | 14,237 | 14,062 | 13,876 | 14,536 |
| Total Expenditures/year | \$18.0 | \$18.4 | \$18.8 | \$19.1 | \$19.0 | \$18.7 | \$19.4 |
| State Share..... | \$ 2.8 | \$ 2.8 | \$ 2.8 | \$ 2.9 | \$ 3.4 | \$ 3.5 | \$ 3.5 |
| GENERAL ASSISTANCE | | | | | | | |
| Number of Recipients/month | 1,892 | 2,040 | 2,106 | 2,335 | 2,481 | 2,620 | 2,687 |
| Total Expenditures/year | \$2.6 | \$2.8 | \$3.0 | \$3.3 | \$3.5 | \$3.8 | \$4.0 |
| State Share..... | \$2.6 | \$2.8 | \$3.0 | \$3.3 | \$3.5 | \$3.8 | \$4.0 |
| SSI | | | | | | | |
| Number of State Subsidized Recipients/month..... | 642 | 676 | 732 | 745 | 805 | 838 | 881 |
| State Share..... | \$1.0 | \$1.0 | \$1.1 | \$1.1 | \$1.2 | \$1.1 | \$1.2 |
| FOSTER CARE (DSCYF) | | | | | | | |
| Number of Children/month | 791 | 738 | 646 | 627 | 651 | 737 | 737 |
| Total Expenditures/year | \$8.2 | \$8.0 | \$9.6 | \$9.8 | \$11.8 | \$15.2 | \$15.2 |
| State Share..... | \$6.2 | \$6.2 | \$8.4 | \$8.4 | \$10.2 | \$13.7 | \$13.7 |
| DAY CARE | | | | | | | |
| Number of Children/month | 12,613 | 13,010 | 13,400 | 13,813 | 13,839 | 14,266 | 14,694 |
| Total Expenditures/year | \$35.8 | \$37.9 | \$38.4 | \$40.0 | \$37.5 | \$46.6 | \$48.7 |
| State Share..... | \$21.3 | \$21.3 | \$23.7 | \$23.7 | \$24.9 | \$28.7 | \$32.6 |
| MEDICAID | | | | | | | |
| Number of Eligibles/month..... | 100,249 | 108,040 | 118,575 | 130,411 | 138,884 | 142,548 | 146,719 |
| Total Expenditures/year | \$575.0 | \$644.7 | \$702.8 | \$730.3 | \$826.4 | \$861.6 | \$974.2 |
| State Share..... | \$286.4 | \$322.4 | \$346.1 | \$345.9 | \$397.2 | \$428.0 | \$485.1 |
| COMMUNITY HEALTH | | | | | | | |
| State Expenditures/year..... | \$25.8 | \$25.5 | \$25.0 | \$23.8 | \$25.1 | \$26.5 | \$35.1 |

Children's Services

The Department of Services for Children, Youth and Their Families provides integrated service delivery for children and their families in its efforts to promote family stability through a child-centered, family-focused continuum of care. The Division of Family Services serves abused, neglected and dependent children, assisting approximately 4,400 children annually. The State spent \$31.5 million in fiscal 2005, \$35.3 million in fiscal 2006 and has budgeted \$38.9 million in fiscal 2007 for family services. The Division of Youth Rehabilitative Services handles delinquent youth in both pre- and post-adjudication through an array of alternative placements and State-owned secure facilities. The Division serves approximately 2,400 youth annually. Fiscal 2005 expenditures totaled \$35.6 million, fiscal 2006 expenditures totaled \$40.2 million, and \$38.8 million has been budgeted for fiscal 2007. The Division of Child Mental Health Services provides programs for about 500 mentally ill or emotionally disturbed children and adolescents each year for which the State spent \$21.1 million in fiscal 2005, \$22.6 million in fiscal 2006 and has budgeted \$26.9 million for fiscal 2007.

Corrections

The Department of Corrections (“DOC”) is the only government operated correction agency in the State. Delaware runs what is called a unified corrections system. Delaware has no regional, county or municipal correction or jail system and no separate probation system. Offenders immediately become the responsibility of the State, including: pre-trial and sentencing, misdemeanor and felony, jail and prison and all community based sanctions. Sentencing in the State has evolved with the passage of Sentencing Accountability (“SENTAC”) legislation whereby all offenders are sentenced to one of five levels ranging from Level I (administrative supervision) to Level V (incarceration). This structure allows the State flexibility to match offenders with the most appropriate sentence. Total budgetary General Fund expenditures for DOC in fiscal 2006 were \$218.5 million. The budget for fiscal 2007 is \$229.1 million. DOC is currently responsible for over 6,600 incarcerated offenders and over 18,000 offenders in the community (probation or parole). The cost for one year of incarceration is about \$28,156 per inmate.

DOC population growth in recent years prompted the need to evaluate sentencing practices and code limitations. In 2003, legislation was enacted to control the rate of growth in the DOC population. House Bill 210 modified sentencing practices by reducing sentences for certain drug and motor vehicle offenses so as to provide additional prison space for the most violent offenders. Senate Bill 50 placed limitations on probation sentences, except to ensure public safety or to promote effective substance abuse treatment services, thereby reducing the number of defendants incarcerated for violations of probation. Although Delaware has not yet determined the impact of either pieces of legislation, both should have a significant positive effect on Delaware’s rate of incarceration and will enable the DOC to focus on the most violent offenders in order to protect public safety and to provide treatment and supervision for those offenders most in need of their services.

BUDGETARY SPECIAL FUNDS SUMMARIES

Each budgetary Special Fund is created by statute or administrative action for a specific purpose. The appropriate Fund is credited with the specific revenue or receipts allocated to such Fund. Disbursements from budgetary Special Funds require specific appropriation by the General Assembly.

In general, money in budgetary Special Funds is not available for disbursement or encumbrance until funds are deposited therein with the result that disbursements plus outstanding encumbrances cannot exceed the available funds (except for federal funds and the Transportation Trust Fund). In the case of bond funds, total

disbursements plus encumbrances cannot exceed authorizations. At fiscal year end, the available fund balance plus outstanding encumbrances are carried over into the succeeding fiscal year.

Local School Property Taxes and Assessed Valuation

These taxes are levied by local school districts upon the assessed value of real estate in the district, as determined for county taxation purposes, for the local share of school operating costs and debt service on capital improvements. All tax receipts of a district are credited to the appropriate budgetary Special Fund and operating expenses are disbursed from such Fund upon the presentation of warrants or drafts to the State Treasurer by the school board of the district. The State's share of operating and debt service costs are appropriated and disbursed from the budgetary General Fund.

The following table outlines the assessed and estimated full valuation of all taxable real property in the State as of July 1, 2006.

Real Property Valuations
(in millions)

| <u>County</u> | <u>Assessed Valuation</u> ⁽¹⁾ | <u>Estimated Full Valuation</u> |
|------------------|----------------------------------------------|-------------------------------------|
| New Castle | \$17,509.6 ⁽²⁾ | \$58,243.5 |
| Kent..... | 2,979.2 ⁽³⁾ | 13,200.3 |
| Sussex | <u>2,434.1</u> ⁽⁴⁾ | <u>34,888.4</u> |
| Total | <u>\$22,922.9</u> | <u>\$106,332.2</u> |

-
- (1) Net of all legal exemptions.
 - (2) Based on 100% of 1983 appraised value, as of the date of the most recent assessment which occurred in 1985.
 - (3) Based on 60% of appraised value, as of the date of the most recent assessment which occurred in 1987.
 - (4) Based on 50% of appraised value, as of the date of the most recent assessment which occurred in 1974.

Source: Delaware Department of Education.

Unemployment Compensation

Money deposited in the Unemployment Compensation Fund consists of employers' contributions and has at certain times in the past included advances from the federal government necessary to meet the excess of unemployment compensation benefits paid over the employers' contributions. The Unemployment Compensation Fund had a balance of \$172.0 million as of March 31, 2007 and includes no federal advances. The State has not borrowed any federal funds since 1979 and anticipates that no borrowing will be necessary in fiscal 2007.

Federal Grants, Benefits and Reimbursements

All grants and reimbursements of money received from the federal government by the State are credited to budgetary Special Funds. The money is disbursed to the appropriate agency to be used for the purpose stated in the grant application without any further authority from the General Assembly. The Delaware State Clearinghouse Committee is the committee representing the legislative and executive branches of government. It is charged with reviewing all State agency applications for federal funds and no agency may expend federal funds without approval of this committee.

The following chart indicates the distribution of federal funds expended by the State by Department in the fiscal years indicated below.

Ratio of Federal Funds Expended by Department

| | <u>Fiscal</u> <u>2001</u> | <u>Fiscal</u> <u>2002</u> | <u>Fiscal</u> <u>2003</u> | <u>Fiscal</u> <u>2004</u> | <u>Fiscal</u> <u>2005</u> | <u>Fiscal</u> <u>2006</u> |
|--------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| Health & Social Services | 54.1% | 55.8% | 57.8% | 58.5% | 57.5% | 58.6% |
| Transportation | 15.7% | 12.8% | 12.1% | 9.0% | 10.4% | 10.2% |
| Public Education | 10.7% | 11.1% | 11.3% | 12.1% | 12.4% | 12.4% |
| Housing Authority | 4.5% | 4.7% | 4.4% | 4.0% | 3.7% | 3.6% |
| Labor | 3.9% | 3.8% | 3.7% | 3.5% | 3.5% | 3.2% |
| Higher Education | 2.3% | 2.4% | 2.8% | 2.6% | 2.7% | 2.5% |
| Natural Resources | 2.5% | 2.9% | 2.0% | 3.5% | 2.8% | 2.6% |
| Other | <u>6.4%</u> | <u>6.4%</u> | <u>6.1%</u> | <u>6.8%</u> | <u>7.0%</u> | <u>6.9%</u> |
| | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> |

Pension Fund Receipts

State pension contributions are appropriated by the General Assembly in the annual budget to cover the liability on budgetary General Fund salaries and are disbursed each month from the budgetary General Fund. Each monthly disbursement is recorded as a receipt of the appropriate budgetary Special Fund and is disbursed from such budgetary Special Fund to meet pension benefits and operating costs. The balance is disbursed from the budgetary Special Fund and invested as part of the State pension plan. See "STATE PENSION PLAN" for additional information. Employee pension contributions are also recorded as budgetary Special Fund receipts and are disbursed together with the State's share of pension costs. Pension costs paid by the federal government for employees paid under federal programs are also recorded as budgetary Special Fund receipts and disbursements.

Social Security Fund Receipts

All Social Security contributions by State departments and agencies and political subdivisions are recorded as a receipt to the Social Security Fund and are remitted on a semi-monthly basis. Contributions are submitted to the U.S. Department of the Treasury semi-monthly, at which time a disbursement is recorded.

Bond and Note Sales

All proceeds received from the sale of bonds or bond anticipation notes are recorded as a receipt in a special account designated as the State Treasurer's Bond Account. The withdrawal of proceeds is recorded as a

budgetary Special Fund disbursement. The principal and interest on the State's general obligation bonds are paid as a budgetary General Fund disbursement.

DEFERRED COMPENSATION PROGRAM

State employees may elect to participate in a deferred compensation plan. The plan is an eligible plan under Section 457 of the Internal Revenue Code (the "Code").

In accordance with federal law, the annual limit on a participant's pre-tax contributions was increased to \$15,500 in 2007. An additional, phased-in catch up contribution has been added for use by those ages 50 and older. Those who meet the age requirement may contribute an additional \$5,000 in 2007.

The State also provides a \$10 per-pay employer match to contributions by Deferred Compensation Program participants, which began on January 1, 2001. The plan is approved under Section 401(a) of the Code.

Assets purchased through the State's plan include a managed income portfolio, money market funds and a variety of mutual funds. The total market value of plan assets as of April 2007 was \$321.0 million.

STATE PENSION PLAN

The State of Delaware Employees Pension Plan (the "Plan"), established by the General Assembly, covers approximately 34,313 active employees and approximately 19,108 retired employees. All State employees (except State police and State judges) and all local school district employees who qualify as full-time and regular part-time employees participate in the Plan. The other plans funded by the State include a now closed State Police Pension Plan (for officers hired prior to July 1, 1980) which covers 18 active officers and 551 retirees, the new State Police Pension Plan which covers the 633 officers hired after July 1, 1980 and 48 retirees, and the State Judiciary Pension Plan which covers 55 active employees and 39 retirees. The Plan and the other plans collectively are known as the Delaware Public Employees Retirement System (the "Fund").

The Fund is managed by a Board of Pension Trustees (the "Board") composed of five members from the private sector appointed by the Governor, and the Secretary of Finance and the Director of the Office of Management & Budget serving as ex-officio members. The current members of the Board are:

| | |
|---------------------------------|-----------------------------------------------|
| Philip S. Reese (Chairman)..... | Former Vice President and Treasurer, Conectiv |
| Robert W. Allen..... | President, Allen Petroleum |
| Richard S. Cordrey..... | Secretary of Finance |
| Helen R. Foster, J.D..... | President, CTW Consulting Associates |
| Jan M. King..... | Retired Treasurer, Hercules, Inc. |
| Nancy Shevock..... | Former Director, Delaware Transit Corp. |
| Jennifer Davis..... | Director, Office of Management & Budget |

The custodian of the Fund's assets is Northern Trust Company, Chicago, Illinois. The Fund's assets are managed by professional investment management firms. The total return on the Fund in fiscal 2006 was 12.4% compared to 8.6% for the Standard & Poor's 500.

The Plan provides retirement, disability and survivor benefits. In general, recipients are entitled to receive a service pension at various times during their years of credited service, i.e.: (1) age 65 with 5 years of credited service; or for employees who terminate on or after June 30, 1988, at age 62 with 5 years of credited

service; (2) age 60 with 15 years of credited service; (3) a reduced service pension at age 55 with 15 years of credited service; (4) a reduced service pension at any age with 25 years of credited service; or (5) at any age with 30 years of credited service. The qualification requirement for disability or survivor benefits is 5 years of credited service.

Benefit payments are computed using the average monthly compensation for the 36 months of highest monthly compensation. This average is then multiplied by 1.85% for each year of credited service after January 1, 1997 to determine the actual monthly benefit. Retirees with credited service before December 31, 1996 get a multiplier of 2.00.

The Plan is funded on an actuarially sound basis, as determined by the Board, on the basis of actuarial analyses undertaken by Cheiron, Inc. on an annual basis. The most recent valuation (as of June 30, 2006) was completed in September 2006. As of January 1, 1998, all employees contribute 3% of annual compensation above \$6,000. The State makes annual contributions to the Plan in amounts sufficient to meet both the normal cost of the Plan and to amortize the accrued unfunded liability of the Plan. The normal cost of the Plan is the amount of contributions required each year, with respect to each employee, to accumulate the reserves needed to meet the cost of earned benefits over the employee's working lifetime. The unfunded accrued liability of the Plan is the amount of contributions required to meet unpaid past normal costs.

Prior to July 1970, the State appropriated annually the amounts required to meet pension benefits payable in the year of appropriation. During the five year period from July 1, 1970 to July 1, 1975, the State increased its annual contributions to the Plan and replaced that financing practice with a statutory policy of fully funding the Plan on an actuarial reserve basis. Since July 1, 1975, the State's annual contribution to the Plan has been equal to the sum of the normal cost of each year and the annual payment required to amortize the unfunded accrued liability over 40 years from July 1, 1975. Each year the Board certifies the required State contribution rate as a percentage of covered payroll, based on the results of the actuarial valuations of the Plan.

The unfunded accrued liability on an actuarial basis for the last five fiscal years is outlined in the table below. The Plan was overfunded in the amount of \$97.7 million as of June 30, 2006.

Unfunded Accrued Liability
(in millions)

| | |
|--------------------|-----------|
| June 30, 2001..... | (\$526.8) |
| June 30, 2002..... | (\$434.4) |
| June 30, 2003..... | (\$330.5) |
| June 30, 2004..... | (\$157.6) |
| June 30, 2005..... | (\$87.3) |
| June 30, 2006..... | (\$97.7) |

The new State Police Pension Plan (for all persons hired after June 30, 1980) and the State Judiciary Pension Plan also are funded on an actuarial reserve basis as determined by the Board, on the basis of annual actuarial analyses undertaken by Cheiron, Inc. The new State Police Pension Plan showed an unfunded accrued liability on June 30, 2006 of \$1.0 million. The State Judiciary Pension Plan showed an unfunded accrued liability on June 30, 2006 of \$11.8 million. Benefits paid through the original State Police Pension Plan (for officers hired before July 1, 1980) are funded from current appropriations. As of June 30, 2006, this plan had an unfunded accrued liability of \$292.5 million.

Payment of each annual contribution is subject to appropriation by the General Assembly. In each year since fiscal 1971, the General Assembly has appropriated the contribution amounts recommended by the Board. The State contribution to the State Employees Plan in fiscal 2006 was \$91.0 million.

The following table sets forth certain information concerning the Plan for the fiscal years set forth below.

State Employees Pension Plan
(in millions)

| | <u>Fiscal</u> <u>2002</u> | <u>Fiscal</u> <u>2003</u> | <u>Fiscal</u> <u>2004</u> | <u>Fiscal</u> <u>2005</u> | <u>Fiscal</u> <u>2006</u> |
|--------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|
| Income | | | | | |
| Employee Contributions | \$ 33.4 | \$ 35.1 | \$36.0 | \$37.9 | \$ 41.1 |
| State Contributions (budgetary General Fund and budgetary Special Funds) | 50.1 | 66.0 | 85.2 | 104.5 | 129.3 |
| Investment Income..... | <u>(300.5)</u> | <u>141.8</u> | <u>732.4</u> | <u>500.5</u> | <u>666.7</u> |
| Total Income..... | <u>\$(217.0)</u> | <u>\$242.9</u> | <u>\$855.6</u> | <u>\$642.9</u> | <u>\$837.1</u> |
| Disbursements | | | | | |
| Pension Benefits Paid | \$194.8 | \$217.1 | \$243.2 | \$271.3 | \$300.3 |
| Refunds | 2.4 | 2.6 | 2.3 | 2.4 | 2.9 |
| Other Disbursements | <u>8.4</u> | <u>9.0</u> | <u>8.9</u> | <u>8.7</u> | <u>9.3</u> |
| Total Disbursements..... | <u>\$205.7</u> | <u>\$228.7</u> | <u>\$254.4</u> | <u>\$282.4</u> | <u>\$312.5</u> |
| Excess of Income over Disbursements | <u>\$(422.6)</u> | <u>\$ 14.2</u> | <u>\$599.2</u> | <u>\$360.5</u> | <u>\$524.6</u> |
| Total Plan Assets | <u>\$4,635.3</u> | <u>\$4,649.5</u> | <u>\$5,248.0</u> | <u>\$5,608.5</u> | <u>\$6,133.1</u> |

The growth in investment income in certain years as a percentage of total plan income has permitted changes in the actuarial assumptions and the reduction of employee contributions and has provided the ability to fund increases to pensioners. State pensioners have received 15 pension increases averaging a total of 45.53% since July 1984, based on date of retirement.

Other Post Employment Benefits

The State provides post-employment health care to its employees and currently recognizes these costs on a “pay-as-you-go” basis. The cost of these benefits in fiscal year 2007 is estimated to be \$103 million, in comparison to \$99 million in fiscal 2006. Pursuant to current accounting standards, the liability for such benefits is not presently included in the State’s financial statements. However, as a result of Government Accounting Standards Board (GASB), Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions (“GASB 45”), the State will account for retiree health care benefits on an actuarial basis beginning in fiscal 2008. The State’s actuarially accrued liability, based on an actuarial study conducted by Cheiron of McLean Virginia, using July 2006 data, has been determined to be between \$3.2 billion and \$4.4 billion at discount rates of 5.5% and 8.0%, respectively. The State began pre-funding the obligation with lump sum payments and began contributing a percentage of payroll in fiscal 2007 in the amount of approximately

\$5 million. The State currently expects to meet the requirements of the ARC with continued contributions and savings initiatives with the goal of fully funding the ARC over a period of six years. The State will establish an irrevocable trust and expects to have approximately \$70 million accumulated by the end of fiscal 2008.

EMPLOYEE RELATIONS

The State currently has 31,121 full-time equivalent (FTE) positions budgeted for fiscal year 2007, an increase of 567 FTEs from fiscal 2006. This includes 17,065 positions in the executive branch, 13,044 in the public schools, and 1,012 in institutions of higher learning (excluding employees of the University of Delaware, which is not considered part of the State's financial reporting entity).

Since July 1966, virtually all State employees have had the right to organize for the purpose of collective bargaining. Classification of bargaining units is determined by the Public Employee Relations Board ("PERB"). Collective bargaining in the executive branch is conducted by the Office of State Personnel on behalf of departments and agencies. With respect to non-merit system employees, such bargaining may include all terms and conditions of employment, including wages, hours and benefits. With respect to the merit system employees, individual bargaining units may not bargain wages, most benefits, classification plans or hiring practices. These agreements are subject to approval by the Governor and binding to the extent sufficient appropriations are made by the General Assembly. At present, approximately 8,000 of the State's merit system employees are organized and covered by collective bargaining agreements.

Employees of institutions of higher education, certified professional employees of the State public school system (teachers) and certain public school support personnel have the right to organize for the purpose of collective bargaining. Bargaining units representing such employees negotiate with their respective school districts regarding all matters relating to salaries, employee benefits and certain working conditions. Virtually all of these school employees are covered by collective bargaining agreements.

State employees in Delaware do not have the legal right to strike. Few work stoppages have occurred. Currently there are approximately two-thirds of employees eligible for union representation were covered by collective bargaining agreements. All payment contracts reached under such agreements are subject to appropriation by the General Assembly, except for the locally funded portion of school district employees' salaries and benefits.

In 1982, a State law was enacted establishing the PERB to oversee the conduct of labor negotiations between public school teachers and their boards of education. There are provisions for mediation and binding arbitration of collective bargaining disputes. Strikes, slow-downs and walkouts are prohibited; but, if they occur, school boards are required to seek injunctive relief. In 1986, legislation was enacted which extended the PERB's jurisdiction to police officers and firefighters. The PERB's jurisdiction was further expanded in 1994 to include all public employees in the State. In the same year, a State law was enacted establishing the Merit Employee Relations Board to address grievances and related issues of merit system employees.

GOVERNANCE

The chief executive officer of the State is the Governor, who is elected for a term of four years. The State Constitution limits any Governor to two terms, whether or not consecutive. The Governor appoints all members of the State judiciary, the cabinet, and the boards and councils. The Governor reports to the General Assembly at the start of each annual session in January on the "State of the State," recommends changes in legislation, and follows this report with an annual budget message and financial accounting of the State.

In addition to the Executive Office of the Governor (which includes the offices of Budget, Economic Development, Technology and Information and State Personnel), there are fourteen cabinet departments, as reflected in the table which follows. They include the following: the Department of State, which administers the Division of Corporations and the Division of Cultural and Historical Affairs; the Department of Finance, which performs financing, accounting, bond finance, revenue collection, fiscal policy functions and administers the State lottery; the Department of Administrative Services, which manages State facilities; the Department of Health and Social Services; the Department of Services for Children, Youth and Their Families; the Department of Natural Resources and Environmental Control; the Department of Labor; the Department of Transportation, which oversees the Division of Motor Vehicles; the Department of Safety and Homeland Security, which oversees the state police; the Department of Correction; the Department of Agriculture; the Department of Education; Delaware State Housing Authority; and the Delaware National Guard. Delaware is unusual in that the State government (as opposed to county or municipal governments) funds and administers substantially all correctional, public health, welfare, and transportation services for its residents.

Other elected officers include the Lieutenant Governor who presides over the Senate and the Board of Pardons; the State Treasurer, who is one of four Issuing Officers, signs all state checks and oversees the management of the State's bank accounts; the Auditor of Accounts who audits all State agencies' financial transactions; the Insurance Commissioner; and the Attorney General who is the chief legal officer of the State. All of the elected officers serve terms of four years.

The State's General Assembly is bicameral and consists of a 21-member Senate and a 41-member House of Representatives. The entire House stands for re-election every two years, while Senators are elected to four year staggered terms. Regular sessions of the General Assembly convene in January and adjourn by June 30th. Between regular sessions, the Governor or the presiding officers of either house may call special sessions. Proposed legislation is usually assigned to a standing committee for review. It may then receive consideration on the floor of both houses.

The judicial branch of the government includes a Supreme Court, which acts primarily as an appeals court, and the Court of Chancery, an equity court which has jurisdiction over corporate matters, trusts, estates, and other matters involving equitable jurisdiction. The Superior Court has jurisdiction over criminal and civil cases, except equity cases. The Family Court administers justice in cases involving domestic relations or dependent juveniles. The Court of Common Pleas is a court of limited jurisdiction over civil and criminal matters which the Superior Court would otherwise handle. The Justice of the Peace Courts handle criminal matters and civil cases where the amount in controversy is less than \$5,000.

The following is a list of certain elected officials, cabinet positions and other appointed officials.

Statewide Elected Officials

| | |
|------------------------------|----------------------------|
| Governor..... | Ruth Ann Minner |
| Lieutenant Governor | John C. Carney, Jr. |
| Attorney General..... | Joseph R. "Beau" Biden III |
| State Treasurer..... | Jack A. Markell |
| State Auditor..... | R. Thomas Wagner, Jr. |
| Insurance Commissioner | Matthew Denn |

Cabinet Positions and Other Appointed Officials

| | |
|------------------|------------------|
| Agriculture..... | Michael T. Scuse |
| Correction..... | Carl C. Danberg |

| | |
|------------------------------------------------------|-----------------------|
| Delaware Economic Development Office | Judy McKinney-Cherry |
| Education | Valerie A. Woodruff |
| Finance..... | Richard S. Cordrey |
| Health and Social Services | Vincent P. Meconi |
| Housing..... | Saundra R. Johnson |
| Labor..... | Thomas B. Sharp |
| Management and Budget..... | Jennifer W. Davis |
| Natural Resources and Environmental Control | John Hughes |
| National Guard | Francis D. Vavala |
| Safety and Homeland Security | David B. Mitchell |
| Services for Children, Youth and Their Families..... | Cari DeSantis |
| State | Harriet Smith Windsor |
| Technology and Information | Thomas M. Jarrett |
| Transportation | Carolann Wicks |

LITIGATION

The State is a defendant in various suits involving contract/construction claims, tax refunds claims, allegations of wrongful discharge and/or other employment-related claims, use of excessive force, civil rights violations, and automobile accident claims. Although the State believes it has valid defenses to these actions, the State has identified a potential aggregate exposure which could exceed \$32.4 million.

THE BOOK-ENTRY ONLY SYSTEM

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds. The Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of the Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world’s largest depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 2 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments from over 85 countries that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation, and Emerging Markets Clearing Corporation, (NSCC, GSCC, MBSCC, and EMCC, also subsidiaries of DTCC), as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC, and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and

dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has Standard & Poor’s highest rating: AAA. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds on DTC’s records. The ownership interest of each actual purchaser of each Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in Bonds, except in the event that use of the book-entry system for the Bonds is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC’s records reflect only the identity of the Direct Participants to whose accounts such Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Bonds may wish to take certain steps to augment the transmission to them of notices of significant events with respect to the Bonds, such as redemptions and defaults. For example, Beneficial Owners of Bonds may wish to ascertain that the nominee holding the Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners.

Redemption notices shall be sent to DTC. If less than all of the Bonds within a maturity are being redeemed, DTC’s practice is to determine by lot the amount of the interest of each Direct Participant in such maturity to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Bonds unless authorized by a Direct Participant in accordance with DTC’s Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the State as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.’s consenting or voting rights to those Direct Participants to whose accounts Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds on the Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC’s practice is to credit Direct Participants’ accounts upon DTC’s receipt of funds and corresponding detail information from the State, on the payable date in accordance with their respective holdings shown on DTC’s records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with

securities held for the accounts of customers in bearer form or registered in “street name”, and will be the responsibility of such Participant and not of DTC nor its nominee or the State, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the State, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor depository is not obtained, Bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC’s book-entry system has been obtained from sources that the State believes to be reliable, but the State takes no responsibility for the accuracy thereof.

APPROVAL OF LEGAL MATTERS

Certain legal matters incident to the authorization and issuance of the Bonds are subject to the approval of Saul Ewing LLP, Wilmington, Delaware, Bond Counsel, whose approving legal opinion, substantially in the form set forth in APPENDIX D, will be available at the time of the delivery of the Bonds. Bond Counsel has not verified the accuracy, completeness or fairness of the statements contained in the Official Statement or will express an opinion as to the accuracy, completeness, or fairness of the statements contained in the Official Statement.

TAX MATTERS

Tax Exemption-Opinion of Bond Counsel

The Internal Revenue Code of 1986, as amended (the “Code”) contains provisions relating to the tax-exempt status of interest on obligations issued by governmental entities which apply to the Bonds. These provisions include, but are not limited to, requirements relating to the use and investment of the proceeds of the Bonds and the rebate of certain investment earnings derived from such proceeds to the United States Treasury Department on a periodic basis. These and other requirements of the Code must be met by the State subsequent to the issuance and delivery of the Bonds in order for interest thereon to be and remain excludable from gross income for purposes of federal income taxation. The State has made covenants to comply with such requirements.

In the opinion of Bond Counsel, interest on the Bonds (including accrued original issue discount) is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion of Bond Counsel is subject to the condition that the State comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon continues to be excluded from gross income. Failure to comply with certain of such requirements could cause the interest on the Bonds to be so includable in gross income retroactive to the date of issuance of the Bonds. The State has covenanted to comply with all such requirements. Interest on the Bonds is

not treated as an item of tax preference under Section 57 of the Code for purposes of the individual and corporate alternative minimum taxes; however, under the Code, to the extent that interest on the Bonds is a component of a corporate holder's "adjusted current earnings", a portion of that interest may be subject to the corporate alternative minimum tax. Bond Counsel expresses no opinion regarding other federal tax consequences relating to the Bonds or the receipt of interest thereon. See discussion of "Alternative Minimum Tax", "Branch Profits Tax", "S Corporations with Passive Investment Income", "Social Security and Railroad Retirement Benefits", "Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations", "Property or Casualty Insurance Company" and "Accounting Treatment of Original Issue Discount and Amortizable Bond Premium" below.

In the opinion of Bond Counsel under existing statutes, interest on the Bonds is excluded from personal and corporate income tax imposed by the State.

Alternative Minimum Tax

The Code includes, for purposes of the corporate alternative minimum tax, a preference item consisting of, generally, seventy-five percent of the excess of a corporation's "adjusted current earnings" over its "alternative minimum taxable income" (computed without regard to this particular preference item and the alternative tax net operating loss deduction). Thus, to the extent that tax-exempt interest (including interest on the Bonds) is a component of a corporate holder's "adjusted current earnings", a portion of that interest may be subject to the alternative minimum tax.

Branch Profits Tax

Under the Code, foreign corporations engaged in a trade or business in the United States will be subject to a "branch profits tax" equal to thirty percent (30%) of the corporation's "dividend equivalent amount" for the taxable year. The term "dividend equivalent amount" includes interest on tax-exempt obligations.

S Corporations with Passive Investment Income

Section 1375 of the Code imposes a tax on the income of certain small business corporations for which an S Corporation election is in effect, and that have "passive investment income". For purposes of Section 1375 of the Code, the term "passive investment income" includes interest on the Bonds. This tax applies to an S Corporation for a taxable year if the S Corporation has Subchapter C earnings and profits at the close of the taxable year and has gross receipts, more than twenty-five percent (25%) of which are "passive investment income". Thus, interest on the Bonds may be subject to federal income taxation under Section 1375 of the Code if the requirements of that provision are met.

Social Security and Railroad Retirement Benefits

Under Section 86 of the Code, certain Social Security and Railroad Retirement benefits (the "benefits") may be includable in gross income. The Code provides that interest on tax-exempt obligations (including interest on the Bonds) is included in the calculation of "modified adjusted gross income" in determining whether a portion of the benefits received are to be includable in gross income of individuals.

Deduction for Interest Paid by Financial Institutions to Purchase or Carry Tax-Exempt Obligations

The Code, subject to limited exceptions not applicable to the Bonds, denies the interest deduction for indebtedness incurred or continued to purchase or carry tax-exempt obligations, such as the Bonds. With respect to banks, thrift institutions and other financial institutions, the denial to such institutions is one hundred percent (100%) for interest paid on funds allocable to the Bonds and any other tax-exempt obligations acquired after August 7, 1986.

Property or Casualty Insurance Company

The Code also provides that a property or casualty insurance company may also incur a reduction, by a specified portion of its tax-exempt interest income, of its deduction for losses incurred.

Accounting Treatment of Original Issue Discount and Amortizable Bond Premium

The 2007A Bonds maturing on May 1, 2019, on May 1, 2022 to May 1, 2023, inclusive, and on May 1, 2025 to May 1, 2027, inclusive are herein referred to as the “Discount Bonds”. In the opinion of Bond Counsel, under existing law, the difference between the initial public offering price of the Discount Bonds as set forth on the cover page and the stated redemption price at maturity of each such Bond constitutes “original issue discount”, all or a portion of which will, on the disposition or payment of such Bonds, be treated as tax-exempt interest for federal income tax purposes. Original issue discount will be apportioned to an owner of the Discount Bonds under a “constant interest method”, which utilizes a periodic compounding of accrued interest. If an owner of a Discount Bond who purchases it in the original offering at the initial public offering price owns that Discount Bond to maturity, that Bondholder will not realize taxable gain for federal income tax purposes upon payment of the Discount Bond at maturity. An owner of a Discount Bond who purchases it in the original offering at the initial public offering price and who later disposes of the Discount Bond prior to maturity will be deemed to have accrued tax-exempt income in a manner described above; amounts realized in excess of the sum of the original offering price of such Discount Bond and the amount of accrued original issue discount will be taxable gain.

Purchasers of Discount Bonds should consider possible state and local income, excise or franchise tax consequences arising from original issue discount on the Discount Bonds. Prospective purchasers of the Discount Bonds should consult their tax advisors regarding the Delaware tax treatment of original issue discount.

The 2007A Bonds maturing on May 1, 2008 to May 1, 2018, inclusive and on May 1, 2020 to May 1, 2021, inclusive are hereinafter referred to as the “Premium Bonds”. An amount equal to the excess of the initial public offering price of a Premium Bond set forth on the cover page over its stated redemption price at maturity constitutes premium on such Premium Bond. A purchaser of a Premium Bond must amortize any premium over such Premium Bond’s term using constant yield principles, based on the purchaser’s yield to maturity. As premium is amortized, the purchaser’s basis in such Premium Bond is reduced by a corresponding amount, resulting in an increase in the gain (or decrease in the loss) to be recognized for federal income tax purposes upon a sale or disposition of such Premium Bond prior to its maturity. Even though the purchaser’s basis is reduced, no federal income tax deduction is allowed.

Purchasers of Premium Bonds, whether at the time of initial issuance or subsequent thereto, should consult their own tax advisors with respect to the determination and treatment of premium for federal income tax purposes and with respect to state and local tax consequences of owning such Premium Bonds.

OPINIONS AND CERTIFICATES AVAILABLE ON DELIVERY OF THE BONDS

Upon delivery of the Bonds, the State will make available the following opinions and certificates dated the date of delivery of the Bonds: (1) the opinion of Saul Ewing LLP, Bond Counsel, Wilmington, Delaware, substantially in the form set forth in APPENDIX D, to the effect that the Bonds are legal and valid general obligations of the State to which the State has pledged its full faith and credit; (2) the opinion of the Attorney General or a Deputy Attorney General to the effect that no litigation is pending or known to be threatened to restrain or enjoin the issuance of the Bonds, or in any manner questioning the validity of any proceedings authorizing the issuance of the Bonds, or the levy or collection of any material portion of taxes or other revenues of the State, or contesting the completeness, accuracy or fairness of the Official Statement; and that neither the corporate existence of the State nor the titles of the officials of the State signatories hereto to their respective offices is being contested; (3) a certificate of the Issuing Officers certifying as genuine the signatures of the Issuing Officers signing the Bonds; (4) a certificate of the State Treasurer acknowledging receipt of payment for the Bonds; (5) a certificate executed by the State Treasurer relating to federal tax matters under the Internal Revenue Code of 1986, and regulations promulgated thereunder; and (6) a certificate of the Issuing Officers stating: (a) that the Official Statement, as of the date of the Official Statement, did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading; and (b) as of the date of delivery of and payment for the Bonds there has been no material adverse change in the condition, financial or otherwise of the State, from the date of the sale of the Bonds to the date of delivery of the Bonds and from that set forth in the Official Statement.

FINANCIAL ADVISOR

Public Financial Management, Inc. has been appointed financial advisor to the State and is acting in that capacity in connection with the sale of the Bonds.

RATINGS

Fitch Ratings, Moody's Investors Service and Standard & Poor's rate the general obligation bonds of the State. The current rating of all outstanding general obligation bonds of the State assigned by Fitch Ratings is AAA, the rating assigned by Moody's Investors Service is Aaa and the rating assigned by Standard & Poor's is AAA. Fitch Ratings, Moody's Investors Service and Standard & Poor's have assigned the Bonds the ratings which appear on the cover hereof.

Such ratings reflect only the respective views of such organizations. An explanation of the significance of such ratings may be obtained from the respective organizations. There is no assurance that such ratings will continue for any period of time or that they will not be revised or withdrawn. A downward revision or withdrawal of the ratings may have an adverse effect on the market price of the Bonds. No rating assures the market value of the Bonds.

CONTINUING DISCLOSURE UNDERTAKING

Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, (the "Rule") prohibits an underwriter from purchasing or selling municipal securities, such as the Bonds, unless it has determined that the issuer of such securities and/or other persons deemed to be "obligated persons" have committed to provide (i) on an annual basis, certain financial information, including financial information and operating data ("Annual Reports"), to each Nationally Recognized Municipal Securities Information Repository (a "NRMSIR") and the relevant state information repository (if any) and (ii) notice of various events described in the Rule, if material ("Event Notices"), to the Municipal Securities Rulemaking Board (the "MSRB") and to any such state information repository.

The State will agree with the purchasers of the Bonds, by executing a supplement to the Continuing Disclosure Agreement executed in connection with the issuance of its General Obligation Bonds - Series 1996A prior to the issuance of the Bonds, to provide Annual Reports with respect to itself to each NRMSIR and to any Delaware information repository that is formed. The State has determined that there currently is not any other obligated person for the purposes of the Rule. The State will provide Event Notices to the MSRB and to any Delaware information repository. The Continuing Disclosure Agreement appears as APPENDIX C to this Official Statement. Under the provisions of the State's Continuing Disclosure Agreement, the State is required to provide its Annual Report by May 1 of each year. The State is currently in compliance with all of its obligations under the Continuing Disclosure Agreement.

The execution and distribution of the Official Statement in connection with the sale of the Bonds has been duly authorized by the State.

THE STATE OF DELAWARE

RUTH ANN MINNER,
Governor

RICHARD S. CORDREY,
Secretary of Finance

HARRIET SMITH WINDSOR,
Secretary of State

JACK A. MARKELL,
State Treasurer

APPENDIX A

**SUMMARY OF CASH BASIS FINANCIAL STATEMENTS
For Fiscal Years 2002 Through 2006**

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THE STATE OF DELAWARE
BUDGETARY GENERAL FUND
RECEIPTS, DISBURSEMENTS AND CASH BALANCES
(in thousands)

| | Fiscal Years Ended June 30 | | | | |
|------------------------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | <u>2002⁽¹⁾</u> | <u>2003⁽¹⁾</u> | <u>2004⁽¹⁾</u> | <u>2005⁽¹⁾</u> | <u>2006⁽¹⁾</u> |
| <u>Receipts</u> | | | | | |
| Tax Revenue | | | | | |
| Personal Income..... | \$841,090 | \$839,879 | \$906,437 | \$1,015,637 | \$1,163,277 |
| Franchise..... | 492,490 | 448,160 | 515,827 | 508,064 | 526,364 |
| Corporation Income..... | 180,383 | 108,522 | 106,335 | 157,022 | 182,729 |
| Gross Receipts..... | 137,865 | 147,556 | 161,511 | 176,622 | 179,264 |
| Public Utility..... | 29,246 | 32,762 | 34,083 | 36,504 | 39,354 |
| Cigarette..... | 27,869 | 36,714 | 75,670 | 80,655 | 88,526 |
| Pari-Mutual..... | 198 | 203 | 188 | 169 | 166 |
| Inheritance and Estate..... | 41,552 | 39,339 | 13,395 | 6,411 | 4,900 |
| Realty Transfer..... | 50,192 | 65,980 | 88,554 | 113,557 | 116,875 |
| Alcoholic Beverage..... | 11,739 | 12,239 | 13,385 | 13,777 | 14,238 |
| Insurance Taxes..... | 55,275 | 53,559 | 51,885 | 54,361 | 59,196 |
| Bank Franchise..... | 118,383 | 141,462 | 136,627 | 134,778 | 132,726 |
| All Other..... | <u>185,815</u> | <u>264,633</u> | <u>364,693</u> | <u>339,713</u> | <u>418,269</u> |
| Total Taxes..... | 2,172,096 | 2,191,008 | 2,468,590 | 2,637,271 | 2,925,884 |
| Revenue Refunds..... | <u>215,627</u> | <u>223,604</u> | <u>190,993</u> | <u>217,801</u> | <u>203,192</u> |
| Net Taxes..... | 1,956,469 | 1,967,405 | 2,277,597 | 2,419,470 | 2,722,692 |
| Other Revenue | | | | | |
| Fees..... | 80,237 | 78,020 | 90,187 | 98,985 | 105,300 |
| Interest Earnings..... | 30,538 | 20,777 | 9,044 | 9,105 | 13,497 |
| Sales ⁽²⁾ | 312,607 | 308,556 | 306,053 | 288,789 | 308,783 |
| Grants, Donations & Special Income..... | 5,718 | 6,055 | 2,429 | 2,400 | 44 |
| Licenses..... | 7,207 | 8,115 | 9,396 | 13,144 | 10,994 |
| Other Revenue..... | 3,019 | 2,693 | 3,297 | 3,431 | 3,110 |
| Non-revenue and Transfers..... | <u>29,921</u> | <u>44,736</u> | <u>37,670</u> | <u>42,260</u> | <u>5,495</u> |
| Total Other Revenue..... | 469,247 | 468,952 | 458,076 | 458,114 | 447,223 |
| Total Receipts..... | <u>\$2,425,716</u> | <u>\$2,436,358</u> | <u>\$2,735,674</u> | <u>\$2,877,584</u> | <u>\$3,169,915</u> |
| <u>Disbursements</u> | | | | | |
| Legislative..... | \$ 10,798 | \$ 10,951 | \$ 10,893 | \$ 11,640 | \$ 12,916 |
| Judicial..... | 65,184 | 66,414 | 69,815 | 75,247 | 84,956 |
| Executive..... | 97,454 | 84,334 | 82,371 | 123,842 | 272,865 |
| Technology and Information..... | 494 | 6,410 | 33,314 | 31,843 | 36,813 |
| Other Elective Offices..... | 42,649 | 45,177 | 63,356 | 84,839 | 55,280 |
| Legal..... | 28,713 | 29,765 | 29,219 | 32,177 | 37,010 |
| Dept. of State..... | 18,113 | 16,765 | 14,976 | 17,058 | 19,292 |
| Dept. of Finance..... | 16,936 | 15,508 | 30,074 | 41,730 | 66,065 |
| Dept. of Administrative Services..... | 55,347 | 50,269 | 55,041 | 74,916 | - |
| Dept. of Health & Social Services..... | 617,553 | 639,425 | 652,563 | 707,351 | 783,771 |
| Dept. of Children, Youth & Their Families..... | 91,782 | 92,901 | 93,923 | 104,169 | 116,700 |
| Dept. of Correction..... | 179,228 | 185,493 | 189,619 | 201,694 | 227,496 |
| Dept. of Natural Resources & Env. Control..... | 43,574 | 40,967 | 43,137 | 45,774 | 57,631 |
| Dept. of Safety & Homeland Security..... | 96,102 | 99,730 | 95,940 | 99,818 | 114,963 |
| Dept. of Transportation..... | - | - | - | - | 12,027 |
| Dept. of Labor..... | 5,991 | 5,967 | 5,987 | 6,574 | 7,068 |
| Other..... | <u>17,711</u> | <u>18,833</u> | <u>19,040</u> | <u>19,787</u> | <u>20,437</u> |
| Total Departments..... | 1,387,631 | 1,408,911 | 1,489,267 | 1,678,461 | 1,925,290 |
| Higher Education..... | 213,705 | 205,233 | 207,508 | 228,342 | 239,291 |
| Public Education..... | <u>852,541</u> | <u>839,948</u> | <u>856,956</u> | <u>915,545</u> | <u>1,015,959</u> |
| Total Education..... | 1,066,246 | 1,045,181 | 1,064,464 | 1,143,887 | 1,255,250 |
| Total Disbursements..... | <u>\$2,453,877</u> | <u>\$2,454,092</u> | <u>\$2,553,731</u> | <u>\$2,822,348</u> | <u>\$3,180,540</u> |
| Receipts Over (Under) Disbursements..... | (28,160) | (17,734) | 181,943 | 55,236 | (10,625) |
| Cash Balance-Beginning of Period..... | 509,913 | 481,753 | 464,019 | 645,961 | 701,197 |
| General Fund Advances to Other Funds..... | - | - | - | - | - |
| Cash Balance..... | <u>\$ 481,753</u> | <u>\$ 464,019</u> | <u>\$ 645,961</u> | <u>\$ 701,197</u> | <u>\$ 690,572</u> |

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2002 through June 30, 2006.

(2) Consists primarily of payments for board and treatment at State institutions and lottery receipts.

NOTE: Numbers are rounded and thus the sum of the detail may not equal the total.

Source: Department of Finance.

THE STATE OF DELAWARE
BUDGETARY SPECIAL FUND
RECEIPTS, DISBURSEMENTS AND CASH BALANCES
(in thousands)

| | Fiscal Years Ended June 30 | | | | |
|---------------------------------------------------|-----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | <u>2002</u>⁽¹⁾ | <u>2003</u>⁽¹⁾ | <u>2004</u>⁽¹⁾ | <u>2005</u>⁽¹⁾ | <u>2006</u>⁽¹⁾ |
| Receipts | | | | | |
| Taxes | | | | | |
| Insurance | \$ 19,354 | \$ 18,730 | \$ 20,093 | \$ 21,385 | \$ 24,107 |
| Local School Property | 238,949 | 258,229 | 289,703 | 316,417 | 349,193 |
| All Other | <u>273,700</u> | <u>285,845</u> | <u>247,682</u> | <u>289,979</u> | <u>289,476</u> |
| Total Taxes | <u>532,003</u> | <u>562,805</u> | <u>557,479</u> | <u>627,782</u> | <u>662,776</u> |
| Other Revenue | | | | | |
| Federal Grants and Reimbursements | 886,231 | 958,421 | 1,036,703 | 1,127,048 | 1,204,152 |
| Pension Fund Receipts | 79,839 | 100,875 | 119,379 | 132,513 | 162,595 |
| Interest Earnings | 35,853 | 28,330 | 25,166 | 20,612 | 33,931 |
| All Other | <u>556,845</u> | <u>582,092</u> | <u>641,401</u> | <u>720,641</u> | <u>801,823</u> |
| Total Other Revenue | <u>1,558,768</u> | <u>1,669,717</u> | <u>1,822,648</u> | <u>2,000,815</u> | <u>2,202,501</u> |
| Non-Revenue and Transfer | | | | | |
| Sale of Bonds | 137,640 | 240,608 | 270,293 | 129,445 | 136,850 |
| Receipts from Pension Fund | 379,836 | 404,237 | 509,704 | 482,351 | 562,820 |
| All Other | <u>595,891</u> | <u>566,043</u> | <u>675,926</u> | <u>790,976</u> | <u>845,323</u> |
| Total Non-Revenue and Transfer | <u>1,113,367</u> | <u>1,210,888</u> | <u>1,455,923</u> | <u>1,402,771</u> | <u>1,544,993</u> |
| Total Receipts | 3,204,138 | 3,443,410 | 3,836,050 | 4,031,368 | 4,410,270 |
| Total Disbursements | <u>3,229,914</u> | <u>3,371,434</u> | <u>3,642,961</u> | <u>4,075,696</u> | <u>4,384,805</u> |
| Receipts Over (Under) Disbursements | (25,777) | 71,976 | 193,089 | (44,328) | 25,464 |
| Operating Cash Balance-Beginning of Period... | <u>831,433</u> | <u>804,262</u> | <u>861,813</u> | <u>1,055,600</u> | <u>1,012,112</u> |
| Operating Cash Balance-End of Period | <u>\$ 805,656</u> | <u>\$ 876,238</u> | <u>\$1,054,902</u> | <u>\$1,011,272</u> | <u>\$1,037,576</u> |
| Other Cash | | | | | |
| Payables ⁽²⁾ | (1,394) | (14,424) | 698 | 840 | (814) |
| Cash Balance | <u>\$ 804,262</u> | <u>\$ 861,813</u> | <u>\$1,055,600</u> | <u>\$1,012,112</u> | <u>\$1,036,762</u> |

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2002 through June 30, 2006.

(2) Payroll withholdings are no longer considered a State budgetary Special Fund. They are a General Ledger liability entry starting in fiscal 1987.

NOTE: Numbers are rounded and thus the sum of the detail may not equal the total.

Source: Department of Finance.

THE STATE OF DELAWARE
 COMBINED BUDGETARY GENERAL AND SPECIAL FUNDS
 RECEIPTS, DISBURSEMENTS AND CASH BALANCES
 (in thousands)

| | Fiscal Years Ended June 30 | | | | |
|--------------------------------------------------|-----------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | <u>2002⁽¹⁾</u> | <u>2003⁽¹⁾</u> | <u>2004⁽¹⁾</u> | <u>2005⁽¹⁾</u> | <u>2006⁽¹⁾</u> |
| Receipts | | | | | |
| Net Taxes..... | \$ 2,488,472 | \$ 2,530,209 | \$ 2,835,076 | \$ 3,047,252 | \$ 3,385,512 |
| Interest Earnings..... | 66,392 | 49,107 | 34,210 | 29,718 | 47,428 |
| Grants, Donations and Special Income..... | 852,829 | 902,424 | 997,480 | 1,071,632 | 1,156,096 |
| Licenses..... | 10,350 | 11,905 | 12,639 | 16,989 | 14,523 |
| Fees..... | 166,613 | 174,080 | 201,376 | 217,144 | 247,263 |
| Sales..... | 369,458 | 343,556 | 366,224 | 357,300 | 373,403 |
| Other Revenue..... | <u>632,080</u> | <u>705,991</u> | <u>751,819</u> | <u>852,188</u> | <u>964,005</u> |
| Total Revenue..... | 4,586,193 | 4,717,273 | 5,198,823 | 5,592,223 | 6,188,229 |
| Non-Revenue and Transfers..... | <u>1,043,661</u> | <u>1,162,494</u> | <u>1,372,901</u> | <u>1,316,728</u> | <u>1,391,954</u> |
| Total Receipts..... | 5,629,854 | 5,879,767 | 6,571,724 | 6,908,951 | 7,580,184 |
| Total Disbursements..... | <u>5,683,792</u> | <u>5,825,526</u> | <u>6,196,692</u> | <u>6,898,043</u> | <u>7,565,345</u> |
| Receipts Over (Under) Disbursements..... | (53,938) | 54,242 | 375,031 | 10,908 | 14,838 |
| Cash Balance-Beginning of Period..... | 1,341,346 | 1,286,014 | 1,325,832 | 1,701,561 | 1,713,309 |
| General Fund Advances to Other Funds..... | - | - | - | - | - |
| Operating Cash Balance-End of Period..... | <u>\$1,287,409</u> | <u>\$1,340,256</u> | <u>\$1,700,863</u> | <u>\$1,712,469</u> | <u>\$1,728,147</u> |
| Other Cash | | | | | |
| Payables ⁽²⁾ | (1,394) | (14,424) | 698 | 840 | (814) |
| Cash Balance..... | <u>\$1,286,014</u> | <u>\$1,325,832</u> | <u>\$1,701,561</u> | <u>\$1,713,309</u> | <u>\$1,727,333</u> |

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2002 through June 30, 2006.

(2) Payroll withholdings are no longer considered a State budgetary Special Fund. They are a General Ledger liability entry starting in fiscal 1987.

NOTE: Numbers are rounded and thus the sum of the detail may not equal the total.

Source: Department of Finance.

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APPENDIX B

**BASIC FINANCIAL STATEMENTS
For The Year Ended June 30, 2006**



KPMG LLP
Suite 200
30 North Third Street
PO Box 1190
Harrisburg, PA 17108-1190

Independent Auditors' Report

The Honorable Governor and
Honorable Members of the State Legislature
State of Delaware:

We have audited the accompanying financial statements of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Delaware (State) as of and for the year ended June 30, 2006, which collectively comprise the State's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the State's management. Our responsibility is to express opinions on these financial statements based on our audit. We did not audit the financial statements of the discretely presented component units. The financial statements of these entities were audited by other auditors whose reports thereon have been furnished to us, and our opinion on the basic financial statements, insofar as it relates to the amounts included for these entities, is based solely on the reports of the other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the State's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audit and the reports of the other auditors provide a reasonable basis for our opinions.

In our opinion, based on our audit and the reports of the other auditors, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, the business-type activities, the aggregate discretely presented component units, each major fund, and the aggregate remaining fund information of the State of Delaware as of June 30, 2006, and the respective changes in financial position and cash flows, where applicable, thereof for the year then ended in conformity with accounting principles generally accepted in the United States of America.



The management's discussion and analysis on pages 4 through 21, the budgetary comparison schedules for the general fund and special fund on pages 108 through 113, the information about infrastructure assets reported using the modified approach on pages 114 and 115, and the schedules of required supplementary pension data on pages 116 through 118 are not a required part of the basic 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.

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the State's basic financial statements. The supplementary financial information, introductory and statistical sections as listed in the table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. The supplementary combining statements have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, in conjunction with other auditors, are fairly stated in all material respects in relation to the basic financial statements taken as a whole. The introductory and statistical section have not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on them.

KPMG LLP

February 12, 2007

Management's Discussion and Analysis

The following is a discussion and analysis of the State of Delaware's financial activities for the fiscal year ended June 30, 2006. Readers are encouraged to consider the information presented here in conjunction with additional information that is furnished in the letter of transmittal, which can be found on pages i-vii of this report.

These financial statements have been prepared using the financial accounting model adopted by the Governmental Accounting Standards Board (GASB).

Financial Highlights

- The assets of the State exceeded its liabilities at the close of the most recent fiscal year by \$5.6 billion (net assets). Component units reported net assets of \$649.1 million, an increase of \$55.2 million from the previous year.
- As a result of its operations, the primary government's total net assets increased by \$309.7 million (5.9%) in fiscal year 2006. Net assets of governmental activities increased by \$204.7 million (8.9%) from the previous year, while net assets of the business-type activities increased \$105.0 million (3.6%) from the previous year.
- The State's governmental funds reported combined ending fund balances of \$1,374.7 million, a decrease of \$69.5 million (4.8%) in comparison with the prior year. This decrease resulted primarily from capital projects fund expenditures prior to the issuance of bonds.
- At the end of the current fiscal year, unreserved fund balance for the general fund was \$1,039.4 million, which was 27.8% of total general fund expenditures. Some of the unreserved fund balance is not available for new spending as such funds have been committed based on State statutes that can only be amended by legislation.
- The State's total general obligation debt increased \$18.2 million (1.8%), during fiscal year 2006 to \$1,045.2 million. Of the State's outstanding debt, \$401.8 million (38.4%) has been issued on behalf of local school districts, which are supported by the property tax revenues of those districts.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the State's basic financial statements. The State's basic financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to the financial statements. This report also contains other required supplementary information, in addition to the basic financial statements.

Government-wide financial statements The government-wide financial statements are designed to provide readers with a broad overview of the State of Delaware's finances, in a manner similar to a private sector business.

The statement of net assets presents information on all of the State of Delaware's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the State of Delaware is improving or deteriorating.

The statement of activities presents information showing how the State's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event that created the change occurs, regardless of the timing of related cash flows. As a result, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the State that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the State include general government, health and children's services, judicial and public safety, natural resources and environmental control, labor and education. The business-type activities of the State include transportation, lottery and unemployment services.

The government-wide financial statements include not only the State (known as the primary government), but also legally separate entities for which the State of Delaware is financially accountable. These entities include the Delaware State Housing Authority, the Diamond State Port Corporation, the Riverfront Development Corporation, the Delaware State University, the Delaware Technical and Community College Educational Foundation and 17 charter schools. Financial information for these component units is reported separately from the financial information presented for the primary government. The government-wide financial statements can be found on pages 22-23 of this report.

Fund financial statements A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The State, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the State of Delaware can be divided into three categories: governmental funds, proprietary funds, and fiduciary funds.

Governmental funds Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, the governmental fund financial statements focus on near-term inflows and outflows of available resources, as well as on balances of available resources on hand at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for government funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financial decisions. Both the governmental funds balance sheet and the governmental funds statement of revenues, expenditures, and changes in fund balance provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The State maintains four individual governmental funds: the general fund, the capital projects fund, the federal fund and the local school district fund. Information is presented separately in the governmental funds balance sheet and in the governmental funds statement of revenues, expenditures, and changes in fund balance for these funds.

The State budgets and controls its financial activities on the cash basis of accounting. In compliance with State law, the State records its financial transactions in either of two major categories – the General Fund or the Special Fund. References to these funds in this report include the terms “budgetary” or “budgetary basis” to differentiate them from the GAAP funds of the same name which encompass different funding categories. The State of Delaware adopts an annual appropriated budget for its budgetary general fund. A budgetary comparison statement has been provided for the budgetary general fund to demonstrate compliance with the budget. The statement can be found on page 110 of this report.

The basic governmental funds financial statements can be found on pages 24-27 of this report.

Proprietary funds The State maintains one type of proprietary fund. Enterprise funds are used to report the same functions presented as business-type activities in the government-wide financial statements. The State uses enterprise funds to account for operations of the Delaware State Lottery (Lottery), Unemployment Insurance Trust Fund and the Delaware Department of Transportation (DelDOT).

Proprietary funds provide the same type of information as the government-wide financial statements, but in more detail. The proprietary fund financial statements provide separate information for the Lottery, Unemployment Insurance Trust Fund and the DelDOT, all of which are considered to be major funds of the State.

The basic proprietary fund financial statements can be found on pages 28-30 of this report.

Fiduciary funds Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statements because the resources of those funds are not available to support the State's own programs. The pension trust funds are the primary fiduciary funds for the State. The accounting used for fiduciary funds is much like that used for proprietary funds.

The basic fiduciary fund financial statements can be found on pages 31-32 of this report. Combining fiduciary fund statements can be found on pages 120-123.

Notes to the financial statements The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 36-106 of this report.

Other information In addition to the basic financial statements and accompanying notes, this report presents certain Required Supplementary Information (RSI) concerning the status of the State's legally adopted budget, the maintenance of the State's infrastructure and additional schedules related to funding status and progress, annual pension costs and actuarial methods and assumptions for the State's pension trusts. The RSI can be found on pages 108-118 of this report.

Statewide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the State of Delaware, assets exceeded liabilities for the primary government by \$5.6 billion at the close of the most recent fiscal year.

The largest portion of the State's net assets (69.4%) reflects its investment in capital assets (e.g., land, buildings, vehicles, and equipment) less any related outstanding debt used to acquire those assets. The State uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the State's investment in capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities. Restricted net assets, comprising 9.6% of total net assets, represents resources that are subject to external restrictions, constitutional provisions, or enabling legislation on how they can be used. The remaining portion, unrestricted net assets (21.0%), may be used at the State's discretion; however, some of these funds have been appropriated based on State statutes.

Condensed Financial Information - Primary Government
As of June 30

(Expressed in Thousands)

| | Governmental Activities | | Business-type Activities | | Total | |
|-------------------------------------------------|-------------------------|---------------------|--------------------------|---------------------|---------------------|---------------------|
| | 2006 | 2005 | 2006 | 2005 * | 2006 | 2005 |
| Current and other non-current assets | \$ 2,207,560 | \$ 2,057,359 | \$ 588,064 | \$ 545,236 | \$ 2,795,624 | \$ 2,602,595 |
| Capital assets | 2,338,705 | 2,061,595 | 3,595,099 | 3,492,348 | 5,933,804 | 5,553,943 |
| Total assets | 4,546,265 | 4,118,954 | 4,183,163 | 4,037,584 | 8,729,428 | 8,156,538 |
| Long-term liabilities outstanding | 1,285,739 | 1,262,497 | 952,540 | 861,167 | 2,238,279 | 2,123,664 |
| Other liabilities | 751,988 | 552,595 | 178,198 | 229,004 | 930,186 | 781,599 |
| Total liabilities | 2,037,727 | 1,815,092 | 1,130,738 | 1,090,171 | 3,168,465 | 2,905,263 |
| Net assets: | | | | | | |
| Invested in capital assets, net of related debt | 1,244,073 | 983,693 | 2,616,971 | 2,530,196 | 3,861,044 | 3,513,889 |
| Restricted | 175,365 | 161,050 | 358,547 | 341,908 | 533,912 | 502,958 |
| Unrestricted | 1,089,100 | 1,159,119 | 76,907 | 75,309 | 1,166,007 | 1,234,428 |
| Total net assets | \$ 2,508,538 | \$ 2,303,862 | \$ 3,052,425 | \$ 2,947,413 | \$ 5,560,963 | \$ 5,251,275 |

* Restated Department of Transportation

The capital assets of the Governmental Activities increased \$277.1 million (13.4%) since June 30, 2005. Primary increases are a result of significant renovations to, and expansions of, existing school buildings across all counties to accommodate the rise in student population. Construction costs continue to increase consistent with national trends for higher costs for construction supplies, such as steel and lumber.

During Fiscal Year 2006, the State began entering into securities lending transactions as an opportunity to earn additional investment income, which is the primary reason for the increase in current and other non-current assets as well as other liabilities. Collateral is required for borrowed securities equal to 102% of the borrowed securities. The State invests the collateral to earn interest. Investments held for securities lending transactions and the corresponding obligations for securities lending transactions were \$130.6 million at June 30, 2006.

The increase of Business-type current and other non-current assets is primarily related to the increase in investments and receivables of DeIDOT and the increase in noncurrent liabilities is primarily related to the issuance of new revenue bonds by DeIDOT. The decrease in current liabilities is primarily attributable to DeIDOT due to the payment of the \$40 million general obligation bond anticipation note and a decrease in its accounts payable.

The following condensed financial information was derived from the government-wide Statement of Activities and reflects the changes in net assets during the fiscal year.

Changes in Net Assets - Primary Government

For Year End June 30

(Expressed in Thousands)

| | Governmental Activities | | Business-type Activities | | Total Primary Government | |
|----------------------------------------------------|-------------------------|---------------------|--------------------------|---------------------|--------------------------|---------------------|
| | 2006 | 2005 | 2006 | 2005 * | 2006 | 2005 |
| Revenues: | | | | | | |
| Program revenues: | | | | | | |
| Charges for services | \$ 410,169 | \$ 405,520 | \$ 1,193,871 | \$ 1,105,483 | \$ 1,604,040 | \$ 1,511,003 |
| Operating grants and contributions | 959,567 | 905,737 | | | 959,567 | 905,737 |
| Capital grants and contributions | 3,334 | 5,000 | 107,463 | 106,389 | 110,797 | 111,389 |
| General revenues: | | | | | | |
| Taxes: | | | | | | |
| Personal income taxes | 1,014,499 | 882,020 | | | 1,014,499 | 882,020 |
| Business taxes | 1,535,139 | 1,375,828 | | | 1,535,139 | 1,375,828 |
| Real estate taxes | 349,728 | 317,664 | | | 349,728 | 317,664 |
| Other taxes | 287,651 | 264,165 | | | 287,651 | 264,165 |
| Investment earnings | 49,577 | 35,624 | 16,634 | 18,208 | 66,211 | 53,832 |
| Gain (Loss) on sale of assets | 721 | | (4,211) | 561 | (3,490) | 561 |
| Miscellaneous | 33,595 | 37,570 | | | 33,595 | 37,570 |
| Total revenues | <u>4,643,980</u> | <u>4,229,128</u> | <u>1,313,757</u> | <u>1,230,641</u> | <u>5,957,737</u> | <u>5,459,769</u> |
| Expenses: | | | | | | |
| General Government | 480,490 | 404,190 | | | 480,490 | 404,190 |
| Health and Children's Services | 1,619,176 | 1,450,505 | | | 1,619,176 | 1,450,505 |
| Judicial and Public Safety | 539,365 | 477,691 | | | 539,365 | 477,691 |
| Natural Resources and Environmental Control | 114,287 | 95,622 | | | 114,287 | 95,622 |
| Labor | 61,013 | 61,360 | | | 61,013 | 61,360 |
| Education | 1,719,901 | 1,592,035 | | | 1,719,901 | 1,592,035 |
| Payment to Component Unit - Education | 81,575 | 73,279 | | | 81,575 | 73,279 |
| Interest Expense | 46,051 | 44,003 | | | 46,051 | 44,003 |
| Lottery | | | 408,997 | 388,062 | 408,997 | 388,062 |
| Transportation | | | 485,169 | 526,234 | 485,169 | 526,234 |
| Unemployment | | | 92,025 | 92,284 | 92,025 | 92,284 |
| Total expenses | <u>4,661,858</u> | <u>4,198,685</u> | <u>986,191</u> | <u>1,006,580</u> | <u>5,648,049</u> | <u>5,205,265</u> |
| Increase (Decrease) in net assets before transfers | (17,878) | 30,443 | 327,566 | 224,061 | 309,688 | 254,504 |
| Transfers | 222,554 | 244,518 | (222,554) | (244,518) | | |
| Increase (decrease) in net assets | 204,676 | 274,961 | 105,012 | (20,457) | 309,688 | 254,504 |
| Net assets - beginning of year | 2,303,862 | 2,028,901 | 2,947,413 | 2,967,870 | 5,251,275 | 4,996,771 |
| Net assets - end of year | <u>\$ 2,508,538</u> | <u>\$ 2,303,862</u> | <u>\$ 3,052,425</u> | <u>\$ 2,947,413</u> | <u>\$ 5,560,963</u> | <u>\$ 5,251,275</u> |

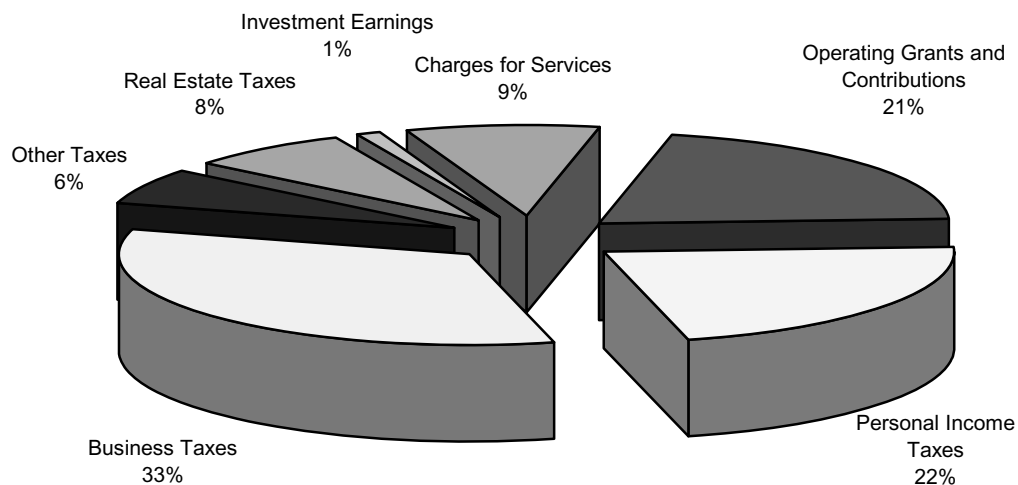
* Restated Department of Transportation

Governmental activities Governmental activities increased the State's net assets by 204.7 million while business-type activities increased the State's net assets by \$105.0 million. A comparison of the cost of services by function for the State's governmental activities is shown in the following chart, along with the revenues used to cover the net expenses of the governmental activities. Key elements of the increase in net assets are as follows:

Total general revenues increased \$358 million (12.3%) with significant increases in personal and business income taxes. As a result of strong labor, capital and small business markets and, one-time collections attributable to Bank of America's acquisition of MBNA, personal income tax receipts grew by \$132.5 million (15.0%) over fiscal 2005. In addition, business taxes followed the national trend growing \$159.3 million (11.6%) from fiscal 2005.

Program Revenues increased by \$56.8 million (4.3%) from the prior year. Charges for services were higher by \$4.6 million. Operating grants were up by \$53.8 million with \$35.0 million relating to increases in federal payments for Medicaid at Health and Children's Services.

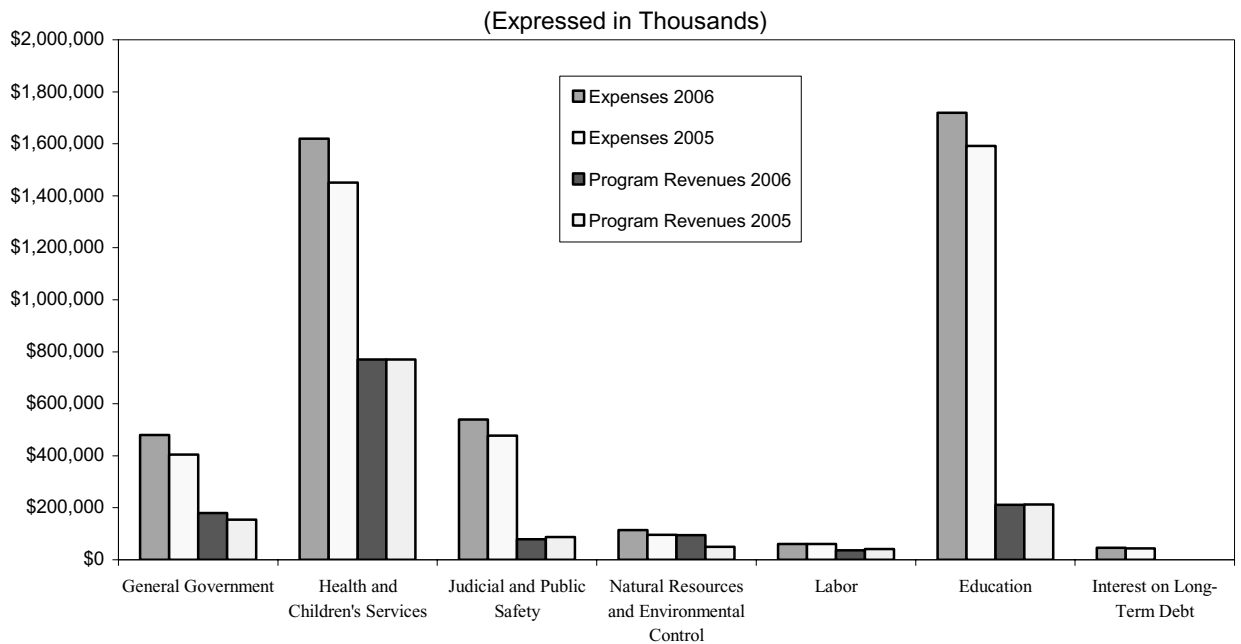
Revenues by Source – Governmental Activities



Expenses for governmental activities increased during fiscal year 2006 by \$463.2 million (11.0%). The largest increase occurred in Health and Children's Services; spending increased by \$168.7 million over the prior fiscal year, an increase attributable to escalating Medicaid costs, an increase of 5,630 eligible people receiving Medicaid, and an increase in the population needing public assistance.

Educational expenses increased by \$127.9 million due to the continued increase in student population. General Government expenses increased by \$76.3 million due to increased costs related to economic development incentives, part of which were incentives to attract and retain businesses in the State. In addition, incentives were provided to businesses and the general public to defray the significant increases in energy costs, as well as development and implementation of alternative fuel sources and reductions in environmental emissions. Judicial and Public Safety expenses increased by \$61.7 million due to additional caseloads within the court system and increased spending on homeland security. Natural Resources and Environment Control expenditures increased by \$18.7 million due to additional spending on new park facilities, such as rental cottages at Indian River Marina, and the improvements to the Killens Pond Water Park. Overall, expenses increased due to salary level increases as well as expenditures for new salaries for 571 employees across the State (a 1.9% increase in workforce), of which 428 were new teachers and other faculty members within Education.

Expenses and Program Revenues- Governmental Activities



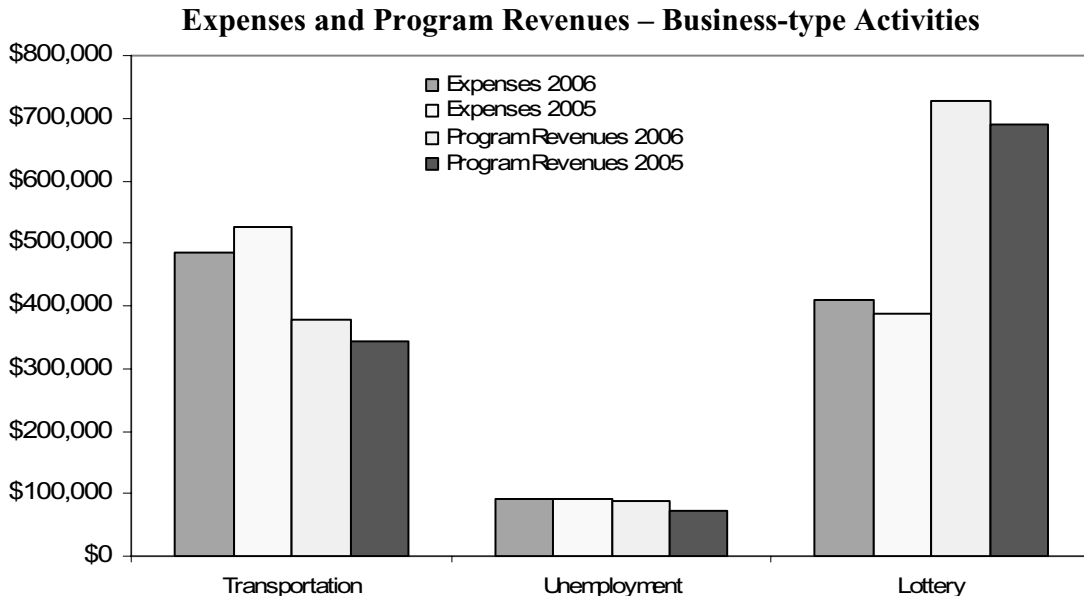
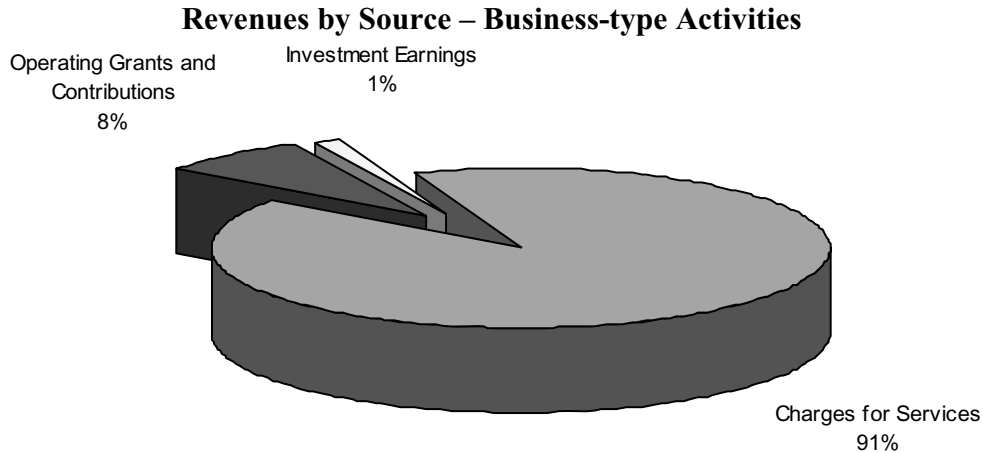
Business-type activities Business-type activities increased the State's net assets by \$105.0 million. This increase is comprised of a \$100.8 million increase in net assets by the Delaware Department of Transportation and a \$4.2 million increase at the Unemployment Insurance Trust Fund.

The increase in net assets of the Delaware Unemployment Insurance Trust Fund is attributable to an 18.0% increase in unemployment insurance taxes revenue while operating expenses decreased slightly. Even though benefits paid exceeded

revenue collected by \$5.4 million, fund equity remains adequate to pay average benefits for the next two years without additional revenue.

The DeIDOT fund's net assets at June 30, 2006 were \$100.8 million higher than June 30, 2005. The Department's total operating revenues increased \$36.5 million while operating expenses decreased \$37.9 million. The October 1, 2005 toll increase at I-95 was the main contributor to the operating revenue increase while decreases in expenses for maintenance, preservation and repairs all contributed to the reduction of expense.

The Lottery's net assets changed by less than \$0.1 million. By law, the Lottery's fund balance cannot exceed \$1.0 million. Accordingly, the Lottery transferred \$319.0 million to other State funds. Revenue for the Lottery increased by \$38.7 million (5.6%) over last year due to increased sales of all Lottery games. Total costs of games increased by \$20.4 million (5.4%) over the previous year.



Financial Analysis of the State's Funds

As noted earlier, the State uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds The focus of the State's governmental funds is to provide information on near-term inflows, outflows, and balances of available resources. Such information is useful in assessing the State of Delaware's financing requirements. Unreserved fund balances may serve as a useful measure of a government's net resources at the end of the fiscal year.

As of the end of the current fiscal year, the State of Delaware's governmental funds reported combined ending fund balances of \$1,374.7 million, a decrease of \$69.5 million. Approximately 61.6% of the aggregate fund balances, \$846.8 million, constitute unreserved fund balances. Of this total \$352.2 million is committed to various uses based on State statutes. These uses include the operation and maintenance of the State's parks and recreational systems, land and water conservation, the Violent Crimes Fund and the development and implementation of statewide information and technology projects.

Approximately \$527.9 million of the fund balance is reserved to indicate that they are not available for new spending due to the following: 1) to liquidate contracts and purchase orders of the prior period (\$319.1 million), 2) set aside for the budget reserve account (\$175.4 million), 3) for inventories and other assets (\$4.5 million), and 4) for prepaid items (\$28.9 million).

General funds The general fund accounts for the operation and administration of the State. Total general fund balance increased by \$57.0 million for the fiscal year. Total general fund revenue increased by \$417.1 million (13.3%) while expenditures increased by \$468.0 million (14.3%). The increases in revenue were caused by increases in business taxes of \$159.3 million (11.6%) and personal income taxes of \$135.0 million (15.4%). These increases are a result of strength in the labor and capital markets as well as small business expansion and one time payments related to the merger of MBNA with Bank of America.

Expenditures increased by \$124.6 million (25.8%) for General Government, \$128.3 million (14.8%) for Health and Children's Services, and \$92.0 million (8.2%) for Education. Increases in General Government expenditures resulted from increased costs related to economic development incentives, including those to attract and retain businesses in the State. In addition, incentives were provided to businesses and the general public to defray significant increases in energy costs, including development and implementation of alternative fuel sources and reductions in environmental emissions. Health and Children's Service expenditures increased primarily due to Medicaid cost increases consistent with an increase in the population needing public assistance. Educational expenses increased consistent with an increase in student population. Capital outlays

increased significantly since Fiscal Year 2005 (see Capital Assets and Debt Administration below) which primarily impacted the General Government, Natural Resources and Education Functions. Salary expense increases continued in Fiscal Year 2006 with the hiring of new employees and pay raises, which impacted expenditure increases across all functions but primarily in the Judicial and Public Safety and Education functions.

At the end of the current fiscal year, unreserved fund balance of the general fund was \$1,039.4 million, while total fund balance reached \$1,370.8 million. As a measure of the general fund's liquidity, it may be useful to compare both unreserved fund balance and total fund balance to total fund expenditures. Unreserved fund balance represents 27.8% of total general fund expenditures, while total fund balance represents 36.7% of total fund expenditures or 133 days of operations.

Federal funds Federal funds represent pass through grants used for designated purposes. Revenue increased by \$53.4 million for the year while spending increased by \$76.7 million, due to increased spending in social service programs such as Medicaid and public assistance to children, youth and their families.

Local School funds These funds are used to account for activities relating to the State's local school districts which are funded by locally raised real estate taxes and other revenues. The fund balance decreased by \$22.4 million to \$86.8 million. This reduction in fund balance was effected primarily by one of nineteen school districts of the State, Christina School District. Since then, district leadership has changed, a loan in the amount of \$20 million was made to the district from the General Fund, and significant measures have been taken to reduce the level of expenditures.

Capital Project funds Capital Project Funds are used to account for the construction and acquisition of capital assets of the primary government. Capital outlay expenditures totaled \$223.8 million in fiscal 2006, an increase of \$50.2 million. State Legislation authorizes certain Capital Project expenditures prior to the issuance of bonds in an aggregate amount not to exceed 3% of General Fund revenue. The deficit in the Capital Projects Fund was replenished on August 1, 2006, when the State issued \$189.2 million of general obligation bonds.

Proprietary funds The State of Delaware's proprietary funds provide the same type of information found in the government-wide financial statements, but in more detail. The proprietary fund financial statements provide separate information for the Lottery, Unemployment Insurance Trust Fund and the DelDOT fund, all of which are considered to be major funds of the State.

The State's net assets increased in fiscal 2006 by \$105.0 million as a result of operations in the proprietary funds. Pages 11 and 12 discuss the changes in net assets of the business-type activities.

General Fund Budgetary Highlights

The Budgetary General Fund is the chief operating fund of the State. At the end of the fiscal year, total fund balance decreased by \$10.6 million (1.5%). Revenues were \$292.1 million (10.2%) higher than the previous fiscal year due to continued growth in employment, personal income and corporate profits. For example, net personal income tax revenue grew by \$132.9 million (15.1%). Even after adjusting for nonrecurring payments, such as the one-time payments resulting from Bank of America's acquisition of MBNA, personal income tax revenues grew by 11.7% from fiscal 2005.

The economy's momentum is also reflected in outstanding business profits, which fueled a \$70.5 million (7.0%) increase in business taxes. Other non-tax revenue also performed well in fiscal 2006 increasing by \$23.1 million (6.3%) while Lottery revenues were up by \$14.8 million (6.3%).

Expenditures were \$358.2 million (12.7%) higher than the previous fiscal year. Salaries and other employment costs increased by \$153.8 million (10.7%). Grants-in-Aid increased by \$109.0 million (37.1%) while Medicaid and Public Assistance grew by \$50.5 million (11.9%). In addition, contractual services increased by \$23.4 million (10.2%) while capital outlays increased by \$15.7 million (25.4%). Debt service payments decreased by \$21.0 million (13.7%) as the debt payments were made from the special fund.

The original budget authorizes current fiscal year operating and administrative expenditures. Included in the final budget are the original budget, prior year encumbrances, multi-year project budgetary carry-forwards from the prior fiscal years, and all modifications to the original budget. The most significant components are the original budget and carry-forwards of prior fiscal year. The unused appropriations from a prior year will carry forward to the final budget for authorized capital projects and grants for example until the funds are spent. During Fiscal Year 2006, the original budget was modified to provide increased spending in services in education, health and children's services, self-insurance for health care, expenditures for beach and farmland preservation, land and water conservation, and in minor capital renovations in facilities management.

The final budget exceeded actual expenditures in all departments, with significant favorable budget variances in the following departments:

- \$109.2 million in the Executive Department for funds budgeted but not spent on an ongoing significant capital improvement project to upgrade the State's emergency response system and software system upgrades for Enterprise Resource Planning Software and a Courts system; other minor capital projects; loans to other agencies and to contractors for subsidized housing improvements;

- \$92.2 million in the Department of Education for funds budgeted but not spent on educational programs (such as the “No Child Left Behind” act);
- \$41.4 million in Natural Resources and Environmental Control for expenditures authorized in the final budget but not spent on energy incentives and incentives for improving the environment such as beach preservation, retention ponds, improvements to State Parks, and water conservation;
- \$34.0 million in the Department of Health and Social Services as well as \$5.8 million in the Department of Children, Youth and Their Families for funds encumbered but not spent for increased public assistance programs.

Funded projects which are not completed by year-end may carry over unspent funds into Fiscal Year 2007. Unspent funds are reflected in the final budget which may cause variances from original budget.

Special Fund Budgetary Highlights

At the end of the fiscal year, the total fund balance was \$352.2 million or an increase of \$18.5 million (5.5%) from the previous year.

Revenues increased by \$99.8 million (18.1%) from the previous year. The largest increase in revenues occurred in other non-tax revenue which increased by \$83.0 million (22.5%) due in part to an increase in employee and employer-share of health care costs. Increases in insurance, corporation and sewer and water fees led to an \$37.4 million positive variance to the final budget. Interest earnings were below budget as both interest rates and balances were lower than budget.

Expenditures were \$60.8 million (10.6%) higher than the previous year. Expenditures increased in the Treasury Department by \$29.4 million as a result of payments on debt which were made from the budgetary general fund in the previous year while Transportation expenses increased by \$20.3 million (9.9%) due to an increase in capital and operating spending for roadway and bridge improvements as well as increases in salaries, contractual services and supplies. Expenditures were below budget for the Department of Natural Resources and Environmental Control as appropriated projects were not started as soon as expected.

Capital Assets and Debt Administration

Capital assets The State of Delaware’s investment in capital assets for its governmental and business-type activities, as of June 30, 2006, amounted to \$5.9 billion (net of accumulated depreciation). This investment in capital assets includes land, land improvements, buildings, vehicles and equipment, easements, roads, highways, and bridges. The total increase in capital assets for governmental activities was \$277.1 million (13.4%) and the increase for business-type activities was \$102.8 million (2.9%).

Major capital asset acquisitions during the current fiscal year included the following:

- Completion of new schools and renovations of existing schools of \$88.5 million as well as completion of the Georgetown Division of Motor Vehicles for \$11.6 million and the Haslett Armory for \$7.9 million. In addition, construction-in-progress as of June 30, 2006 was \$302.8 million for governmental activities. Approximately 85% of this total is related to the building of new schools and improvements to existing schools across all counties, with the majority of spending occurring in New Castle County.
- The DeIDOT fund increased due to the I-95 expansion and Riverfront projects.

As allowed by GASB Statement No. 34, the State has adopted an alternative process for recording expense related to selected infrastructure assets. Under this alternative method, referred to as the modified approach, the State expenses certain maintenance and preservation costs and does not report depreciation expense. Assets accounted for under the modified approach include 4,453 center-line miles of roads and 1,374 bridges that the State is responsible to maintain.

DeIDOT performs condition assessments of eligible infrastructure assets at least every three years. Currently, road condition assessments are conducted every year using the Overall Pavement Condition (OPC) rating system. Bridge condition assessments are conducted, for the most part, every two years using the Bridge Condition Rating (BCR) system.

The Department of Transportation has changed its policy for road condition maintenance from 75% good or better to 85% fair or better to more effectively reflect roadway conditions over time. Good road ratings are represented by roads that need no action or preventive maintenance only. Fair road ratings require primarily only preventive maintenance. This change will continue to allow the Department to maintain the state owned roads indefinitely, and as a result no depreciation is provided on the road system.

In the past few years, the cost of maintaining the road system has increased dramatically reflecting the impact of the cost of petroleum based products as well as the rapid growth of the State and general construction demands worldwide. These costs are the major driver that has caused the State to exceed its preservation and maintenance estimate for each of the last six years.

The focus of available funding has been placed on maintaining the State's major roads at the highest levels. The Interstate System has seen improvement in the past few years and the Arterial and Collector roadways have had modest improvement in Fiscal Year 2006. Local roads have accounted for the overall movement from good to fair with good roads down 10% and fair roads up 7% over the last six years.

Of the State's 1,374 bridges that were rated in 2005, 1,048 or 76.3% received a Good or Better BCR rating, 17.7% were rated fair, and 6.0% received a substandard rating. Of the 7,241,809 square feet of bridge deck that was rated, 94% or 6,808,227 square feet received an OPC condition rating of Good or Better, 5.4% received a fair rating, and 0.6% received a substandard deck rating. In 2005, when 4,453 centerline miles were rated, 89.5% received a fair or better OPC rating, and 10.5 percent received a poor rating.

The 2006 estimate to maintain and preserve the Department of Transportation's infrastructure was \$136.0 million. Actual expenditures of \$211.3 million include items authorized in prior years.

Additional information on the State's capital assets can be found in Note 1 on pages 44-45, Note 12 on page 88-90 and on pages 114-115 in the Required Supplementary Information.

A summary of the State's primary government's capital assets, net of depreciation is provided below.

**State of Delaware Capital Assets as of June 30
Net of Depreciation**

(Expressed in Thousands)

| | Government Activities | | Business-type Activities | | Total Primary Government | |
|-------------------------------|-----------------------|---------------------|--------------------------|---------------------|--------------------------|---------------------|
| | 2006 | 2005 | 2006 | 2005 * | 2006 | 2005 |
| Land | \$ 383,173 | \$ 361,390 | \$ 211,272 | \$ 164,703 | \$ 594,445 | \$ 526,093 |
| Land Improvements | 57,438 | 52,958 | | | 57,438 | 52,958 |
| Buildings | 1,450,519 | 1,365,681 | 36,901 | 42,802 | 1,487,420 | 1,408,483 |
| Easements | 101,059 | 92,604 | | | 101,059 | 92,604 |
| Equipment and Vehicles | 43,763 | 45,577 | 75,616 | 82,633 | 119,379 | 128,210 |
| Infrastructure | | | 3,255,998 | 3,201,817 | 3,255,998 | 3,201,817 |
| Construction- in- Progress | 302,753 | 143,385 | 15,312 | 393 | 318,065 | 143,778 |
| Total | \$ 2,338,705 | \$ 2,061,595 | \$ 3,595,099 | \$ 3,492,348 | \$ 5,933,804 | \$ 5,553,943 |

* Amounts restated for Delaware Department of Transportation.

Long-term debt At the end of the current fiscal year, the State had total general obligation bond debt outstanding of \$1,045.2 million backed by the full faith and credit of the State. Delaware's debt burden reflects a commitment to public and higher education facilities, prisons, State offices and other facilities as well as the centralized role of the State in financing capital projects that are typically funded by local governments in other states, such as school districts. As of June 30, 2006, \$401.8 million (38.4%) of the State's outstanding debt was issued on behalf of local school districts. Local school districts transferred \$38.3 million of property tax revenue to the State to cover related debt service during Fiscal Year 2006.

The State has no constitutional debt limits. However, in 1991, the State enacted legislation that limits debt issuance with a three-part test as follows:

- A 5% test restricts new debt authorization to 5% of budgetary General Fund revenue as projected on June 30th for the next fiscal year. Should actual revenue collections increase during the year, no additional authorizations are made.
- A 15% test restricts debt issuance if the annual payments on all outstanding debt exceed 15% of estimated budgetary General Fund and Transportation Trust Fund Revenue for the next fiscal year. These annual payments currently represent less than 7% of estimated general fund and transportation trust fund revenues.
- Finally, a cash balance test restricts debt issuance if the debt service payment in any year exceeds the estimated cumulative cash balance for the following fiscal year. For fiscal 2008, the projected cash balance exceeds debt service more than four times.

Due to the State's statutory debt limits, its conservative fiscal management and its above-average income levels, three principal rating agencies, Moody's Investor's Service, Fitch Ratings and Standard & Poor's, reaffirmed its triple-A ratings on Delaware's general obligation bonds during fiscal 2006. Delaware has maintained triple-A ratings from all three agencies since the year 2000.

On September 15, 2005, the State issued \$132.0 million in general obligation bonds. Although the bonds are authorized to be sold as twenty-year bonds, the State chose to sell \$40 million as ten-year bonds – an example of Delaware's fiscal prudence – and the remaining \$92 million as twenty-year bonds representing the local school district share. Subsequent to the end of fiscal year 2006, on August 1, 2006, the State issued \$189.2 million in general obligation bonds. Again, \$83.2 million were sold as ten-year bonds and the remaining \$106 million were sold as twenty-year bonds.

Debt issued by the Delaware Transportation Authority, or "DTA", does not constitute a debt of the State or a pledge of its general taxing power or of its full faith and credit. Rather, the outstanding revenue bonds are obligations of the DTA payable solely from and secured by a pledge and assignment of certain tolls and revenues such as motor fuel tax revenues, motor vehicle document fees and motor vehicle registrations. The DTA has revenue bonds outstanding of \$953.3 million as of June 30, 2006. In November 2005, the DTA issued \$150.0 million to support its ongoing capital transportation program and repay a \$40 million Bond Anticipation Note.

Additional information on the State of Delaware's long-term debt can be found in Notes 5, 6 and 7 on pages 70-83 of this report.

Other Post Employment Benefits

The State provides post-employment health care to its employees and currently recognizes these on a “pay-as-you-go” basis. The cost of these benefits in fiscal year 2006 is estimated to be \$93.3 million as compared to \$84.8 million in fiscal 2005. Pursuant to current accounting standards, no liability is present in the State’s financial statements. However, as a result of the GASB Statement No. 45, “*Accounting and Reporting for Other Post-Employment Benefits (OPEB)*”, the State will account for retiree health care benefits on an actuarial basis beginning in fiscal 2008. The initial estimate of the State’s actuarially accrued liability, based on an analysis conducted in September 2005, has been determined to be approximately \$3.1 billion. The study, which was completed prior to the release of the GASB Technical Bulletin, is calculated at net of Medicare Part D Savings and assumes advance funding by the State. The State is proceeding with a new actuarial study that will be completed in the late January, early February 2007 timeframe. While the State has not yet determined how the liability will ultimately be managed, \$25.2 million in assets have been accumulated as of June 2006.

Economic Factors and Next Year’s Budgets and Rates

The Delaware Economic and Financial Advisory Council (DEFAC) met on June 19, 2006 to prepare the final revenue and expenditure estimates upon which the fiscal year 2007 operating and capital budgets would be based. The Department of Finance estimated that employment in Delaware had increased by 1.6% during fiscal year 2006, continuing the positive trend that began during fiscal year 2004. Fiscal year 2007 employment is expected to continue to grow, with job growth pegged at 1.0%.

The fiscal year 2007 operating and capital budgets meet budgetary spending limitations imposed by law. The budget reflects higher growth rates in revenues and carryover of surplus cash from fiscal year 2006. The fiscal year 2007 operating budget is \$3,101.9 million, 9.4% greater than fiscal year 2006. Supplemental appropriations, typically in the form of cash allocated to the capital budget fell 26.2%, decreasing from \$329.3 million in fiscal year 2006 to \$243.3 million in fiscal year 2007.

Requests for Information

This financial report is designed to provide a general overview of the State of Delaware’s finances for all those with an interest in the government’s finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Director of Accounting, 820 Silver Lake Boulevard, Suite 200, Silver Lake Plaza, Dover, Delaware 19904. This CAFR is also located at <http://www.state.de.us/finance/default.shtml>.

The State’s component units publish their own separately issued audited financial statements. These statements may be obtained from their respective

administrative offices or from the Office of Auditor of Accounts, Townsend Building, Suite #1, 401 Federal Street, Dover, Delaware 19901.

STATE OF DELAWARE
STATEMENT OF NET ASSETS
JUNE 30, 2006

(Expressed in Thousands)

| | Primary Government | | Total | Component Units |
|------------------------------------------------------|-------------------------|--------------------------|---------------------|-------------------|
| | Governmental Activities | Business-type Activities | | |
| ASSETS | | | | |
| Current assets: | | | | |
| Cash and cash equivalents | \$ 404,935 | \$ 252,346 | \$ 657,281 | \$ 50,431 |
| Cash and cash equivalents - restricted | | 2,001 | 2,001 | 7,845 |
| Investments | 341,670 | 69,528 | 411,198 | 43,137 |
| Investments - securities lending transactions | 130,621 | | 130,621 | |
| Investments - restricted | | 98,019 | 98,019 | 3,472 |
| Accounts and other receivables, net | 175,614 | 65,098 | 240,712 | 29,062 |
| Loans and notes receivable, net | 4,734 | 1,153 | 5,887 | 13,813 |
| Internal balances | 4,123 | (4,123) | | |
| Inventories | 4,545 | 13,089 | 17,634 | 489 |
| Prepaid items | 28,880 | 279 | 29,159 | 3,816 |
| Other current assets | | 1,933 | 1,933 | 7,972 |
| Total current assets | 1,095,122 | 499,323 | 1,594,445 | 160,037 |
| Noncurrent assets: | | | | |
| Investments | 927,581 | 666 | 928,247 | 185,388 |
| Investments - restricted | | 50,718 | 50,718 | 27,775 |
| Accrued interest receivable | | 697 | 697 | |
| Accounts and other receivables, net | 55,787 | | 55,787 | 3,674 |
| Loans and notes receivable, net | 124,295 | 34,072 | 158,367 | 429,323 |
| Capital assets | | | | |
| Non-depreciable | 786,985 | 3,482,582 | 4,269,567 | 111,602 |
| Depreciable capital assets, net | 1,551,720 | 112,517 | 1,664,237 | 371,283 |
| Deferred bond issuance costs | 4,775 | | 4,775 | 5,433 |
| Other restricted assets | | | | 2,765 |
| Other noncurrent assets | | 2,588 | 2,588 | 7,202 |
| Total noncurrent assets | 3,451,143 | 3,683,840 | 7,134,983 | 1,144,445 |
| Total assets | 4,546,265 | 4,183,163 | 8,729,428 | 1,304,482 |
| LIABILITIES | | | | |
| Current liabilities: | | | | |
| Accounts payable | 368,410 | 33,591 | 402,001 | 17,505 |
| Accrued liabilities | 44,900 | 29,441 | 74,341 | 11,482 |
| Interest payable | 21,087 | 23,829 | 44,916 | |
| Notes payable | 153 | | 153 | 15,117 |
| Unearned revenues | 19,895 | 5,040 | 24,935 | 315 |
| Capital leases | | | | 12 |
| Escheat liabilities | 7,000 | | 7,000 | |
| Compensated absences | 10,684 | 3,802 | 14,486 | 62 |
| Claims and judgments | 25,288 | 2,356 | 27,644 | |
| Escrow deposits | | 1,937 | 1,937 | 108 |
| Collateral held for securities lending transactions | 130,621 | | 130,621 | |
| Current portion of long-term notes payable | 2,702 | | 2,702 | |
| Current portion of general obligation long-term debt | 117,429 | | 117,429 | |
| Current portion of revenue bonds | | 61,370 | 61,370 | 13,959 |
| Current portion of bond issue premium, net | 3,219 | 6,815 | 10,034 | |
| Other current liabilities | 600 | 10,017 | 10,617 | 2,186 |
| Total current liabilities | 751,988 | 178,198 | 930,186 | 60,746 |
| Noncurrent liabilities: | | | | |
| Compensated absences | 117,184 | 10,673 | 127,857 | 6,142 |
| Pension obligation | 99,002 | | 99,002 | |
| Claims and judgments | 63,176 | 14,334 | 77,510 | |
| Escheat liabilities | 28,000 | | 28,000 | |
| Escrow deposits | | | | 27,031 |
| Liabilities payable from restricted assets | | 8,122 | 8,122 | |
| Notes payable | 891 | | 891 | 38,074 |
| General obligation long-term debt | 927,737 | | 927,737 | |
| Revenue bonds | | 891,895 | 891,895 | 484,288 |
| Bond issue premium, net | 47,276 | 24,080 | 71,356 | |
| Other long-term obligations | 2,473 | 3,436 | 5,909 | 39,094 |
| Total noncurrent liabilities | 1,285,739 | 952,540 | 2,238,279 | 594,629 |
| Total liabilities | 2,037,727 | 1,130,738 | 3,168,465 | 655,375 |
| NET ASSETS | | | | |
| Invested in capital assets, net of related debt | 1,244,073 | 2,616,971 | 3,861,044 | 332,683 |
| Restricted | | | | |
| Budgetary reserve | 175,365 | | 175,365 | |
| Unemployment benefits | | 217,000 | 217,000 | |
| Federal and state regulations | | | | 177,571 |
| Bond covenants | | | | 29,995 |
| Capital projects | | | | 29,716 |
| Other restrictions | | 141,547 | 141,547 | 19,829 |
| Unrestricted | 1,089,100 | 76,907 | 1,166,007 | 59,313 |
| Total net assets | \$ 2,508,538 | \$ 3,052,425 | \$ 5,560,963 | \$ 649,107 |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| Function | Program Revenues | | | | Net (Expenses) Revenue and Changes in Net Assets | | | Component Units |
|-----------------------------------------------------|------------------|-------------------------|------------------------------------------|----------------------------------------|-----------------------------------------------------|-----------------------------|--------------|--------------------|
| | Expenses | Charges for Services | Operating Grants and Contributions | Capital Grants and Contributions | Primary Government | | | |
| | | | | | Governmental Activities | Business-Type Activities | Total | |
| Primary government: | | | | | | | | |
| Governmental activities: | | | | | | | | |
| General Government | \$ 480,490 | \$ 148,056 | \$ 31,272 | \$ 500 | \$ (300,662) | | \$ (300,662) | |
| Health and Children's Services | 1,619,176 | 83,445 | 687,255 | | (848,476) | | (848,476) | |
| Judicial and Public Safety | 539,365 | 46,762 | 31,853 | | (460,750) | | (460,750) | |
| Natural Resources and | | | | | | | | |
| Environmental Control | 114,287 | 66,354 | 28,786 | | (19,147) | | (19,147) | |
| Labor | 61,013 | | 36,791 | | (24,222) | | (24,222) | |
| Education | 1,719,901 | 65,552 | 143,610 | 2,834 | (1,507,905) | | (1,507,905) | |
| Unrestricted payments to component | | | | | | | | |
| units - | | | | | | | | |
| Education | 81,575 | | | | (81,575) | | (81,575) | |
| Interest | 46,051 | | | | (46,051) | | (46,051) | |
| Total governmental activities | 4,661,858 | 410,169 | 959,567 | 3,334 | (3,288,788) | | (3,288,788) | |
| Business-type activities: | | | | | | | | |
| Lottery | 408,997 | 727,993 | | | | \$ 318,996 | 318,996 | |
| Transportation | 485,169 | 379,246 | | 107,463 | | 1,540 | 1,540 | |
| Unemployment | 92,025 | 86,632 | | | | (5,393) | (5,393) | |
| Total business-type activities | 986,191 | 1,193,871 | | 107,463 | | 315,143 | 315,143 | |
| Total primary government | \$ 5,648,049 | \$ 1,604,040 | \$ 959,567 | \$ 110,797 | | | | |
| Component units: | | | | | | | | |
| Delaware State Housing Authority | \$ 72,094 | \$ 28,916 | \$ 46,471 | \$ 1,189 | | | | \$ 4,482 |
| Diamond State Port Corporation | 32,752 | 30,979 | | 15,710 | | | | 13,937 |
| Riverfront Development Corporation | 7,195 | 1,606 | 8,627 | 15,078 | | | | 18,116 |
| Delaware State University | 84,765 | 36,718 | 20,537 | 7,540 | | | | (19,970) |
| Delaware Technical & Community | | | | | | | | |
| College | | | | | | | | |
| (DTCC) Educational Foundation | 708 | 375 | 609 | | | | | 276 |
| Delaware Charter Schools | 57,918 | 620 | 5,421 | 1,123 | | | | (50,754) |
| Total component units | \$ 255,432 | \$ 99,214 | \$ 81,665 | \$ 40,640 | | | | (33,913) |
| General Revenues | | | | | | | | |
| Taxes: | | | | | | | | |
| Personal income | | | | | 1,014,499 | | 1,014,499 | |
| Business | | | | | 1,535,139 | | 1,535,139 | |
| Real estate | | | | | 349,728 | | 349,728 | |
| Other | | | | | 287,651 | | 287,651 | |
| Unrestricted payments from primary | | | | | | | | |
| government | | | | | | | | 81,575 |
| Investment earnings | | | | | 49,577 | 16,634 | 66,211 | 10,539 |
| Gain on sale of assets | | | | | 721 | (4,211) | (3,490) | (2,311) |
| Miscellaneous | | | | | 33,595 | | 33,595 | (676) |
| Transfers | | | | | 222,554 | (222,554) | | |
| Total General Revenues and Transfers | | | | | 3,493,464 | (210,131) | 3,283,333 | 89,127 |
| Change in Net Assets | | | | | 204,676 | 105,012 | 309,688 | 55,214 |
| Net Assets - Beginning of Year (as restated) | | | | | 2,303,862 | 2,947,413 | 5,251,275 | 593,893 |
| Net Assets - End of Year | | | | | \$ 2,508,538 | \$ 3,052,425 | \$ 5,560,963 | \$ 649,107 |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
 COMBINED BALANCE SHEET
 GOVERNMENTAL FUNDS
 JUNE 30, 2006
 (Expressed in Thousands)

| | General | Federal | Local School District | Capital Projects | Total Governmental Funds |
|---------------------------------------------------|---------------------|-------------------|-----------------------------|---------------------|--------------------------------|
| ASSETS | | | | | |
| Cash and cash equivalents | \$ 397,594 | \$ 116 | \$ 7,225 | | \$ 404,935 |
| Investments | 1,132,862 | | 136,389 | | 1,269,251 |
| Investments - securities lending transactions | 130,621 | | | | 130,621 |
| Accounts receivable, net | 53,049 | 7,360 | 460 | | 60,869 |
| Taxes receivable, net | 76,121 | | 17,603 | | 93,724 |
| Intergovernmental receivables, net | 183 | 76,625 | | | 76,808 |
| Due from other funds | 89,811 | | | | 89,811 |
| Inventories | 4,454 | | 91 | | 4,545 |
| Prepaid items | 14,414 | 14,466 | | | 28,880 |
| Loans and notes receivable | 107,205 | 21,824 | | | 129,029 |
| Total assets | \$ 2,006,314 | \$ 120,391 | \$ 161,768 | | \$ 2,288,473 |
| LIABILITIES AND FUND BALANCES | | | | | |
| Liabilities | | | | | |
| Accounts payable | \$ 250,651 | \$ 46,894 | \$ 46,416 | \$ 24,449 | \$ 368,410 |
| Accrued liabilities | 44,900 | | | | 44,900 |
| Claims and judgments | 934 | | | | 934 |
| Escheat liability | 7,000 | | | | 7,000 |
| Due to other funds | | 10,561 | 12,271 | 62,856 | 85,688 |
| Deferred revenues | 201,450 | 58,495 | 16,248 | | 276,193 |
| Obligations under securities lending transactions | 130,621 | | | | 130,621 |
| Total liabilities | 635,556 | 115,950 | 74,935 | 87,305 | 913,746 |
| Fund balances (deficit) | | | | | |
| Reserved for: | | | | | |
| Encumbrances | 137,155 | 50,816 | 12,536 | 118,593 | 319,100 |
| Inventories | 4,454 | | 91 | | 4,545 |
| Prepaid items | 14,414 | 14,466 | | | 28,880 |
| Budgetary reserve | 175,365 | | | | 175,365 |
| Unreserved (deficit) | 1,039,370 | (60,841) | 74,206 | (205,898) | 846,837 |
| Total fund balances (deficit) | 1,370,758 | 4,441 | 86,833 | (87,305) | 1,374,727 |
| Total liabilities and fund balances | \$ 2,006,314 | \$ 120,391 | \$ 161,768 | \$ | \$ 2,288,473 |

See Accompanying Notes to the Financial Statements

**STATE OF DELAWARE
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET ASSETS
JUNE 30, 2006**

(Expressed in Thousands)

Total Fund Balances - Governmental Funds \$ 1,374,727

Amounts reported for governmental activities in the statement of net assets are different because:

Net capital assets used in governmental activities are not financial resources and therefore are not reported in the funds. These assets consist of:

| | | | |
|--------------------------|----|-----------|-----------|
| Land | \$ | 383,173 | |
| Land improvements | | 57,438 | |
| Buildings | | 1,450,243 | |
| Easements | | 101,059 | |
| Equipment and vehicles | | 44,039 | |
| Construction in progress | | 302,753 | |
| | | | 2,338,705 |

Some of the State's revenues will be collected after year-end but are not available soon enough to pay for the current period's expenditures and therefore are deferred in the funds. 256,298

Some liabilities net of related assets are not due and payable in the current period and therefore are not reported in the funds. Those liabilities consist of:

| | | | |
|--------------------------------------------------------|----|-------------|-------------|
| Interest payable | \$ | (21,087) | |
| Claims and judgments | | (88,130) | |
| Compensated absences | | (127,868) | |
| Pension obligation | | (99,002) | |
| General obligation long-term debt and related accounts | | (1,090,886) | |
| Notes payable (current and long-term) | | (3,746) | |
| Other long-term obligations | | (2,473) | |
| Escheat liability | | (28,000) | |
| | | | (1,461,192) |

Net assets of governmental activities \$ 2,508,538

STATE OF DELAWARE
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES (DEFICITS)
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| | <u>General</u> | <u>Federal</u> | <u>Local School District</u> | <u>Capital Projects</u> | <u>Total Governmental Funds</u> |
|--------------------------------------------------------------|---------------------|-----------------|--------------------------------------|-----------------------------|-----------------------------------------|
| REVENUES | | | | | |
| Personal taxes | \$ 1,013,151 | | | | \$ 1,013,151 |
| Business taxes | 1,537,344 | | | | 1,537,344 |
| Other tax revenue | 287,506 | | \$ 349,377 | | 636,883 |
| Licenses, fees, permits and fines | 319,046 | | 722 | | 319,768 |
| Rentals and sales | 21,037 | | 30,010 | | 51,047 |
| Federal government | 32,744 | \$ 941,953 | 1,446 | | 976,143 |
| Interest & other investment income | 39,912 | 293 | 9,372 | | 49,577 |
| Other | 301,717 | 3,901 | 34,955 | \$ 254 | 340,827 |
| TOTAL REVENUES | <u>3,552,457</u> | <u>946,147</u> | <u>425,882</u> | <u>254</u> | <u>4,924,740</u> |
| EXPENDITURES | | | | | |
| Current: | | | | | |
| General government | 607,417 | 26,367 | | | 633,784 |
| Health and children's services | 994,457 | 680,450 | | | 1,674,907 |
| Judicial and public safety | 507,576 | 36,108 | | | 543,684 |
| Natural resources and environmental control | 162,448 | 30,258 | | | 192,706 |
| Labor | 30,377 | 36,269 | | | 66,646 |
| Education | 1,207,545 | 153,779 | 412,047 | | 1,773,371 |
| Unrestricted payments to component unit - Education | 67,226 | | 14,349 | | 81,575 |
| Capital outlay | | | | 223,779 | 223,779 |
| Debt service: | | | | | |
| Principal | 113,781 | | | | 113,781 |
| Interest and other charges | 49,037 | | | | 49,037 |
| Costs of issuance of debt | | | | 343 | 343 |
| TOTAL EXPENDITURES | <u>3,739,864</u> | <u>963,231</u> | <u>426,396</u> | <u>224,122</u> | <u>5,353,613</u> |
| REVENUES UNDER EXPENDITURES | <u>(187,407)</u> | <u>(17,084)</u> | <u>(514)</u> | <u>(223,868)</u> | <u>(428,873)</u> |
| OTHER SOURCES (USES) OF FINANCIAL RESOURCES | | | | | |
| Transfers in | 358,075 | | 16,436 | | 374,511 |
| Transfers out | (113,674) | | (38,283) | | (151,957) |
| Issuance of general obligation bonds | | | | 132,000 | 132,000 |
| Premiums on bond sales | | | | 4,850 | 4,850 |
| TOTAL OTHER SOURCES (USES) OF FINANCIAL RESOURCES | <u>244,401</u> | | <u>(21,847)</u> | <u>136,850</u> | <u>359,404</u> |
| Net change in fund balances | 56,994 | (17,084) | (22,361) | (87,018) | (69,469) |
| Fund balances (deficits) - beginning | 1,313,764 | 21,525 | 109,194 | (287) | 1,444,196 |
| Fund balances (deficits) - ending | <u>\$ 1,370,758</u> | <u>\$ 4,441</u> | <u>\$ 86,833</u> | <u>\$ (87,305)</u> | <u>\$ 1,374,727</u> |

See Accompanying Notes to the Financial Statements

**STATE OF DELAWARE
RECONCILIATION OF THE NET CHANGES IN FUND BALANCES
- TOTAL GOVERNMENT FUNDS TO CHANGE IN NET ASSETS
OF GOVERNMENTAL ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2006**

(Expressed in Thousands)

Net Changes in Fund Balances \$ (69,469)

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period. 277,110

Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds. 27,432

Bond proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net assets. Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the statement of net assets. Components of the debt related adjustments consist of

| | | |
|----------------------------------------|------------|----------|
| Debt service principal repayments | \$ 113,781 | |
| New debt issued (face value) | (132,000) | |
| Premium received | (4,850) | |
| Payment to refunding agent | 0 | |
| Issuance costs | 343 | |
| Amortization of premium/issuance costs | 2,638 | (20,088) |

Some expenses reported in the statement of activities do not require the use of current financial resources and therefore, the changes in these liabilities are not reported as expenditures in the governmental funds:

| | |
|---------------------------------|---------|
| Accrued interest expense | 348 |
| Claims and judgments | (2,533) |
| Notes payable | 3,358 |
| Compensated absences | (7,978) |
| Pension obligation | (3,487) |
| Physician loan and scholarships | (17) |

Change in Net Assets of Governmental Activities \$ 204,676

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
JUNE 30, 2006
(Expressed in Thousands)

| | Business-Type Activities - Enterprise Funds | | | |
|-------------------------------------------------|------------------------------------------------|---------------|---------------------|---------------------|
| | Unemployment | Lottery | DELDOT | Total |
| Asset | | | | |
| Current Assets: | | | | |
| Cash and cash equivalents | \$ 209,590 | \$ 6,122 | \$ 36,634 | \$ 252,346 |
| Cash and cash equivalents - restricted | | | 2,001 | 2,001 |
| Investments | | | 69,528 | 69,528 |
| Investments - restricted | | 2,233 | 95,786 | 98,019 |
| Accounts receivable, net | 7,160 | 8,723 | 13,361 | 29,244 |
| Taxes receivable, net | 24,439 | | | 24,439 |
| Intergovernmental receivables, net | 352 | | 9,768 | 10,120 |
| Current portion of interest receivable | | | 1,295 | 1,295 |
| Inventories | | | 13,089 | 13,089 |
| Current portion of loans and notes receivable | | | 1,153 | 1,153 |
| Escrow insurance deposits | | | 1,933 | 1,933 |
| Prepaid items | | 40 | 239 | 279 |
| Total current assets | <u>241,541</u> | <u>17,118</u> | <u>244,787</u> | <u>503,446</u> |
| Noncurrent assets: | | | | |
| Investments | | | 666 | 666 |
| Investments - restricted | | 6,223 | 44,495 | 50,718 |
| Interest receivable | | | 697 | 697 |
| Loans and notes receivable | | | 34,072 | 34,072 |
| Other assets | | 1,899 | | 1,899 |
| Prepaid pension | | | 689 | 689 |
| Capital assets, non-depreciable | | | 3,482,582 | 3,482,582 |
| Capital assets, depreciable, net | | 69 | 112,448 | 112,517 |
| Total noncurrent assets | | <u>8,191</u> | <u>3,675,649</u> | <u>3,683,840</u> |
| Total assets | <u>241,541</u> | <u>25,309</u> | <u>3,920,436</u> | <u>4,187,286</u> |
| Liabilities | | | | |
| Current liabilities | | | | |
| Accounts payable | | 5,810 | 27,781 | 33,591 |
| Accrued liabilities | 21,646 | | 7,795 | 29,441 |
| Interest payable | | | 23,829 | 23,829 |
| Deferred revenue | | | 5,040 | 5,040 |
| Compensated absences | | | 3,802 | 3,802 |
| Claims and judgments | | | 2,356 | 2,356 |
| Prizes liability | | 6,310 | | 6,310 |
| Escrow deposits | | | 1,937 | 1,937 |
| Current portion of revenue bonds | | | 61,370 | 61,370 |
| Current portion of bond issue premium | | | 6,815 | 6,815 |
| Tax refunds payable | 2,895 | | | 2,895 |
| Other current liabilities | | | 812 | 812 |
| Due to other funds | | 4,123 | | 4,123 |
| Total current liabilities | <u>24,541</u> | <u>16,243</u> | <u>141,537</u> | <u>182,321</u> |
| Noncurrent liabilities | | | | |
| Compensated absences | | | 10,673 | 10,673 |
| Claims and judgments | | | 14,334 | 14,334 |
| Liabilities payable from restricted assets | | 8,122 | | 8,122 |
| Revenue bonds | | | 891,895 | 891,895 |
| Bond issue premium, net | | | 24,080 | 24,080 |
| Other long-term obligations | | | 3,436 | 3,436 |
| Total noncurrent liabilities | | <u>8,122</u> | <u>944,418</u> | <u>952,540</u> |
| Total liabilities | <u>24,541</u> | <u>24,365</u> | <u>1,085,955</u> | <u>1,134,861</u> |
| Net assets | | | | |
| Invested in capital assets, net of related debt | | 69 | 2,616,902 | 2,616,971 |
| Restricted for: | | | | |
| Unemployment benefits | 217,000 | | | 217,000 |
| Other | | | 141,547 | 141,547 |
| Unrestricted | | 875 | 76,032 | 76,907 |
| Total net assets | <u>\$ 217,000</u> | <u>\$ 944</u> | <u>\$ 2,834,481</u> | <u>\$ 3,052,425</u> |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF REVENUES, EXPENSES AND CHANGES IN FUND NET ASSETS
PROPRIETARY FUNDS
FOR THE YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| | Business-Type Activities - | | | Total |
|--------------------------------------------------------------|-----------------------------------|----------------|---------------------|---------------------|
| | Enterprise Funds | | | |
| | <u>Unemployment</u> | <u>Lottery</u> | <u>DELDOT</u> | |
| Operating revenues | | | | |
| Unemployment taxes | \$ 86,632 | | | \$ 86,632 |
| Gaming revenue | | \$ 727,993 | | 727,993 |
| Pledged revenues | | | | |
| Turnpike revenue | | | \$ 87,696 | 87,696 |
| Motor vehicle and related revenue | | | 239,130 | 239,130 |
| Turnpike revenue | | | 31,524 | 31,524 |
| Passenger fares | | | 9,992 | 9,992 |
| Miscellaneous | | | 10,904 | 10,904 |
| Total operating revenues | <u>86,632</u> | <u>727,993</u> | <u>379,246</u> | <u>1,193,871</u> |
| Operating expenses | | | | |
| Unemployment benefits | 92,025 | | | 92,025 |
| Cost of sales | | 336,430 | | 336,430 |
| Prizes | | 64,879 | | 64,879 |
| Transportation | | | 424,804 | 424,804 |
| Depreciation | | 130 | 15,359 | 15,489 |
| General and administrative | | 7,558 | 7,659 | 15,217 |
| Total operating expenses | <u>92,025</u> | <u>408,997</u> | <u>447,822</u> | <u>948,844</u> |
| Operating income (loss) | <u>(5,393)</u> | <u>318,996</u> | <u>(68,576)</u> | <u>245,027</u> |
| Nonoperating revenues (expenses) | | | | |
| Interest and investment revenue | 9,598 | | 7,036 | 16,634 |
| Interest expense | | | (37,347) | (37,347) |
| Loss on disposal of assets | | | (4,211) | (4,211) |
| Total nonoperating revenues (expenses) | <u>9,598</u> | | <u>(34,522)</u> | <u>(24,924)</u> |
| Income (loss) before transfers and capital contributions | 4,205 | 318,996 | (103,098) | 220,103 |
| Capital contributions | | | 107,463 | 107,463 |
| Transfers in | | | 97,238 | 97,238 |
| Transfers out | | (318,986) | (806) | (319,792) |
| Change in net assets | 4,205 | 10 | 100,797 | 105,012 |
| Total net assets - beginning (As restated for DELDOT) | <u>212,795</u> | <u>934</u> | <u>2,733,684</u> | <u>2,947,413</u> |
| Total net assets - ending | <u>\$ 217,000</u> | <u>\$ 944</u> | <u>\$ 2,834,481</u> | <u>\$ 3,052,425</u> |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| | Business-Type Activities- Enterprise Funds | | | |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------|--------------------|-------------------|
| | <u>Unemployment</u> | <u>Lottery</u> | <u>DELDOT</u> | <u>Total</u> |
| Cash flows from operating activities | | | | |
| Receipts from employers | \$ 78,378 | | | \$ 78,378 |
| Payments for insurance claims | (92,153) | | \$ (2,356) | (94,509) |
| Receipts from customers and users | | \$ 725,713 | 369,955 | 1,095,668 |
| Other operating receipts | | | 2,117 | 2,117 |
| Payments to suppliers for goods and services | | (46,081) | (441,120) | (487,201) |
| Payments to employees for services | | (1,648) | | (1,648) |
| Payments for prizes | | (65,281) | | (65,281) |
| Payment for commissions | | (294,532) | | (294,532) |
| Net cash provided (used) by operating activities | <u>(13,775)</u> | <u>318,171</u> | <u>(71,404)</u> | <u>232,992</u> |
| Cash flows from noncapital financing activities | | | | |
| Transfers in | | | 97,238 | 97,238 |
| Transfers out | | (319,248) | (806) | (320,054) |
| Net cash provided (used) by noncapital financing activities | | <u>(319,248)</u> | <u>96,432</u> | <u>(222,816)</u> |
| Cash flows from capital and related financing activities | | | | |
| Capital grants | | | 103,197 | 103,197 |
| Purchases of capital assets | | | (124,080) | (124,080) |
| Principal paid on capital debt | | | (40,000) | (40,000) |
| Interest paid on capital debt | | | (42,000) | (42,000) |
| Proceeds from sale of equipment | | | 1,629 | 1,629 |
| Proceeds from issuance of debt | | | 150,000 | 150,000 |
| Premium from bond sale | | | 8,418 | 8,418 |
| Payment to escrow agent for refunding of debt | | | (59,027) | (59,027) |
| Net cash used by capital and related financing activities | | | <u>(1,863)</u> | <u>(1,863)</u> |
| Cash flows from investing activities | | | | |
| Interest and investment revenues | 9,598 | | 9,459 | 19,057 |
| Repayment on loan receivable | | | 1,109 | 1,109 |
| Escrow deposits received | | | (777) | (777) |
| Purchase of Investments | | | (20,973) | (20,973) |
| Proceeds from sales and maturities of investments | | 1,395 | 1,640 | 3,035 |
| Net cash provided (used) by investing activities | <u>9,598</u> | <u>1,395</u> | <u>(9,542)</u> | <u>1,451</u> |
| Net increase (decrease) in cash/cash equivalents | <u>(4,177)</u> | <u>318</u> | <u>13,623</u> | <u>9,764</u> |
| Cash/cash equivalents - beginning of year | <u>213,767</u> | <u>5,804</u> | <u>25,012</u> | <u>244,583</u> |
| Cash/cash equivalents - end of year | <u>\$ 209,590</u> | <u>\$ 6,122</u> | <u>\$ 38,635</u> | <u>\$ 254,347</u> |
| Reconciliation of operating income (loss) to net cash used by operating activities | | | | |
| Operating Income (loss) | \$ (5,393) | \$ 318,996 | \$ (68,576) | \$ 245,027 |
| Adjustments to reconcile operating income (loss) to net cash provided by operating activities: | | | | |
| Depreciation expense | | 130 | 15,359 | 15,489 |
| Decrease (increase) in assets: | | | | |
| Increase in receivables, net | (8,352) | (2,280) | (5,848) | (16,480) |
| Increase in inventories | | | (433) | (433) |
| Decrease (increase) in prepaid items | | 448 | (369) | 79 |
| Increase (decrease) in liabilities | | | | |
| Increase (decrease) in accounts and other payables | (608) | 1,477 | (14,037) | (13,168) |
| Increase (decrease) in accrued liabilities | 481 | (198) | (1,326) | (1,043) |
| Increase (decrease) in accrued expenses | | (402) | 637 | 235 |
| Increase in accrued payroll and related expenses | | | 3,189 | 3,189 |
| Increase in due to/from other governments | 97 | | | 97 |
| Net cash provided (used) by operating activities | <u>\$ (13,775)</u> | <u>\$ 318,171</u> | <u>\$ (71,404)</u> | <u>\$ 232,992</u> |
| Supplemental disclosures of noncash investing and capital related financing activities | | | | |
| Interest capitalized on loan | <u>\$</u> | <u>\$</u> | <u>\$ 1,349</u> | <u>\$ 1,349</u> |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
JUNE 30, 2006
(Expressed in Thousands)

| | <u>Pension Trust Funds</u> | <u>Investment Trust Funds</u> | <u>Agency Funds</u> |
|--------------------------------------------------------------------|--------------------------------|-----------------------------------|-------------------------|
| Assets | | | |
| Cash and cash equivalents | \$ 6,806 | \$ 12 | \$ 27,634 |
| Receivables: | | | |
| Employer contributions | 6,517 | | |
| Member contributions | 2,156 | | |
| Other receivables | | 29 | 26,360 |
| Investments, at fair value: | | | |
| Domestic fixed income | 1,095,748 | 5,520 | |
| Domestic equities | 1,701,643 | 8,572 | |
| Pooled equity & fixed income | 2,011,593 | 10,134 | |
| Alternative investments | 771,330 | 3,886 | |
| Short term investments | 75,723 | 380 | 25,564 |
| Foreign equities | 823,972 | 4,151 | |
| Total assets | <u>6,495,488</u> | <u>32,684</u> | <u>79,558</u> |
| Liabilities | | | |
| Accounts payable | | | 79,558 |
| Benefits payable | 910 | | |
| Accrued administrative expenses | 247 | | |
| Total liabilities | <u>1,157</u> | <u></u> | <u>79,558</u> |
| Net Assets | | | |
| Assets held in trust for pension benefits and pool participants | <u>\$ 6,494,331</u> | <u>\$ 32,684</u> | <u>\$</u> |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
FOR THE YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| | Pension Trust Funds | Investment Trust Funds |
|----------------------------------------------|--------------------------------|-----------------------------------|
| Additions | | |
| Contributions: | | |
| Employer contributions | \$ 178,035 | |
| Transfer of assets from outside the system | 2,982 | \$ 5,589 |
| Member contributions | 47,451 | |
| Other | 23 | |
| | <hr/> | <hr/> |
| Total contributions | 228,491 | 5,589 |
| Investments: | | |
| Investment earnings | 87,484 | 441 |
| Net increase in fair value of investments | 635,411 | 2,825 |
| | <hr/> | <hr/> |
| Total investment earnings | 722,895 | 3,266 |
| Less investment manager/advisor/custody fees | (19,013) | (97) |
| Less investment administrative expenses | (373) | (1) |
| | <hr/> | <hr/> |
| Net investment earnings | 703,509 | 3,168 |
| | <hr/> | <hr/> |
| Total additions | 932,000 | 8,757 |
| Deductions | | |
| Transfer of assets outside the system | 2,478 | |
| Pension payments | 326,325 | |
| Refunds of contributions to members | 3,198 | |
| Group life payments | 4,928 | |
| Administrative expenses | 4,817 | |
| | <hr/> | <hr/> |
| Total deductions | 341,746 | |
| | <hr/> | <hr/> |
| Change in net assets | 590,254 | 8,757 |
| | <hr/> | <hr/> |
| Net assets - beginning of year | 5,904,077 | 23,927 |
| | <hr/> | <hr/> |
| Net assets - end of year | \$ 6,494,331 | \$ 32,684 |
| | <hr/> <hr/> | <hr/> <hr/> |

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
COMBINING STATEMENT OF NET ASSETS
COMPONENT UNITS
JUNE 30, 2006
(Expressed in Thousands)

| | Delaware State Housing Authority | Diamond State Port Corporation | Riverfront Development Corporation | Delaware State University | DTCC * Educational Foundation | Delaware Charter Schools | All Component Units Total |
|----------------------------------------------------|-------------------------------------------|-----------------------------------------|------------------------------------------|---------------------------------|-------------------------------------|--------------------------------|------------------------------------|
| ASSETS | | | | | | | |
| Current assets: | | | | | | | |
| Cash and cash equivalents | \$ 90 | \$ 4,161 | \$ 5,830 | \$ 25,822 | \$ 13 | \$ 14,515 | \$ 50,431 |
| Cash and cash equivalents - restricted | | 7,132 | 203 | | | 510 | 7,845 |
| Investments | 40,511 | | | 326 | 2,300 | | 43,137 |
| Investments - restricted | | | | | 3,472 | | 3,472 |
| Accounts and other receivables, net | 21,634 | 3,046 | 150 | 4,157 | | 75 | 29,062 |
| Loans and notes receivable, net | 13,813 | | | | | | 13,813 |
| Inventories | | 489 | | | | | 489 |
| Prepaid items | 2,542 | 818 | 53 | | | | 3,413 |
| Deferred bond issuance costs | 403 | | | | | | 403 |
| Other current assets | | | | 7,919 | 10 | 43 | 7,972 |
| Total current assets | 78,993 | 15,646 | 6,236 | 38,224 | 5,795 | 15,143 | 160,037 |
| Noncurrent assets: | | | | | | | |
| Long-term investments | 180,648 | | 4,740 | | | | 185,388 |
| Long-term investments - restricted | | | 9,899 | 17,815 | 61 | | 27,775 |
| Accounts and other receivables, net | 3,674 | | | | | | 3,674 |
| Loans and notes receivable, net | 427,648 | | 1,288 | 387 | | | 429,323 |
| Capital assets - non-depreciable | 5,621 | 26,087 | 61,443 | 17,279 | | 1,172 | 111,602 |
| Capital assets - depreciable, net | 17,046 | 138,452 | 25,626 | 153,111 | | 37,048 | 371,283 |
| Deferred bond issuance costs | 5,241 | | | 192 | | | 5,433 |
| Other restricted assets | | | | | 2,765 | | 2,765 |
| Other noncurrent assets | | | 2,709 | 4,055 | | 438 | 7,202 |
| Total noncurrent assets | 639,878 | 164,539 | 105,705 | 192,839 | 2,826 | 38,658 | 1,144,445 |
| Total assets | 718,871 | 180,185 | 111,941 | 231,063 | 8,621 | 53,801 | 1,304,482 |
| LIABILITIES | | | | | | | |
| Current liabilities: | | | | | | | |
| Accounts payable | 4,722 | 204 | 2,217 | 9,268 | | 1,094 | 17,505 |
| Accrued liabilities | 798 | 1,839 | 177 | 3,914 | | 4,754 | 11,482 |
| Deferred revenue | 115 | 123 | 75 | | | 2 | 315 |
| Current portion - capital leases | | | | | | 12 | 12 |
| Compensated absences | 14 | | | | | 48 | 62 |
| Escrow deposits | | | 2 | | | 106 | 108 |
| Notes payable | 3,532 | 11,433 | | 152 | | | 15,117 |
| Current portion of revenue bonds | 12,309 | | 240 | 1,410 | | | 13,959 |
| Current portion of other long-term debt | | | 632 | 481 | | 1,073 | 2,186 |
| Total current liabilities | 21,490 | 13,599 | 3,343 | 15,225 | | 7,089 | 60,746 |
| Noncurrent liabilities: | | | | | | | |
| Compensated absences | 860 | | | 4,684 | | 598 | 6,142 |
| Escrow deposits | 27,031 | | | | | | 27,031 |
| Notes payable | 509 | 36,398 | | 1,167 | | | 38,074 |
| Revenue bonds | 416,876 | | 4,500 | 62,912 | | | 484,288 |
| Long-term debt | | | 8,856 | | | 28,366 | 37,222 |
| Other noncurrent liabilities | 437 | | | 1,399 | | 36 | 1,872 |
| Total noncurrent liabilities | 445,713 | 36,398 | 13,356 | 70,162 | | 29,000 | 594,629 |
| Total liabilities | 467,203 | 49,997 | 16,699 | 85,387 | | 36,089 | 655,375 |
| NET ASSETS | | | | | | | |
| Invested in capital assets, net of related debt | 22,668 | 116,708 | 72,841 | 110,718 | | 9,748 | 332,683 |
| Restricted | | | | | | | |
| Federal and state regulations | 168,258 | | | 3,005 | 6,308 | | 177,571 |
| Bond covenants | 29,995 | | | | | | 29,995 |
| Capital projects | | 7,132 | 9,749 | 12,835 | | | 29,716 |
| Other | 7,011 | | | 12,094 | | 724 | 19,829 |
| Unrestricted | 23,736 | 6,348 | 12,652 | 7,024 | 2,313 | 7,240 | 59,313 |
| Total net assets | \$ 251,668 | \$ 130,188 | \$ 95,242 | \$ 145,676 | \$ 8,621 | \$ 17,712 | \$ 649,107 |

* Fiscal year end December 31, 2005

See Accompanying Notes to Financial Statements

**STATE OF DELAWARE
 COMBINING STATEMENT OF ACTIVITIES
 COMPONENT UNITS
 FOR THE YEAR ENDED JUNE 30, 2006**
 (Expressed in Thousands)

| | <u>Expenses</u> | <u>Program Revenues</u> | | |
|----------------------------------------------------------------------|-------------------|-----------------------------|-------------------------------------------|-----------------------------------------|
| | | <u>Charges for Services</u> | <u>Operating Grants and Contributions</u> | <u>Capital Grants and Contributions</u> |
| Component Units: | | | | |
| Delaware State Housing Authority | \$ 72,094 | \$ 28,916 | \$ 46,471 | \$ 1,189 |
| Diamond State Port Corporation | 32,752 | 30,979 | | 15,710 |
| Riverfront Development Corporation | 7,195 | 1,606 | 8,627 | 15,078 |
| Delaware State University | 84,765 | 36,718 | 20,537 | 7,540 |
| Delaware Technical & Community College (DTCC) Educational Foundation | 708 | 375 | 609 | |
| Delaware Charter Schools | 57,918 | 620 | 5,421 | 1,123 |
| Total component units | <u>\$ 255,432</u> | <u>\$ 99,214</u> | <u>\$ 81,665</u> | <u>\$ 40,640</u> |

General Revenues

Unrestricted payments from primary governments
 Investment earnings (loss)
 Gain (Loss) on sale of assets
 Miscellaneous

Total general revenues

Change in net assets

Net assets - beginning of year (as restated)

Net assets - end of year

* Fiscal year ended December 31, 2005

See Accompanying Notes to the Financial Statements

**Net (Expense) Revenue and
Changes in Net Assets**

| <u>Delaware State Housing Authority</u> | <u>Diamond State Port Corporation</u> | <u>Riverfront Development Corporation</u> | <u>Delaware * State University</u> | <u>DTCC * Educational Foundation</u> | <u>Delaware Charter Schools</u> | <u>Totals</u> |
|-----------------------------------------------------|---------------------------------------------------|---------------------------------------------------|--------------------------------------------|----------------------------------------------|-----------------------------------------|-------------------|
| \$ 4,482 | | | | | | \$ 4,482 |
| | \$ 13,937 | | | | | 13,937 |
| | | \$ 18,116 | | | | 18,116 |
| | | | \$ (19,970) | | | (19,970) |
| | | | | \$ 276 | | 276 |
| | | | | | \$ (50,754) | (50,754) |
| | | | | | | <u>(33,913)</u> |
| | | | 27,857 | | 53,718 | 81,575 |
| 6,326 | 551 | 597 | 2,307 | 267 | 491 | 10,539 |
| | (2,311) | | | | | (2,311) |
| | 396 | | (1,452) | | 380 | (676) |
| 6,326 | (1,364) | 597 | 28,712 | 267 | 54,589 | 89,127 |
| 10,808 | 12,573 | 18,713 | 8,742 | 543 | 3,835 | 55,214 |
| 240,860 | 117,615 | 76,529 | 136,934 | 8,078 | 13,877 | 593,893 |
| <u>\$ 251,668</u> | <u>\$ 130,188</u> | <u>\$ 95,242</u> | <u>\$ 145,676</u> | <u>\$ 8,621</u> | <u>\$ 17,712</u> | <u>\$ 649,107</u> |

See Accompanying Notes to the Financial Statements

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of the State of Delaware (the State) have been prepared in conformity with Accounting Principles Generally Accepted in the United States (GAAP) as prescribed by the Governmental Accounting Standards Board (GASB).

(a) Reporting Entity

The accompanying financial statements present the State's primary government and include all funds, elected officials, departments and organizations, bureaus, boards, commissions, and authorities that make up the State's legal entity. The State's 19 local school districts, which are not legally separate, are included in the reporting entity of the primary government. The DelDOT enterprise fund, which includes the Transportation Trust Fund and the Delaware Transit Corporation, is also included in the reporting entity of the primary government. The State's reporting entity is also comprised of its component units, entities for which the State is considered to be financially accountable. Fiduciary funds, although legally separate entities, are in substance part of the State's operations. Discretely presented component units are reported in a separate column in the government-wide financial statements (see note below for description) to emphasize that such are legally separate from the State.

Financial accountability is defined in GASB Statement No.14, *"The Financial Reporting Entity"*, as amended by GASB Statement No. 39 *"Determining Whether Certain Organizations Are Component Units."* The State is financially accountable for legally separate organizations if it appoints a voting majority of the organization's board 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 State. The State may also be financially accountable if an organization is fiscally dependent on the State, regardless of whether the organization has a separately elected governing board, a governing board appointed by a higher level of government, or a jointly appointed board.

Discretely Presented Component Units

The following component units are entities that are legally separate from the State, but are financially accountable to the State for reporting purposes or whose relationship with the State is such that exclusion would cause the State's financial statements to be misleading or incomplete. The component unit's column of the basic financial statements includes the financial data of these entities. Except for the Delaware Technical and Community College Educational Foundation, which has a fiscal year end of December 31, 2005, each discretely presented component unit has a June 30, 2006 fiscal year end.

Delaware State Housing Authority

The Delaware State Housing Authority (DSHA) is a public corporation whose Director is appointed by and reports directly to the Governor of the State. The Authority administers the role of providing affordable housing as a key aspect of State policy. The Authority's relationship with the State is such that exclusion of the Authority from the State's basic financial statements would cause the statements to be misleading or incomplete. The Authority is authorized, among other things, to (1) make mortgage, construction and other loans to not-for-profit and limited for-profit housing sponsors, (2) make loans to mortgage lenders, requiring the proceeds thereof to be used for making newly qualified residential mortgage loans, (3) purchase qualified mortgage loans from mortgage lenders, and (4) apply for and receive assistance and subsidies under programs from the Federal Government and others.

Diamond State Port Corporation

The Diamond State Port Corporation (DSPC) was organized as a body corporate and politic constituting a public instrumentality of the State. The DSPC is empowered to operate, improve and maintain the Port of Wilmington and related facilities. The Governor appoints 8 of the 15 members of the board of directors, with the advice and consent of the Senate. The DSPC's relationship with the State is such that exclusion of the DSPC from the State's basic financial statements would cause the statements to be misleading or incomplete.

Riverfront Development Corporation

The Riverfront Development Corporation (RDC) was formed to plan, develop and manage programs and projects intended to foster economic development along the Brandywine and Christina Rivers. The Governor appoints 7 of the 18 board members; however, seven of the remaining eleven directors consist of the Governor and six State officials. Authorization by the State's Budget Director and Controller General is required before funds of the RDC may be expended.

Delaware State University

Delaware State University (DSU) is a public institution of higher education. Funding is primarily through State appropriations. State appropriations without restrictions as to use by the University are reported in general revenue. Additional funding is derived from tuition, federal grants, private donations and grants. The Board of Trustees is comprised of 15 members, 8 appointed by the Governor of Delaware and 7 elected by the Trustees. The President of the University and the Governor of the State of Delaware serve as ex-officio members of the Board.

Delaware Technical and Community College Educational Foundation

The Delaware Technical and Community College Educational Foundation (DTCC Foundation) is a fiduciary-type component unit of Delaware Technical and Community College, which is part of the primary government. The DTCC Foundation was established on November 13, 1968 by a trust agreement. On April 20, 1999, the Foundation restated the trust document incorporating all previous amendments to the previous trust document. The trust agreement stipulates that the activities of the DTCC Foundation be limited to such educational purposes that come under Section 501(c) (3) of the Internal Revenue Code. Activities include, but are not limited to, making contributions, gifts or grants, or otherwise rendering financial aid and assistance by direct payments to the Delaware Technical and Community College (DTCC) and providing financial assistance to qualified students. The DTCC Foundation has a fiscal year end of December 31, 2005.

Delaware Charter Schools

Delaware Charter Schools are public schools funded primarily through State appropriations. Additional funding is derived from federal grants passed through from the primary government, private donations and funds received from local school districts on a tax portion per child basis. Charter schools are each managed by a board of directors, which operate independently, under a charter granted by the State Department of Education with the approval of the State Board of Education. Charters are granted for an initial period of three years and renewable every five years thereafter. Financial information for Delaware Charter Schools is presented in the aggregate as they are individually immaterial.

Complete financial statements for each of the discretely presented component units may be obtained from their respective administrative offices or from the Office of the Auditor of Accounts, The Townsend Building, Suite #1, 401 Federal Street, Dover, and DE 19901.

Related Organizations

Officials of the State's primary government appoint a voting majority of the governing board of the Delaware Solid Waste Authority. The primary government's accountability for the Authority does not extend beyond making the appointments. The financial activities of the Authority are not included in the State's financial statements.

The Governor appoints eight members of the governing board of the University of Delaware. The remaining 20 members are elected separately. The primary government's accountability does not extend beyond State grants to the University. The financial activities of the University are not included in the State's financial statements.

Jointly Governed Organization

The Delaware River and Bay Authority, a body politic, was created with the intention of advancing the economic growth and development of those areas in the State of Delaware and the State of New Jersey which border the Delaware River and Delaware Bay. The Authority is governed by 12 commissioners: six appointed by the State of Delaware and six appointed by the State of New Jersey. The Authority is autonomous from a day-to-day operations perspective and neither State is obligated for the Authority's debt. The Authority is not included in these financial statements as the State of Delaware has no ongoing financial interest.

Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e., the statement of net assets and the statement of activities) report information on all of the nonfiduciary activities of the primary government and its component units. For the most part, the effect of interfund activity has been removed from these statements. Governmental activities, which normally are supported by taxes and intergovernmental revenues, are reported separately from business-type activities, which rely to a significant extent on fees and charges for support. Likewise, the primary government is separately presented from certain legally separate component units for which the State is financially accountable.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is 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 or applicants who purchase, use, or directly benefit from goods, services, or privileges 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. Taxes and other items properly excluded among program revenues are reported as general revenues.

Separate fund financial statements are provided for governmental funds, proprietary funds, and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds and major individual proprietary funds are reported in separate columns in the fund financial statements.

(b) 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, as are the proprietary fund and fiduciary fund financial statements. Agency funds reported as part of the fiduciary fund financial statements are custodial in nature and do not

present results of operations and, therefore, do not have a measurement of focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Private-sector standards of accounting and financial reporting issued prior to December 1, 1989 are generally followed in both the government-wide and proprietary fund financial statements to the extent that those standards do not conflict with or contradict guidance of the Governmental Accounting Standards Board. Governments also have the option of following subsequent private-sector guidance for their business-type activities and enterprise funds, subject to this same limitation. The State has elected not to follow subsequent private-sector guidance.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements. Exceptions to this general rule are charges between the State's enterprise operations and various other functions of the government. Elimination of these charges would distort the direct costs and program revenues reported for the various functions concerned.

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services, or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as general revenues rather than as program revenues. Likewise, general revenues include all taxes.

Intrafund transactions between the primary government and component units are reported as operating or capital grants as appropriate for restricted amounts. Unrestricted amounts are reported as general revenue as payments from the primary government.

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 both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the government considers all revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures, as well as expenditures related to compensated absences and claims and judgments, are recorded only when payment is due.

Taxes, grants, fees, sales, rents, and interest income associated with the current fiscal period are all considered to be susceptible to accrual and have been

recognized as revenues of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the State. Revenue related to expenditure driven grants is recognized when the qualifying expenditures have been incurred and all other grant requirements have been met.

Governmental Funds

The State reports the following major governmental funds:

General Fund - The general fund is the State's primary operating fund. It accounts for all financial resources obtained and used for those services traditionally provided by a state government, which are not required to be accounted for in other funds. These services include, among others, education, and health and social services.

Federal Fund - The federal fund accounts for all activities relating to the State's federal grant programs.

Local School District Fund - The local school district fund accounts for activities relating to the State's local school districts funded by locally raised real estate taxes and other revenue.

Capital Projects Fund - Transactions related to resources obtained and used for the acquisition or construction of major capital facilities (other than those financed by proprietary and fiduciary funds), are accounted for in the Capital Projects Fund. Such resources are derived principally from proceeds of general obligation bond issues, federal grants, and operating transfers from the General Fund.

Proprietary Funds

Proprietary Funds are used to account for those activities which are financed and operated in a manner similar to private business enterprises. The costs of providing services to the general public on a continuing basis are financed by or recovered primarily through user charges.

Proprietary funds distinguish operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with a proprietary fund's principal ongoing operations. The principal operating revenues of the Unemployment Fund, Lottery Fund and DeIDOT fund are charges to customers for sales and services.

The Lottery recognizes revenue from on-line games the day of the drawing. Revenue from the sale of instant tickets is recognized when the book has been activated and 85% of the related prizes of an activated book are paid. Revenue from video lottery sales is recognized, net of prizes paid, at the time the public plays the game.

Operating expenses for enterprise funds include the cost of sales and services, administrative expenses, and depreciation on capital assets. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

The State reports the following major proprietary funds:

DeIDOT Fund- The DeIDOT fund accounts for the activities relating to the operation of the State's Department of Transportation, including the Delaware Transportation Authority.

Unemployment Fund - The unemployment fund accounts for the activities relating to the State's Unemployment Insurance Trust Fund.

Lottery Fund - The lottery fund accounts for the activities relating to the Lottery program.

Fiduciary Funds

The accounts of the pension and investment trust funds are reported using the flow of economic resources measurement focus and are maintained on the accrual basis of accounting. For pension trust funds, employee contributions are recognized as revenue in the period in which the employee services are performed. Employer contributions are recognized when due and the employer has made a formal commitment to provide the contributions. Benefits and refunds are recognized when due and payable in accordance with the terms of each plan.

The State reports the following fiduciary funds:

Agency Funds - Agency funds are custodial in nature and do not involve measurement of the results of operations. They account for the receipt of various taxes, deposits, deductions, and certain property collected by the State, acting in the capacity of an agent, and for the distribution to other governmental units or designated beneficiaries.

Pension Trust Funds - The Delaware Public Employees' Retirement System (DPERS) is a public employee retirement system, which covers substantially all State employees. The DPERS is a legally separate entity; however, as it provides services and benefits almost exclusively to the primary government, the DPERS is considered a fiduciary fund and is shown in the financial statements as part of the primary government as a pension trust fund. Pension trust funds account for transactions, assets, liabilities and net assets available for plan benefits. (Note 14) The financial report of DPERS for the year ended June 30, 2006 may be obtained by writing to the State Board of Pension Trustees and Office of the Pensions, McARDLE Building, and Suite #1, 860 Silver Lake Boulevard, Dover, DE 19904-2402.

Investment Trust Funds - Investment trust funds are used to account for external investment pools where a government commingles the monies of more than one legally separate entity and invests, on the participants' behalf, in an investment portfolio; one or more of the participants is not part of the sponsor's reporting entity. The investment trust fund accounts for the transactions, assets, liabilities and fund equity for the Delaware Public Employee Retirement System's external investment pool (Note 14).

Implementation of Recently Issued Accounting Pronouncements

In November 2003, the GASB issued Statement No. 42, "*Accounting and Financial Reporting for Impairment of Capital Assets and for Insurance Recoveries*", effective for periods beginning after December 15, 2004. This standard had no material impact on the State's financial position.

In December 2004, the GASB issued Statement No. 46, "*Net Assets Restricted by Enabling Legislation - an amendment of GASB Statement No. 34*", which clarifies the meaning of a legally enforceable enabling legislation restriction for the purpose of disclosing the portion of total net assets restricted by such legislation. A legally enforceable enabling legislation restriction is one that a party external to a government – such as citizens, public interest groups, or the judiciary – can compel a government to honor. Statement No. 46 is effective for fiscal years beginning after June 15, 2005. The State's Budget Reserve Account is considered a legislative restriction at June 30, 2006 (see Fund Equity under section (c) Assets, Liabilities, and Net Assets or Equity below.)

(c) Assets, Liabilities, and Net Assets or Equity

Deposits and investments

All highly liquid investments with maturities of three months or less when purchased are considered to be cash equivalents. For the purposes of the statement of cash flows, restricted cash is considered to be cash equivalents. Investment securities with maturities of greater than one year are reported as long-term investments.

Investment securities are stated at quoted market prices, except that investment securities with a remaining maturity at time of purchase of one year or less are stated at cost or amortized cost (Note 2). Investment securities with remaining maturities of greater than one year are identified as long-term investments.

The State presents its deposits and investments in accordance with GASB Statement No. 40 – "*Deposit and Investment Risk Disclosures*", an amendment to GASB Statement No. 3, "*Deposits with Financial Institutions, Investments (including repurchase agreements) and Reverse Repurchase Agreements*". This standard requires that state and local government, including colleges and universities, disclose essential risk information about deposits and investments. The disclosure

requirements cover four main areas; credit risk, interest rate and maturity, interest rate sensitivity and foreign exchange exposure.

Receivables and Payables

Activity between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as "due to/from other funds" (i.e., the current portion of interfund loans). All trade and property tax receivables, including those for the component units, are shown net of an allowance for uncollectibles and refunds (Note 3).

Inventories and Prepaid Items

All inventories are valued at cost using the first-in/first-out (FIFO) method. Inventories of governmental funds are recorded as expenditures when consumed rather than when purchased. Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both government-wide and fund financial statements.

Restricted Assets

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

The Delaware State Lottery's mandatory deposit with the Multi-State Lottery and the annuities for future installment prize payments are recorded as restricted assets, as are any assets of the Delaware State University, the Diamond State Port Corporation and the Riverfront Development Corporation that are subject to external restrictions.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (which are normally immovable and of value only to the State, such as roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements, the proprietary funds and component units.

Capital assets are defined by the State as assets with estimated useful lives in excess of one year at the date of acquisition. Such assets are recorded at historical cost if purchased or constructed, or estimated historical cost if the original cost is not determinable. Donated capital assets are recorded at estimated fair market value at the date of donation.

All land and buildings are capitalized, regardless of cost. Equipment and vehicles are capitalized when the cost of individual items exceeds \$25,000. Building and land improvements are capitalized when the cost of the project exceeds \$100,000. Infrastructure and software are capitalized when the costs of individual items or

projects exceed \$1 million. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

The State possesses certain capital assets that have not been capitalized and depreciated, because the assets cannot be reasonably valued and/or the assets have inexhaustible useful lives. These assets include works of art and historical treasures, such as statues, monuments, historical documents, paintings, forts, miscellaneous capitol-related artifacts and furnishings. These assets are held for public exhibition, education or research in furtherance of public service rather than financial gain; they are protected, kept unencumbered, cared for and preserved; and they are subject to an organizational policy that requires the proceeds from sales of collection items to be used to acquire other items for collections.

Major outlays for capital assets and improvements are capitalized as projects are constructed. Interest incurred during the construction phase of capital assets of business-type activities is included as part of the capitalized value of the assets constructed. Property, plant, and equipment of the primary government is depreciated using the straight line method over the following estimated useful lives:

| <u>Asset</u> | Primary Government Years | Component Units Years |
|-------------------------------------|-----------------------------------------|--------------------------------------|
| Buildings and Building Improvements | 40 | 15 - 75 |
| Land Improvements | 20 | N/A |
| Furniture and Equipment | 3 - 10 | 3 - 40 |
| Vehicles | 7 | N/A |
| Software | 5 | N/A |

The State has elected to use the “modified approach” to account for certain infrastructure assets. Under this process, the State does not record depreciation expense nor are amounts capitalized in connection with improvements to these assets, unless the improvements expand the capacity or efficiency of an asset. Utilization of this approach requires the State to: 1) commit to maintaining and preserving affected assets at or above a condition level established by the State, 2) maintain an inventory of the assets and perform periodic condition assessments to ensure that the condition level is being maintained, and 3) make annual estimates of the amounts that must be expended to maintain and preserve assets at the predetermined condition levels. Roads and bridges maintained by the Department of Transportation are accounted for using the modified approach.

Compensated Absences

It is the State’s policy to permit employees to accumulate earned but unused vacation and sick pay benefits. In the governmental fund financial statements,

liabilities for compensated absences are accrued when they are considered "due and payable" and recorded in the fund only for separations or transfers that occur before year-end. In the government-wide and proprietary fund financial statements, the State has accrued a liability for compensated absences, recognizing the obligation to make payments.

Long-Term Obligations

In the government-wide financial statements and proprietary fund financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities, business-type activities, or proprietary fund statement of net assets. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the effective interest method. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental funds recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures.

Fund Equity

In the fund financial statements, governmental funds report reservations of fund balance for amounts that are not available for appropriation or are legally restricted by outside parties for a specific purpose.

The State Constitution provides that certain excess unencumbered budgetary General Funds at the end of a fiscal year must be placed in a reserve account (the "Budget Reserve Account"). This account, designed to provide a cushion against unanticipated deficits, may not exceed 5% of the estimated General Fund revenue for the ensuing fiscal year. Total funding of the Budget Reserve Account was \$175.4 million at June 30, 2006. In the government-wide financial statements, restricted net assets represent balances that are subject to external restrictions or were created by enabling legislation. Per the Delaware Constitution, the General Assembly, by three-fifths vote of the members elected to each House, may appropriate from the Budget Reserve Account. Should the State attempt to use this reserve for other purposes, such could be challenged by citizens.

(d) Grants

Federal grants and assistance awards made on the basis of entitlement periods are recorded as intergovernmental receivables when entitlement occurs. All other federal

reimbursement type grants are recorded as accounts receivable when the related expenditures or expenses are recognized. Related revenue is recorded subject to availability. Amounts not collected within 60 days of fiscal year end are recorded as Deferred Revenue. In addition to monetary transactions, Federal grants also include non-monetary transactions related to food stamps.

(e) Litigation Revenue

In 1997, several states began litigation against defendant tobacco product manufacturers to recover certain amounts the states expended to provide health care to the users of tobacco products. In 1998, a settlement was reached which provided that the states cease litigation against the manufacturers. As part of the Master Settlement Agreement, certain manufacturers agreed to remit periodic payments to the states until 2025. Delaware's share of the estimated \$200 billion settlement amounted to \$774.5 million. Amounts to be remitted are calculated based on a variety of specific settlement provisions. Future tobacco product sales are one key factor used in determining periodic payment amounts. A receivable of \$12.1 million has been recorded pursuant to the settlement. The Master Settlement agreement receipts of \$23.1 million are recorded in the General Fund as part of "other" revenue and as Miscellaneous general revenue on the Government-wide Statement of Activities. Expenditures of monies received under the Master Settlement Agreement are authorized by legislation and are dedicated to health care and related programs.

NOTE 2 CASH, INVESTMENTS AND RESTRICTED ASSETS

The Cash Management Policy Board: The policy for the investment of State funds is the responsibility of the Cash Management Policy Board (the Board). The Board, created by State law, establishes policies for, and the terms, conditions, and other matters relating to, the investment of all money belonging to the State except money in the DPERS and money held under the State deferred compensation program.

Investment Guidelines and Management:

The State's Cash Management Policy categorizes all cash and special purpose funds for which the State is financially accountable as follows:

- A. Cash Accounts: Cash accounts divide the State's available cash into three parts:
- 1) Collection and Disbursement Accounts: The State maintains an amount of cash in its general collection and disbursement accounts sufficient to meet its outstanding obligations.
 - 2) Cash and Liquidity Accounts: The majority of the State's cash balance available for investment is maintained in the cash and liquidity accounts. These accounts will be managed and invested by investment managers, selected by the Board through competitive bid, in order to maximize the

return to the State while, at the same time, providing for safety of principal and sufficient liquidity for the State to meet its cash needs. The State will manage its short-term (12- to 18-month) investments to ensure sufficient liquidity and prevent their premature sale for the purpose of covering expenditures. Short-term investments should mature at face value in sufficient amounts to meet any needs.

- 3) Reserve Cash (Intermediate) Account: To the extent cash is not expected to be needed on short notice, the Board will direct the funding of a third part. This fund shall be managed and invested by an investment manager or managers, selected by the Board after a competitive bid, in order to maximize the return on said money to the State while providing for the safety of principal. The State will manage its intermediate investments to ensure they are made under circumstances and in amounts in which the State would not be forced to liquidate them at a loss.

B. Special Purpose Accounts. There are two primary types of Special Purpose Accounts:

- 1) Endowment Accounts: Endowment accounts consist of funds set-aside for specified purposes.
- 2) Authority Accounts: The State's Authorities (State Agencies, Local School Districts and Component Units) maintain a variety of fund types, including various operating funds, bond funds and debt service reserve funds.

The investment guidelines, adopted by the Board provide, among other things, that no more than 10% of the entire portfolio may be invested in obligations of any one issuer other than the U.S. Government. Investments may be made only in fixed income instruments with maturities of up to five years in certain circumstances. The State's Cash Management Policy is available on the Internet at <http://www.state.de.us/treasurer/default.shtml>.

Custodial Credit Risk

Collateralization Requirements: All State deposits are required by law to be collateralized by direct obligations of, or obligations which are guaranteed by, the United States of America or other suitable obligations as determined by the Board, unless the Board shall find such collateralization not in the best interest of the State. The Board has determined that certificates of deposit and time deposits must be collateralized, unless the bank issuing the certificate has assets of not less than \$5 billion and is rated not lower than "B" by Fitch, Inc. Bank Watch. The Board has also determined that State demand deposits need not be collateralized provided that any bank that holds these funds has had for the last two years, a return on average assets of 0.5% or greater and an average equity-capital ratio of at least 1:20. If the

bank does not meet the above criteria, collateral must consist of one or more of the following:

- (a) U.S. Government securities;
- (b) U.S. Government agency securities;
- (c) Federal Home Loan Board letters of credit;
- (d) State of Delaware securities; or
- (e) Securities of a political subdivision of the State with a Moody's Investors Service rating of "A" or better.

Additionally, the bank must ensure that those securities pledged as collateral have a market value equal to or greater than 102% of the ledger balance(s) in the account(s) each day and ensure that securities pledged are identified as held in the State's name and are segregated on the bank's records.

At June 30, 2006, the financial institutions maintaining the State's investment pool satisfied the criteria listed above and the investments managed by those institutions did not require collateralization.

Cash and cash equivalents consist of demand deposits, short-term money market funds and other deposits held by financial institutions, generally with a maturity of three months or less when purchased. Cash and cash equivalents are reported as deposits.

Cash and cash equivalents, as reported on the statement of net assets, may be under the control of the State Treasurer or other administrative bodies as determined by the Cash Management Policy Board. All cash deposited with the State Treasurer by State organizations is maintained by the Treasurer in various pooled investment funds (State Investment Pool). The State Treasurer invests the deposited cash, including the cash float in short-term securities and other investments.

Primary Government

Deposits

At June 30, 2006, the carrying value and the bank balances of the State's deposits were \$686,916,000 and \$790,458,000 respectively. Of the bank balances, \$63,416,000 is insured by the Federal Deposit Insurance Corporation (FDIC) and/or collateralized with securities held by the State or by its agent in the State's name. \$517,452,000 is uninsured and uncollateralized. The remaining \$209,590,000 represents unemployment insurance taxes collected from Delaware employers that are held in escrow by the U.S. Treasury. (Disclosures relating to \$6,818,000 of Cash, which is excluded above, and all Investments of the Delaware Public Employees Retirement System (DPERS) are found on pages 56-62.)

Investments

The table below provides information about the custodial credit risks associated with the State's investments. The investments disclosed below are uninsured, unregistered, and the securities are held by the counterparty or by its trust department or agent but not in the State's name.

Primary Government Investments

(Expressed in Thousands)

| Investment Type | Fair Value |
|-----------------------------------|---------------------|
| Commercial Paper | \$ 73,234 |
| U.S. Government Agency Securities | 74,017 |
| Corporate Obligations | 395,442 |
| Government Agency Bonds and Notes | 457,643 |
| Municipal Bonds | 122,119 |
| Certificates of Deposit | 76,431 |
| Other Pooled Investments | 9,055 |
| Private Placements | 72,330 |
| | <hr/> |
| TOTAL | <u>\$ 1,280,271</u> |

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates of debt investments will adversely affect the value of an investment. Although the State's Cash Management Policy does not limit total portfolio maturities, it provides maximum maturity restrictions for each of the investment account types as described below.

Cash Account The maximum maturity for any investment at the time of purchase for the Cash Account shall be one year.

Liquidity Accounts The maximum maturity for any investment at the time of purchase shall be two years for the Liquidity Accounts.

Reserve Cash (Intermediate) Account The maximum maturity for any investment at the time of purchase shall be ten years. The maximum average maturity of the portfolio shall be seven years.

Endowment Accounts The maximum maturity for any investment at the time of purchase shall be ten years. The maximum average maturity of the portfolio shall be seven years. The Board shall consider tailoring maturity restrictions to meet specific purposes for endowment accounts to be established in the future.

Authority Operating, Bond and Debt Service Reserve Fund Accounts

Maturity Restrictions: The maximum maturity for any investment at the time of purchase shall be ten years, except when prudent to match a specific investment instrument with a known specific future liability, in which case the maturity limitation shall match the maturity of the corresponding liability.

The following schedule presents a listing of directly held bonds and short-term investments and related maturity schedule.

| State of Delaware | | Investment Maturity | | | |
|-----------------------------------------------|--------------------|-----------------------------------------|------------------|-----------------|----------------|
| (Expressed in Thousands) | | Investment Maturities (in years) | | | |
| Investment Type | Fair Value | Less than 1 | 1 - 5 | 6 - 10 | Over 10 |
| 1) Fixed Income: | | | | | |
| A) U.S. Government | | | | | |
| U.S. Government Treasuries, Notes, Bonds | \$ 60,281 | \$ 58,665 | \$ 1,616 | | |
| U.S. Government Agency | 566,584 | 291,929 | 240,479 | \$ 34,176 | |
| B) Mortgage Backed | | | | | |
| Government Pass-Through | 29,108 | 15,217 | 6,137 | 2,756 | \$ 4,998 |
| C) Collateralized Mortgage Obligations | | | | | |
| Government CMO's | 7,841 | | 4,623 | | 3,218 |
| D) Corporate | | | | | |
| Corporate Bonds | 265,582 | 171,197 | 86,170 | 1,691 | 6,524 |
| Corporate Asset Backed | 118,789 | 38,157 | 53,187 | | 27,445 |
| Private Placements | 71,146 | 58,362 | 12,784 | | |
| E) Municipals | 120,941 | 13,116 | 58,164 | 26,971 | 22,690 |
| F) Pooled Investments | 30,693 | 30,693 | | | |
| G) Non-U.S. Fixed Income | | | | | |
| 1) Developed Markets | | | | | |
| Corporate | 23,947 | 10,964 | 12,983 | | |
| 2) Short Term | | | | | |
| Commercial Paper | 168,604 | 168,604 | | | |
| Certificate of Deposit | 18,592 | 18,592 | | | |
| Treasury Bills | 14,703 | 14,703 | | | |
| Agencies | 16,935 | 16,935 | | | |
| Total Invested Assets | \$1,513,746 | \$907,134 | \$476,143 | \$65,594 | 64,875 |

Credit Risk

Credit Risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations. The State's Investment Pool follows the Cash Management Policy by investing only in securities authorized in the policy for reducing investment credit risk. The State's general investment policy for credit risk is to apply the prudent-person rule. Investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital and, in general, avoid speculative investments.

In addition, the Cash Management Policy Board guidelines limits investments in commercial paper, senior long-term debt, and corporate bonds to the following ratings issued by nationally recognized statistical rating organizations:

| <u>Investment</u> | <u>Standard & Poor's</u> | <u>Moody's</u> |
|------------------------------|------------------------------|----------------|
| Commercial Paper | A-1 | P-1 |
| Senior Long-Term Debt | A | A |
| Corporate Bonds | AA | Aa |
| Mortgage Backed Securities * | AAA | |

*Limitation of no more than 20% of total managed portfolio

Additionally, the State has multiple non-rated/pooled accounts which represent immaterial amounts when treated individually. The Cash Management Policy Board permits the types of investments which are held in these accounts.

The schedule below presents the credit risk characteristics of the State's investments as of June 30, 2006.

State of Delaware
Credit Risk - Quality Ratings
(Expressed in Thousands)

| <u>Investment Type</u> | <u>TSY*</u> | <u>AGY**</u> | <u>AAA</u> | <u>AA</u> | <u>A</u> | <u>A-1</u> | <u>NR***</u> |
|-----------------------------------------------|------------------|-------------------|-------------------|-------------------|------------------|-------------------|------------------|
| 1) Fixed Income: | | | | | | | |
| A) U.S. Government | | | | | | | |
| U.S. Government Treasuries, Notes, Bonds | | | \$ 60,281 | | | | |
| U.S. Government Agency | | \$ 225,038 | 341,546 | | | | |
| B) Mortgage Backed | | | | | | | |
| Government Pass-Through | | 13,831 | 15,277 | | | | |
| C) Collateralized Mortgage Obligations | | | | | | | |
| Government CMO's | | 7,841 | | | | | |
| D) Corporate | | | | | | | |
| Corporate Bonds | | | 78,239 | \$ 143,005 | \$ 28,152 | \$ 5,308 | \$ 10,879 |
| Corporate Asset Backed | | | 76,336 | 16,337 | 10,122 | 15,994 | |
| Private Placements | | | 14,113 | 52,631 | | 4,401 | |
| E) Municipals | | | | | | | |
| | | | 100,411 | 7,872 | 2,005 | 1,511 | 9,143 |
| F) Other Pooled | | | | | | | |
| | | | | | | 8,456 | 22,236 |
| G) Non-U.S. Fixed Income | | | | | | | |
| 1) Developed Markets | | | | | | | |
| Corporate | | | | 23,947 | | | |
| 2) Short Term | | | | | | | |
| Commercial Paper | | | 61,007 | | | 102,552 | 5,045 |
| Certificate of Deposit | | | 4,402 | 6,079 | 2,597 | 3,885 | 1,629 |
| Treasury Bills | \$ 14,703 | | | | | | |
| Agencies | | 16,935 | | | | | |
| TOTAL | \$ 14,703 | \$ 263,645 | \$ 751,612 | \$ 249,871 | \$ 42,876 | \$ 142,107 | \$ 48,932 |

*TSY = Treasury

** AGY = Agency which represents securities issued by government -sponsored enterprises that are not rated, but have an implied but not explicit guarantee from the federal government.

*** NR = Non-Rated Pooled accounts

Derivatives

The State's cash management prohibits investment in derivatives.

Securities Lending

In accordance with a contract between the State of Delaware and its custodian and trustee, the Bank of New York (BONY), the State participates in a securities lending program. State statutes neither specifically authorize nor prohibit the lending of the State's securities.

BONY, acting as lending agent, lends the State's equity, debt, and money market securities for cash, securities, or letter-of-credit collateral. Collateral is required at 102% of the fair value of the securities loaned. Collateral is marked-to market daily. If the collateral falls below guidelines for the fair value of the securities loaned, additional collateral is obtained. Cash collateral is invested by the lending agent in accordance with investment guidelines per the contract. The lending agent cannot pledge or sell securities collateral unless the borrower defaults.

As of June 30, 2006 the State's credit exposure to individual borrowers was limited because the amounts the State owed the borrowers exceeded the amounts the borrowers owed the State. The Treasurer's contract with the lending agent requires the agent to indemnify the State if the borrowers fail to return the underlying securities and the collateral is inadequate to replace the loaned securities or if the borrowers fail to pay income distributions on the loaned securities.

All securities loans at June 30, 2006 could be terminated immediately by either the lending agent or the borrower. The duration of the investments in the pool at June 30, 2006 was 536 days, on average.

As of June 30, 2006 the fair value of loaned securities was \$127.9 million; the fair value of the associated collateral was \$130.6 million.

Securities lending transactions at June 30, 2006 are as follows (Expressed in Thousands):

| TYPES OF SECURITIES LENT: | FAIR VALUE OF UNDERLYING SECURITIES |
|--------------------------------------|-------------------------------------------|
| US Government Agency Securities | \$49,434 |
| US Government Agency Bonds and Notes | 50,878 |
| Corporate Bonds | 5,356 |
| Corporate Asset Backed Securities | 4,252 |
| Private Placements | 158 |
| Fixed Income - Corporate | 3,065 |
| Treasury Bills | 14,703 |
| TOTAL | \$127,846 |

| COLLATERAL RECEIVED: | FAIR VALUE |
|-----------------------------------|------------------|
| Corporate Bonds | \$30,140 |
| Corporate Asset Backed Securities | 28,206 |
| Certificates of Deposit | 28,641 |
| Mutual Funds | 24,541 |
| Bank Notes * | 19,093 |
| | \$130,621 |

* A note issued by the bank representing its promise to pay a specific sum to the bearer on demand.

The following table presents the maturity of the investments underlying the securities lending transactions should those investments be held to full term:

State of Delaware
Investment Maturity
(Expressed in Thousands)

| Investment Type | Fair Value | Investment Maturities (in years) | |
|-----------------------------------|------------------|----------------------------------|------------------|
| | | Less than 1 | 1 - 5 |
| Corporate Bonds | \$30,140 | | \$30,140 |
| Corporate Asset Backed Securities | 28,206 | | 28,206 |
| Certificate of Deposit | 28,641 | | 28,641 |
| Mutual Funds | 24,541 | \$ 24,541 | |
| Bank Notes | 19,093 | | 19,093 |
| Total Invested Assets | <u>\$130,621</u> | <u>\$24,541</u> | <u>\$106,080</u> |

The schedule below represents the credit risk characteristics of the investments held for securities lending as of June 30, 2006:

State of Delaware
Credit Risk - Quality Ratings
 (Expressed in Thousands)

| Investment Type | AAA | AA | A |
|-----------------------------------|-----------------|-----------------|-----------------|
| Corporate Bonds | \$15,007 | | \$15,133 |
| Corporate Asset Backed Securities | 28,206 | | |
| Certificate of Deposit | | \$ 18,589 | 10,052 |
| Mutual Funds | 24,541 | | |
| Bank Notes | | 19,093 | |
| Total | <u>\$67,754</u> | <u>\$37,682</u> | <u>\$25,185</u> |

Investments in Excess of 5 %

The Cash Management Policy provides the following percentage of account limitations, valued at market. Investments due to mature in one business day may be excluded from the computation of said limitations.

- A. U.S. Government-no restrictions.
- B. Government Agency-50% total; 20% in any one agency.
- C. CDs, Time Deposits and Bankers Acceptances-50% total; 10% in any one issuer.
 1. Domestic-No additional restrictions.
 2. Non-Domestic-25%.
 3. Delaware Domiciled-Securities pledged as collateral have a market value equal to or greater than 102% of the ledger balance(s) in the account(s) each day and ensure that securities pledged are identified as held in the State's name and are segregated on the bank's records.
- D. Corporate Debt-50% total; 25% in any one industry; 10% in any one issuer, 10% of any issuer's total outstanding securities.
 1. Domestic-No additional restrictions.
 2. Non-Domestic-25%; 10% in any one issuer.
- E. Repurchase Agreements-50% total.
- F. Reverse Repurchase Agreements-25% total.
- G. Money Market Funds-25% total; 10% in any one fund except for the Cash Account, which may invest 100% of the Account in the Delaware Local Government Investment Pool (DELGIP) Fund. The Investment Guidelines for the DELGIP Fund are defined in Appendix B of the Policy.

- H. Canadian Treasuries-25% total; 10% in any one agency.
- I. Canadian Agency Securities-25% total; 10% in any one agency.
- J. Municipal Obligations-10% in any one issuer.
- K. Guaranteed Investment Contracts-Permitted where it is prudent to match a specific investment instrument with a known specific future liability, subject to credit quality guidelines for commercial paper and corporate bonds and debentures and with adequate exit provisions in the event of the future downgrade of the issuer.
- L. Mortgage-backed securities-20% total.

At June 30, 2006, the State's investments have met the requirement of all the State's laws and polices, when applicable. The following issuers have investments at fair value in excess of 5% of the investment portfolio at June 30, 2006:

| | | |
|----------------------------------------|---------------|-----|
| Federal Home Loan Mortgage Corporation | \$331,385,857 | 22% |
| Federal National Mortgage Association | 251,225,874 | 17% |

Investment Commitments

The State has made no investment commitments as of June 30, 2006.

Foreign Investments/Forward Exchange Contracts

The State does not have a formal policy that limits foreign currency risk. The Non-U.S. Fixed Income securities are debt instruments that are issued by non-domestic organizations and denominated in U.S. dollars, therefore they are not subject to foreign currency risk.

Delaware Public Employees' Retirement System (DPERS or System)

Investment Policy

There are no State statutes limiting allowable investments for the System. The investment decisions are dictated by the prudent person rule and the internal investment policy established by the Pensions Board as outlined below:

- a. maintain a minimum of 20% - 25% of total assets of the System in fixed income investments such as bonds and short-term investments (assets with maturity of less than one year);
- b. conduct an ongoing review of prospective risk levels and rates of return available from all classes of assets eligible for investment;
- c. employ a variety of investment managers with demonstrated skills in managing funds through different styles of management with expertise in particular kinds of

assets such as stocks, bonds, real estate, mortgages, venture capital, money market instruments, currency, or combinations thereof; and

- d. closely monitor the performance of all investment managers not only in relation to specific absolute objectives, but also in relation to other fund managers following similar investment objectives

For the Fiscal Year Ended June 30, 2006, management of the System believes it has operated in all material respects in accordance with these policies.

Investments

The following schedule is a listing of domestic fixed income and short-term investments and related maturity schedule. The totals presented are derived from the individual assets held by the System as of June 30, 2006. As investment managers may be contractually granted the flexibility to augment their portfolios with investments outside their primary investment classification, these totals may differ from the classification of investment amounts made on the Statement of Plan Assets, which reflects the primary asset class in which the fund manager invests.

Delaware Public Employees' Retirement System (DPERS or System) Investment Maturities (in Years)

(Expressed in Thousands)

| Investment | Fair Value | Less than 1 | 1 - 5 | 5 - 10 | 10 - 20 | 20 - 30 | More than 30 |
|---------------------------|---------------------|------------------|-------------------|------------------|-------------------|-------------------|------------------|
| Financials | \$ 101,604 | \$ 1,598 | \$ 34,008 | \$ 15,352 | \$ 12,177 | \$ 12,971 | \$ 25,498 |
| Foreign Government | 134,465 | 573 | 60,738 | 14,283 | 33,383 | 25,488 | |
| Industrials | 93,905 | | 6,917 | 29,425 | 17,283 | 38,312 | 1,968 |
| Other Bonds/Bond | | | | | | | |
| Mutual Funds | 89,965 | 10,037 | 12,320 | 4,753 | 4,449 | 47,756 | 10,650 |
| Other Revenue Bonds | 2,133 | | | | | 2,133 | |
| Telephone | 30,171 | | 5,631 | 1,925 | 2,941 | 19,674 | |
| Transportation | 3,424 | | | 1,035 | 2,389 | | |
| Bonds | 71,302 | | 20,955 | 17,752 | 17,939 | 14,656 | |
| U.S. Gov't Agencies | 147,077 | 39,854 | 24,650 | 6,487 | 14,400 | 60,219 | 1,467 |
| Utilities | 16,608 | | 6,602 | 7,101 | 443 | 2,462 | |
| World Bank | 377 | | 377 | | | | |
| Discount Commercial Paper | 2,978 | 2,978 | | | | | |
| Other Investments* | 641,413 | | | | | | |
| Total | <u>\$ 1,335,422</u> | <u>\$ 55,040</u> | <u>\$ 172,198</u> | <u>\$ 98,113</u> | <u>\$ 105,404</u> | <u>\$ 223,671</u> | <u>\$ 39,583</u> |

* Assets held in pooled investments -- specific investment maturities not available.

Interest Rate Risk

The State has delegated an investment policy for the System to the Board and its Committees. The Investment Committee sets its own policy, in conjunction with the Board, to manage and review the System's exposure to fluctuating interest rates.

Credit Risk

The System's general investment policy is to apply the prudent-person rule: Investments are made as a prudent person would be expected to act, with discretion and intelligence, to seek reasonable income, preserve capital and, in general, avoid speculative investments. The System has no investment policy that would further limit its investment choices. As of June 30, 2006, the System's fixed income and short-term investments (as noted on previous page) had the following risk characteristics as indicated in the following schedule (expressed in thousands):

| Moody's Ratings or Comparable | Percent of Total Fund | Market Value | Callable Amount | Callable Dates |
|----------------------------------|--------------------------|-----------------|--------------------|----------------------------|
| AAA to A | 6.30% | \$ 389,586 | \$ 21,158 | Through June 6, 2010 |
| BBB to B | 2.70% | 166,133 | 11,774 | Through February 1, 2016 |
| CCC to C | 0.30% | 17,815 | 34 | Through July 19, 2004 |
| Less than C | 0.00% | | | |
| Not Rated | 1.30% | 78,954 | 5,578 | Through September 15, 2014 |
| Other Investments* | 9.80% | 641,413 | | |
| Total: | 20.40% | \$ 1,293,901 | \$ 38,544 | |

*Assets held in pooled investments – specific investment ratings, callable details not available

Custodial Credit Risk

Of the System's \$6,818,000 cash balance, there are two accounts which are uninsured and uncollateralized. \$688,000 represents pooled deposits held by the State Treasurer's Office. The balance of \$6,130,000 represents pooled deposits in short-term investments held by the Mercantile Safe Deposit & Trust Co., custodian bank as of June 30, 2006. As a result of a request for proposal conducted during the fiscal year, Northern Trust assumed global custody responsibilities as of July 3, 2006.

Investments in Excess of 5% of Net Assets Held in Trust for Pension Benefits

As of June 30, 2006, the System did not hold any individual investments in excess of 5% of the fair value of the System's net assets held in trust for pension benefits. However, the following managers have been allocated investments in excess of 5% of the fair value of the System's net assets held in trust for pension benefits as of June 30, 2006:

| | Fair Value | |
|---------------------------------------------|--------------------------|-----------|
| | (Expressed in Thousands) | |
| Mellon Capital Asset Allocation Fund | \$ | 1,021,305 |
| Mellon Capital Global Asset Allocation Fund | | 1,000,422 |
| Oaktree International Convertibles | | 493,886 |
| T. Rowe Price Natural Resource Fund | | 388,778 |
| OFI Institutional | | 360,855 |
| Lehman Capital - Fixed | | 355,690 |
| Mercator Asset Management | | 334,213 |
| Loomis-Sayles & Company LP | | 326,801 |

Management Fees

The System paid \$16.6 million in management fees to the venture capital limited partnerships and transition managers for the Fiscal Year ended June 30, 2006. These fees are netted against investment income.

Investment Commitments

The System has commitments to invest up to an additional \$484 million in venture capital limited partnerships in varying amounts as of June 30, 2006, to be drawn down, as called upon at any time during the term of each partnership, which is usually a ten-year period. Generally, these commitments are self-funding, in that the capital calls are met using cash flows generated by the existing venture capital/limited partnerships as managers in this asset class realize the proceeds of their investments.

Foreign Investments/Forward Exchange Contracts

Foreign investments include equity securities, bonds, and short-term investments. From time to time, the System has entered into forward exchange contracts to sell or purchase certain foreign currencies at specified rates at stated dates. At June 30, 2006, the System did not hold any directly-held open forward exchange contracts.

The following is a listing of the System's foreign assets as of June 30, 2006, excluding foreign-issuer assets valued at \$183.4 million which were U.S. dollar denominated. As a result, totals presented may differ from disclosures made in the Statement of Plan Net Assets, which reflects the primary asset class in which the fund manager invests.

Investment Types

(Expressed in Thousands)

| Currency | Fair Value in U.S. Dollars | | | |
|------------------------|-------------------------------|-------------------|-------------------|-----------------|
| | | Equities | Fixed Income | Cash |
| Australian Dollar | \$ 15,389 | \$ 15,368 | \$ - | \$ 21 |
| British Pound Sterling | 78,103 | 78,098 | | 5 |
| Canadian Dollar | 3,465 | 97 | 3,368 | |
| Euro Currency | 325,538 | 286,854 | 36,633 | 2,051 |
| Hong Kong Dollar | 7,452 | 5,935 | 1,517 | |
| Japanese Yen | 116,172 | 88,913 | 27,275 | (16) |
| Norwegian Krone | 9,427 | 5,802 | 3,625 | |
| Singapore Dollar | 22,192 | 20,865 | 1,278 | 49 |
| South Korean Won | 1,455 | 1,455 | | |
| Swedish Krona | 2,722 | 2,722 | | |
| Swiss Franc | 60,242 | 55,567 | 3,306 | 1,369 |
| Other Investments* | 641,629 | 414,260 | 227,369 | |
| Total: | \$ 1,283,786 | \$ 975,936 | \$ 304,371 | \$ 3,479 |

* Assets held in pooled investments -- specific currency exposure not available.

Derivatives

Derivatives are instruments (securities or contracts) whose value is dependent on such things as stock or bond prices, interest rate levels, or currency exchange rates. In June 1994, the Board adopted a formal written policy on the use of derivatives which is reviewed periodically. This policy, as amended was incorporated in the formalized investment policy adopted by the Board during Fiscal Year 2006. Only a few selected managers are permitted to use derivatives. In every case, the types of derivatives used and limits on their use are stated in the manager's contract and are monitored on an ongoing basis. Derivatives serve a variety of useful purposes for the System, including the reduction of foreign exchange risk, the minimization of transaction costs and as a means of implementing value added strategies to enhance returns. So-called "exotic" derivatives are not used. If the use of derivatives in a portfolio strategy results in some leverage, that leverage is never permitted to expose the Fund to a loss greater than the amount committed to that strategy.

The following lists principal categories of derivatives and their uses during the year:

| <u>Category</u> | <u>Purpose</u> |
|------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Foreign exchange forward contracts | Hedge currency risk of investments denominated in foreign currencies; enhance return |
| Exchange traded futures contracts | Reduce transaction costs; hedge equity market risk; control fixed income; portfolio duration; enhance return |
| Exchange traded options contracts | Enhance return; reduce transaction costs |
| Asset backed securities | Enhance return |
| Total return equity swaps | Hedge equity market risk exposure |

Generally, derivatives are subject both to market risk and counterparty risk. The derivatives utilized by the System typically have no greater risk than their physical counterparts, and in many cases are offset by exposures elsewhere in the portfolio (for example, a short S&P 500 futures contract partially hedging a long position in S&P 500 securities). Counterparty risk, the risk that the "other party" to a contract will default, is managed by utilization of exchange traded futures and options where practical (in which case the futures exchange is the counterparty and guarantees performance) and by careful screening of counterparties where use of exchange traded products is impractical or uneconomical.

Derivative securities are priced and accounted for at their fair value. For exchange traded securities such as futures and options, closing prices from the securities exchanges are used. For fixed income derivatives such as collateralized mortgage obligations (CMOs), commercial pricing services (where available) or bid-side prices from a broker/dealer are used. Foreign exchange contracts are valued at the price at which the transaction could be settled by offset in the forward markets.

The Investment Committee monitors the System's derivative holdings on a regular basis to insure that the derivatives used by the managers of the System will not have a material adverse impact on its financial condition.

Risk and Uncertainty

The plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk inherent in investment securities, it is possible that changes in the values of investment securities will occur in the near term and those changes could affect the amounts reported in the Statement of Plan Net Assets.

The actuarial accrued plan liabilities are measured based on assumptions pertaining to the interest rates, inflation rates and employee demographic behavior in future years. While these assumptions have been chosen after review of past history of the

covered participants, it is likely that future experience will not exactly conform to these assumptions. To the extent that actual experience deviates from these assumptions, the emerging liabilities may be higher or lower than anticipated. The more experience deviates, the larger the impact on future financial statements.

COMPONENT UNITS

Diamond State Port Corporation

At June 30, 2006, the carrying value and the bank balances of the Corporation's deposits were \$11,293,213 and \$11,645,399, respectively. Of the bank balances, \$100,000 is insured by the Federal Deposit Insurance Corporation (FDIC) and \$11,545,399 is subject to custodial credit risk because it is uninsured and uncollateralized. However, it is held at financial institutions that satisfied the criteria listed above and does not require collateralization.

Riverfront Development Corporation

At June 30, 2006, the Riverfront Development Corporation's cash deposits carrying value and bank balances amounted to \$6,032,540 and \$6,341,384 respectively. Cash deposits include \$202,885 of restricted cash and cash equivalents that have been assigned to the bank as collateral for repayment in the event of a default under the bond or collateral agreements. Of the bank balances, \$392,563 is insured by the FDIC and \$5,948,821 is uninsured and uncollateralized.

Delaware State University

At June 30, 2006, Delaware State University's deposits carrying value and bank balance was \$13,089,188 and \$14,096,067 respectively. An additional \$12,733,197 of cash and cash equivalents related to unexpended State appropriations are included on the Statement of Net Assets. Of the bank balances, \$2,473,432 was uninsured and uncollateralized. The additional \$12,733,197 represents pooled deposits held by the State Treasurer's Office.

Delaware Technical and Community College Educational Foundation

At December 31, 2005, the DTCC Foundation's cash deposits amounted to \$13,287. All bank balances were insured by the FDIC.

Delaware Charter Schools

At June 30, 2006, the Delaware Charter Schools deposits carrying value was \$15,025,585. Deposits include \$14,192,482 held in the State Investment Pool. Carrying value of the remainder of deposits was \$833,103. Bank balances totaled \$682,428, consisting of \$456,050 insured by FDIC and \$226,378 uninsured and uncollateralized.

Delaware State Housing Authority**Investment Policies**

The Authority has an investment policy that encompasses all moneys related to the issuance of bonds, as well as, all funds otherwise held by the Authority. The Authority seeks first and foremost to ensure safety of principal, and secondly, to attain the highest possible return available given the risk constraints.

The Authority is allowed to invest in certain qualified investments as defined by amended Section 4013, Chapter 40, Title 31, of the Delaware Code and the Authority's formal investment policy. Subject to certain limitations, such as the credit ratings on bonds and the capitalization level of depositories, "qualified investments" include:

- a. Obligations of or explicitly guaranteed by the U.S. or Delaware state governments.
- b. Obligations of U.S. government-sponsored enterprises and U.S. government agencies and instrumentalities.
- c. Obligations of depositories and other financial institutions.
- d. Bankers' acceptances
- e. Commercial paper
- f. Money market mutual funds
- g. Corporate debt obligations
- h. The State of Delaware investment pool with the State Treasurer's Office.
- i. Other investment arrangements made pursuant to an investment agreement authorized by a resolution of the Authority.

Certain federal funds administered by the Authority are subject to additional limitations within the qualified investments listed above.

For the State of Delaware Investment Pool, fair value of the pool shares is the same as the carrying value of the pool shares. The State of Delaware Cash Management Policy Board provides oversight for this pool.

Investments

Investments are presented at fair value. Fair values are determined by quoted market prices based on national exchange prices for all investments, except for the State of Delaware Investment Pool. The State pool is valued based on the pool's share price. The table on the next page lists investments and their maturities.

Investment Maturities (in Years)

(Expressed in Thousands)

| Investment Type | Fair Value | Less | | | | | More than 30 |
|-----------------------------------|----------------|---------------|----------------|---------------|--------------|--------------|--------------|
| | | than 1 | 1 - 5 | 5 - 10 | 10 - 20 | 20 - 30 | |
| U.S. Treasury Notes | \$ 9,050,224 | \$ 4,168,000 | \$ 4,870,000 | | \$ 467,000 | | |
| U.S. Treasury Bonds | 177,602 | | | \$ 143,000 | | \$ 19,000 | |
| U.S. Treasury Bills | 853,179 | 874,000 | | | | | |
| U.S. Treasury Strips | 2,185,187 | 454,000 | 1,820,000 | 226,000 | | | |
| U.S. Agencies | 7,869,582 | 4,160,000 | 3,795,000 | | | | |
| Commercial Paper | 822,336 | 825,000 | | | | 2,133 | |
| Corporate Note | 6,458,230 | 4,580,000 | 1,989,000 | | | | |
| Resolution Funding Corp. | | | | | | | |
| Coupon Strips | 259,436 | | | 362,000 | | | |
| Municipal Bonds | 2,216,522 | 185,000 | 2,010,000 | 335,000 | | | |
| Investment Agreements | 140,674,143 | 1,552,896 | 110,917,308 | 14,707,157 | 5,906,000 | 7,528,094 | \$ 62,688 |
| Money Market Savings Acct. | 3,361,786 | 3,361,786 | | | | | |
| Bank Money Market Acct. | 14,093,971 | 14,093,971 | | | | | |
| State of Delaware Investment Pool | 33,136,776 | 33,136,776 | | | | | |
| Total Investments: | \$ 221,158,974 | \$ 67,391,429 | \$ 125,401,308 | \$ 15,773,157 | \$ 6,373,000 | \$ 7,549,227 | \$ 62,688 |

Interest Rate Risk

As a means of limiting its exposure to fair value losses arising from rising interest rates, the Authority's investment policy places limits on maturities for the various funds as follows:

- a. Single Family & Multi-Family Program Funds: Investment contracts for bond program funds should have a maturity that matches the final bond maturity to minimize reinvestment risk. Individual investments of bond program funds should match anticipated cash requirements or provide sufficient liquidity to allow funds to be accessed to meet bond resolution requirements without incurring material principal losses.
- b. Federal Program Funds: HUD funds held by the Authority should have a maximum maturity of one year. HUD-related funds held by the Authority (escrows, replacement reserves, residual receipts) shall have a maximum maturity of three years.
- c. General Fund: The Operating Reserve Account, which is managed externally, should have a maximum maturity at the time of purchase of ten years. However, specific investments may be transferred into the account from time to time that may have a longer maturity. The Authority may further reduce the maximum maturity of the operating reserve investments from time to time.

- d. Other Authority funds should be invested with a maturity that matches, or is prior to, the anticipated time at which the funds will be needed.
- e. Authority investments (other than deposit accounts, money market fund shares, or deposits with the State Treasurer's Office) should have a fixed maturity date by which principal and accrued interest will be fully repaid. The Authority is not permitted to enter into investments that have an expected maturity date that can be extended, depending upon market conditions.

Credit Risk

The Authority's general investment policy is to make investments with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the probable safety of their capital, as well as, the probable income to be derived. The Authority's investment policy limits its investment choices as mentioned above under Investments. For the Authority's Single and Multi-Family Programs, the investment rating must be equal or exceed the bond rating. The Authority's Operating Reserve Account has a specific credit quality requirement. Corporate debt obligations and shares of money market mutual funds shall have a long-term rating of AA and/or Aa, respectively by Standard & Poor's (S&P) and Moody's at the time of purchase. As of June 30, 2006, the Authority's investments were rated as follows:

| Investment Type | Ratings (S & P) | | | | | | |
|--------------------|-----------------|------------|--------------|--------------|--------------|------------|------------|
| | Agency * | AAA | AA | A+ | AA- | A1- | A1 |
| U.S. Agencies | \$ 3,508,208 | | | | | | |
| Corporate Notes | | \$ 207,610 | \$ 2,181,160 | \$ 1,737,060 | \$ 2,332,400 | | |
| Resolution Funding | | 259,436 | | | | | |
| Coupon Strips | | | | | | | |
| Municipal Bonds | | 429,890 | | | 1,786,632 | | |
| Commercial Paper | | | | | | \$ 199,271 | \$ 623,065 |
| Total | \$ 3,508,208 | \$ 896,936 | \$ 2,181,160 | \$ 1,737,060 | \$ 4,119,032 | \$ 199,271 | \$ 623,065 |

* The Agency column above represents securities issued by government -sponsored enterprises that are not rated, but have an implied but not explicit guarantee from the federal government.

Custodial Credit Risk

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. Of the Authority's \$221,158,974 investment balance, \$140,674,143 represents deposits held by various Guaranteed Investment Contract (GIC) providers. These accounts are uninsured and uncollateralized. The funds are specifically identified for the Authority, but the custodial credit risk cannot be categorized for

these funds. Credit risk for such investments depends on the financial stability of the financial institution providing the GIC.

Riverfront Development Corporation (RDC)

The Riverfront's restricted investments totaling \$9,899,024 consist of \$7,634,361 of short-term investments (rated A1 or better), \$2,115,000 of Governmental bonds (rated AAA), and \$149,663 of certificates of deposit (insured up to \$100,000). These investments are investments that are uninsured, unregistered and held by the counterparty's trust department or agent in the RDC's name. The following issuers have investments at fair value in excess of 5% of RDC's investment portfolio:

| <u>Investments</u> | <u>Fair Value</u> | <u>% of Assets</u> |
|-------------------------------------|-------------------|--------------------|
| American Express Credit Corp. Note | \$ 500,000 | 5.1 % |
| General Electric Capital Corp. Note | 500,000 | 5.1 % |
| Household Finance Corp. Note | 500,000 | 5.1 % |
| Prudential Funding Corp Note | 500,000 | 5.1 % |

Delaware State University

Investments of the University totaled \$18,141,104 stated at quoted market value, which consist of pooled investments where the University does own specific securities.

Delaware Technical and Community College Educational Foundation

Investments of the DTCC Foundation totaled \$5,772,338, stated at quoted market value. These investments consist of pooled investments where the University does not own specific securities. An additional \$61,458 is invested in life insurance, recorded at the cash surrender value.

NOTE 3 RECEIVABLES

All trade, loan and tax account receivables are recorded net of an allowance for doubtful accounts. In the governmental funds, receivables that will not be available within 60 days of year-end are recorded as deferred revenue. In the government-wide statements, receivables not expected to be collected during the subsequent year are recorded as noncurrent.

Taxes receivable represent the amount of personal, business, and other taxes determined to be measurable and available as of June 30, 2006. Uncollectibility for taxes receivable primarily results from identified assessment problems, inability to locate taxpayers, and accounts of decedents.

The State of Delaware levies taxes on real property through its school districts. Each of the three counties of the State establishes the assessed values of real estate and bills and collects its own property taxes. Local school property taxes are levied by local school districts based on the assessed value of real estate, as determined by county taxation formulas. Taxes are levied on July 1 and are payable on or before September 30. Taxes paid after the payable date are assessed a 6% penalty for nonpayment and 1% interest per month thereafter. Taxes are billed and collected by the Counties with funds remitted to the local school district to be used for the local share of school operating costs and debt service on general obligation bonds issued for capital improvements.

Receivables as of year-end for the State's individual funds, including the applicable allowances for uncollectible accounts, are as follows:

Receivables - Primary Government

Governmental Activities

(Expressed in Thousands)

| | <u>General</u> | <u>Federal Funds</u> | <u>Local School District Funds</u> | <u>Total Receivables</u> |
|-----------------------------------------------------------------|-------------------|--------------------------|----------------------------------------|------------------------------|
| Receivables: | | | | |
| Taxes | \$ 179,175 | | \$ 17,603 | \$ 196,778 |
| Interest | 42 | | 5 | 47 |
| Accounts | 739,785 | \$ 78,083 | 626 | 818,494 |
| Loans and Notes | 107,205 | 21,824 | | 129,029 |
| Intergovernmental | 183 | 76,625 | | 76,808 |
| Total receivables | <u>1,026,390</u> | <u>176,532</u> | <u>18,234</u> | <u>1,221,156</u> |
| Allowance for doubtful accounts | <u>(789,832)</u> | <u>(70,723)</u> | <u>(171)</u> | <u>(860,726)</u> |
| Total receivable (net) | <u>236,558</u> | <u>105,809</u> | <u>18,063</u> | <u>360,430</u> |
| Amounts not scheduled for collection during the subsequent year | <u>\$ 147,531</u> | <u>\$ 21,880</u> | <u>\$ 10,671</u> | <u>\$ 180,082</u> |

Receivables - Primary Government

Business-type Activities

(Expressed in Thousands)

| | <u>Unemployment</u> | <u>Lottery</u> | <u>DelDOT</u> | <u>Total Receivables</u> |
|-----------------------------------------------------------------|---------------------|----------------|------------------|------------------------------|
| Receivables: | | | | |
| Taxes | \$ 39,971 | | | \$ 39,971 |
| Interest | | | \$ 1,992 | 1,992 |
| Accounts | 7,160 | \$ 9,449 | 13,361 | 29,970 |
| Loans and Notes | | | 35,225 | 35,225 |
| Intergovernmental | 352 | | 9,768 | 10,120 |
| Total receivables | <u>47,483</u> | <u>9,449</u> | <u>60,346</u> | <u>117,278</u> |
| Allowance for doubtful accounts | <u>(15,532)</u> | <u>(726)</u> | | <u>(16,258)</u> |
| Total receivable (net) | <u>31,951</u> | <u>8,723</u> | <u>60,346</u> | <u>101,020</u> |
| Amounts not scheduled for collection during the subsequent year | | | <u>\$ 34,770</u> | <u>\$ 34,770</u> |

Receivables as of year-end for the State's component units, including the applicable allowances for uncollectible accounts, are shown below.

**Receivables
Component Unit Activities**

(Expressed in Thousands)

| | <u>Delaware State Housing Authority</u> | <u>Diamond State Port Corporation</u> | <u>Riverfront Development Corporation</u> | <u>Delaware State University</u> | <u>Delaware Charter Schools</u> | <u>Total Receivables</u> |
|-----------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------|---------------------------------------------------|------------------------------------------|-----------------------------------------|------------------------------|
| Receivables: | | | | | | |
| Interest | \$ 23,811 | | | | | \$ 23,811 |
| Accounts | 1,021 | \$ 3,094 | \$ 150 | \$ 4,257 | \$ 75 | 8,597 |
| Loans and Notes | 442,214 | | 3,194 | 387 | | 445,795 |
| Intergovernmental | 476 | | | 2,340 | | 2,816 |
| Total receivables | <u>467,522</u> | <u>3,094</u> | <u>3,344</u> | <u>6,984</u> | <u>75</u> | <u>481,019</u> |
| Less: Allowance for doubtful accounts | <u>(753)</u> | <u>(48)</u> | <u>(1,906)</u> | <u>(2,440)</u> | | <u>(5,147)</u> |
| Total receivables (net) | <u>\$ 466,769</u> | <u>\$ 3,046</u> | <u>\$ 1,438</u> | <u>\$ 4,544</u> | <u>\$ 75</u> | <u>\$ 475,872</u> |
| Amounts not scheduled for collection during the subsequent year | <u>\$ 431,322</u> | <u>\$</u> | <u>\$ 1,288</u> | <u>\$ 387</u> | <u>\$</u> | <u>\$ 432,997</u> |

Note: DTCC Educational Foundation did not have any activity.

Governmental funds report deferred revenue in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. Governmental funds also defer revenue recognition in connection with resources that have been received, but not yet earned. Amounts considered unearned federal grant drawdowns are reported as deferred revenue.

The various components of deferred revenue and unearned revenue reported at year-end in the governmental funds are as follows:

Deferred Revenues

(Expressed in Thousands)

| | |
|---------------------------------|-------------------|
| Unavailable | |
| Taxes Receivable | \$ 69,266 |
| Non-tax Receivables | 187,032 |
| Subtotal Unavailable | <u>256,298</u> |
| Unearned | |
| Advance Park Reservation Fees | 874 |
| Federal Grant Advance Drawdowns | 19,021 |
| Total Deferred Revenue | <u>\$ 276,193</u> |

NOTE 4 INTERFUND RECEIVABLES, PAYABLES, AND TRANSFERS***Due From/Due to Other Funds***

Receivables reported as "Due From Other Funds" and the related payables reported as "Due To Other Funds" represent amounts owed to State organizations by other organizations within the State reporting entity. Amounts receivable from or payable to other levels of government are reported as Intergovernmental receivables or payables. The composition of Due From/Due To balances as of June 30, 2006, expressed in thousands, is as follows:

| Receivable Fund | Payable Fund | Amount |
|-----------------|------------------------|-----------|
| General Fund | Federal Fund | \$ 10,561 |
| | Local School District | 12,271 |
| | Capital Projects Fund | 62,856 |
| | Subtotal | 85,688 |
| | Enterprise Fund | |
| | Delaware State Lottery | 4,123 |
| | Total | \$ 89,811 |

The amounts due from the Federal Fund and the Capital Projects Fund are recorded for borrowings to eliminate negative balances in the State Investment Pool. The amount for the Federal Fund is created by expenditures relating to reimbursement type federal grant revenues. These costs result in a negative balance in the State Investment Pool. The State Legislation authorizes certain Capital Project expenditures prior to the issuance of bonds. These expenditures have resulted in a negative balance in the State Investment Pool. The negative balance is considered to be a borrowing from the General Fund. Amounts due from local school districts represent balances due from Christina School District which were borrowed for general operating expenses and capital projects.

The amount due from the Delaware Lottery (reported as an internal balance on the Statement of Net Assets), represents profits required by law to be transferred to the General Fund.

Transfers In From /Out To Other Funds

Transfers in and transfers out from/to other funds in the Statement of Revenues, Expenditures and Changes in Fund Balance, the Statement of Revenues, Expenses and Changes in Fund Net Assets, Proprietary Funds and Payment from the Primary Government in the Statement of Activities-Component Units represent transfers between funds. Transfers are used to 1) move revenues from the fund that statute requires to collect them to the fund that statute requires to expend them, 2) use restricted revenues collected in the General Fund to finance various programs

accounted for in other funds in accordance with budgetary authorizations, and 3) move profits from the Delaware State Lottery as required by State law.

A schedule of transfers in and transfers out for the year ended June 30, 2006 is presented below (expressed in thousands):

| | <u>Transfers In</u> | <u>Transfers Out</u> |
|--------------------------------|-------------------------|--------------------------|
| Governmental Fund Types | | |
| General Fund | \$ 358,075 | \$ 113,674 |
| Federal Fund | | |
| Local School Fund | 16,436 | 38,283 |
| Proprietary Fund Types | | |
| Lottery | | 318,986 |
| DelDOT Fund | <u>97,238</u> | <u>806</u> |
| Total All Funds | <u>\$ 471,749</u> | <u>\$ 471,749</u> |

NOTE 5 GENERAL OBLIGATION BONDS

General obligation bonds have been authorized and issued primarily to provide funds for acquisition and construction of capital facilities for State administrative operations, public and higher education, public and mental health, correction and conservation purposes and for maintenance and construction of highway facilities.

The State Constitution provides that the State may issue general obligation bonds for specific purposes in amounts approved by the General Assembly. The enabling acts pursuant to which the bonds are issued provide that all bonds issued shall be direct obligations of the State of Delaware; that is, the bonds are secured by the pledge of the full faith and credit of the State. General obligation bonds are redeemed over a period not to exceed 20 years, generally from available resources in the General fund. Accordingly, the State of Delaware has generally issued 10 and 20-year serial bonds with equal amounts of principal maturing each year. Bonds outstanding have call provisions providing for early redemption at the option of the State, generally beginning 8 or 10 years following the date of issue in the inverse order of maturity, in whole or in part, at a redemption price not to exceed 101% to 103% of par value.

On September 15, 2005, the State issued \$132.0 million of general obligation bonds maturing between September 1, 2006 and September 1, 2025. The bonds bear coupon rates of between 3.5% and 5%. Proceeds were used to fund various capital projects as authorized by the General Assembly.

Bonds issued and outstanding totaled \$1,045,166,000 at June 30, 2006. Of this amount, \$401.8 million is supported by property taxes collected by the Local School

District Funds. During fiscal year 2006, the Local School District Funds transferred \$38.3 million of property tax revenue to the State to meet the required debt service on their share of the debt.

The State is authorized to issue an additional \$348.4 million of general obligation bonds at June 30, 2006. Interest rates and maturities of the outstanding General Obligation Bonds are detailed as follows:

| General Obligation Bonds | | | | Balance Outstanding June 30, 2006 (Expressed in Thousands) |
|---------------------------------|----------------------|-------------------|-----------------------------------|---------------------------------------------------------------------|
| Sale # | Description | Interest Rates | Maturity Date (Fiscal Year) | \$ |
| 196 | GO 2005D | 3.5% - 5.0% | 2024 | 132,000 |
| 195 | GO Refunding 2005C | 5% | 2023 | 45,335 |
| 194 | GO 2005B | 2.625% - 5.0% | 2024 | 86,890 |
| 193 | GO 2005A | 2.25% - 4.25% | 2025 | 28,735 |
| 192 | QZAB 2004B | 0% | 2020 | 224 |
| 191 | GO + Refunding 2004A | 3.0% - 6.0% | 2024 | 183,310 |
| 190 | QZAB 2003D | 0% | 2018 | 908 |
| 189 | GO Refunding 2003C | 4.0% - 6.0% | 2023 | 94,000 |
| 188 | GO Refunding 2003B | 4.0% - 5.0% | 2011 | 28,345 |
| 187 | GO 2003A | 4.0% - 5.0% | 2022 | 75,400 |
| 186 | QZAB 2002B | 0% | 2016 | 760 |
| 185 | GO + Refunding 2002A | 4.0% - 5.25% | 2021 | 203,530 |
| 184 | QZAB 2001B | 0% | 2011 | 649 |
| 183 | GO + Refunding 2001A | 4.0% - 4.75% | 2009 | 54,544 |
| 182 | GO 2000 A | 5.0% - 5.5% | 2012 | 30,000 |
| 181 | GO 1999 A | 4.0% - 4.625% | 2019 | 27,500 |
| 179 | GO + Refunding 1998A | 4.5% - 4.75% | 2008 | 40,390 |
| 178 | GO 1997 B | 5.00% | 2007 | 4,875 |
| 177 | GO 1997 A | 5.00% | 2007 | 6,000 |
| 170 | GO 1992 B | 4.7% - 6.1% | 2013 | 1,771 |
| Total | | | | \$ 1,045,166 |

The following table sets forth the future debt service requirements on outstanding general obligation bonds at June 30, 2006.

| Total General Obligation Bonds | | | |
|----------------------------------------------|---------------------|-------------------|---------------------|
| (Expressed in Thousands) | | | |
| Fiscal Year Ending 30-Jun | Principal | Interest | Total |
| 2007 | \$ 117,429 | \$ 46,428 | \$ 163,857 |
| 2008 | 108,315 | 41,028 | 149,343 |
| 2009 | 102,620 | 35,799 | 138,419 |
| 2010 | 97,040 | 30,823 | 127,863 |
| 2011 | 89,722 | 26,449 | 116,171 |
| 2012-2016 | 314,869 | 81,955 | 396,824 |
| 2017-2021 | 145,322 | 31,688 | 177,010 |
| 2022-2026 | <u>69,849</u> | <u>6,328</u> | <u>76,177</u> |
| Totals | <u>\$ 1,045,166</u> | <u>\$ 300,498</u> | <u>\$ 1,345,664</u> |

Changes in general obligation bonded debt during the year ended June 30, 2006, are summarized in Note 10.

In prior years, the State has defeased certain general obligation bonds by creating separate irrevocable trust funds. New debt has been issued or cash appropriated and the proceeds have been used to purchase U.S. Government securities that were placed in the trust funds. The investments and fixed earnings from the investments are sufficient to fully service the defeased debt. Accordingly, the debt has been considered defeased and has been removed as a liability from the Government-wide financial statements. As of June 30, 2006, a total of \$184.5 million of defeased bonds were outstanding.

NOTE 6 REVENUE BONDS

REVENUE BONDS

The State Constitution empowers certain State agencies and authorities to issue bonds that are not supported by the full faith and credit of the State. These bonds pledge income derived from acquired or constructed assets or some other stream of revenues to retire the debt and pay related interest.

PRIMARY GOVERNMENT**DeIDOT Fund*****Delaware Transportation Authority***

The Delaware Transportation Authority (the Authority) is subject to oversight by the Department of Transportation and is included in the DeIDOT fund. The Authority assists in the implementation of the State's plans and policies regarding the coordination and development of a comprehensive, balanced transportation system for the State. It has the power to develop a unified system of air, water, vehicular and specialized transportation in the State. The Authority includes the Transportation Trust Fund and the Delaware Transit Corporation. The Secretary of the Department of Transportation, with consent of the Governor, appoints the Authority's Director.

To assist the Authority in financing a unified transportation system, the State created a Transportation Trust Fund (the Trust Fund) within the Authority which receives all receipts of the Authority. The primary sources of funding of the Trust Fund are motor fuel taxes and motor vehicles fees imposed and collected by the State and deposited in the Trust Fund, and revenue from the Delaware Turnpike, which the Authority owns and operates. The Authority also has the power to issue bonds, with legislative authorization, to finance improvements to the State's transportation system. The Authority may apply Trust Fund revenue in excess of debt service requirements for transportation projects, subject to legislative authorization, and may pledge any or all of this revenue to secure financing for these projects.

In November 2005, the Authority issued \$150,000,000 of Transportation System Senior Revenue Bonds, 2005 Series, of which \$40,000,000 refunded Bond Anticipation Notes.

The Authority has defeased various bond issues by creating separate irrevocable trust funds. New debt has been issued and the proceeds have been used to purchase U.S. Government securities that were placed in the trust funds. The investments and fixed earnings from the investments are sufficient to fully service the defeased debt until the debt is called or matures. For financial reporting purposes, the debt has been considered defeased and is therefore not reported as a liability. As of June 30, 2006, the amount of defeased debt outstanding amounted to \$146,485,000.

The Delaware Transportation Authority had a total of \$75,219,525 in authorized but unissued bonds at June 30, 2006. Bonds outstanding at June 30, 2006 amounted to \$953,265,000 and are presented on the next page as follows:

Delaware Transportation Authority Revenue Bonds

(Expressed in Thousands)

| Description | Interest Rates | Maturity Date (Fiscal Year) | Balance Outstanding 30-Jun-06 |
|-----------------------------------------------------|-----------------------|--------------------------------|----------------------------------|
| Transportation System Senior Revenue Bonds - Series | | | |
| 1997 | 5.0% - 6.0% | 2017 | \$ 49,930 |
| 1998 | 4.25% - 5.5% | 2016 | 52,190 |
| 2000 | 5.50% | 2020 | 17,720 |
| 2001 | 4.5% - 5.5% | 2021 | 50,795 |
| 2002 | 5.00% | 2008 | 27,765 |
| 2002 B | 4.0% - 5.25% | 2022 | 146,615 |
| 2003 | 4.5% - 5.0% | 2023 | 247,685 |
| 2004 | 3.0% - 5.0% | 2024 | 164,200 |
| 2005 | 4.0% - 5.0% | 2025 | 150,000 |
| Transportation System Junior Revenue Bonds - Series | | | |
| 2002 | 4.375% - 5.0% | 2009 | 46,365 |
| Totals | | | 953,265 |
| | Less: Current portion | | 61,370 |
| | Long Term Portion | | \$ 891,895 |

Future debt service requirements for the Authority's outstanding bonds are shown in the table below.

Delaware Transportation Authority Revenue Bonds

(Expressed in Thousands)

| Year Ending June 30 | Principal | Interest | Total |
|------------------------|------------|------------|--------------|
| 2007 | \$ 61,370 | \$ 45,534 | \$ 106,904 |
| 2008 | 64,980 | 41,769 | 106,749 |
| 2009 | 68,820 | 38,420 | 107,240 |
| 2010 | 71,585 | 34,918 | 106,503 |
| 2011 | 60,065 | 31,613 | 91,678 |
| 2012-2016 | 285,355 | 114,066 | 399,421 |
| 2017-2021 | 221,130 | 52,766 | 273,896 |
| 2022-2026 | 119,960 | 11,526 | 131,486 |
| Totals | \$ 953,265 | \$ 370,612 | \$ 1,323,877 |

The Transportation System Revenue Bonds have fixed interest rates and are limited obligations of the Authority secured only by the pledged revenues of the Trust Funds. Summary financial information at June 30, 2006 for the Trust Funds, which is the segment of the Transportation department that supports the revenue bonds, is presented on the next page:

Condensed Balance Sheets

(Expressed in Thousands)

| | |
|----------------------------------------------------|--------------------------|
| Assets: | |
| Current assets | \$ 172,745 |
| Capital assets | 1,010,161 |
| Other assets | 79,931 |
| Total assets | <u>1,262,837</u> |
| Liabilities: | |
| Current liabilities | 114,929 |
| Noncurrent liabilities | 930,976 |
| Total liabilities | <u>1,045,905</u> |
| Net Assets: | |
| Invested in capital assets, Net of related debt | 32,033 |
| Unrestricted | 44,063 |
| Restricted | 140,836 |
| Total net assets | <u><u>\$ 216,932</u></u> |

**Condensed Statements of Revenues,
Expense and Changes in Net Assets**

(Expressed in Thousands)

| | |
|--------------------------------------------|-----------------------|
| Operating revenues (pledged against bonds) | \$ 326,826 |
| Other operating revenues | 38,351 |
| Depreciation expense | (192) |
| Other operating expenses | (426,246) |
| Operating loss | <u>(61,261)</u> |
| Nonoperating revenues (expenses): | |
| Investment income (pledging against bonds) | 10,523 |
| Other investment Income (loss) | (731) |
| Interest expense | (37,347) |
| Transfer from State General Fund | 88,238 |
| Change in net assets | <u>(578)</u> |
| Beginning net assets | <u>217,510</u> |
| Ending net assets | <u><u>216,932</u></u> |

Condensed Statements of Cash Flows

(Expressed in Thousands)

| | |
|------------------------------------------|------------------------|
| Net cash provided by (used in): | |
| Operating activities | (78,699) |
| Noncapital financing activities | 88,238 |
| Capital and related financing activities | (174) |
| Investing activity | <u>(9,426)</u> |
| Net increase (decrease) | (61) |
| Beginning cash and cash equivalents | <u>2,503</u> |
| Ending cash and cash equivalents | <u><u>\$ 2,442</u></u> |

COMPONENT UNITS

Debt issued by the following component units is not secured by the full faith, credit and taxing power of the State.

Delaware State Housing Authority

The Authority is authorized to issue bonds and notes, with the approval of the State, in order to exercise its powers. These bonds and notes are secured solely by the revenues, loans, and other pledged assets under the related Bond Indenture of the Authority.

The Delaware State Housing Authority has issued revenue bonds to provide financing for mortgage, construction, and other loans to not-for-profit and limited for-profit housing sponsors; to make loans to mortgage lenders, requiring the proceeds thereof to be used for making new qualified residential mortgage loans; and to purchase qualified mortgage loans from mortgage lenders. The bonds are direct obligations of the Authority and are secured by the mortgage loans made or purchased under the applicable resolutions; the revenues, prepayments and foreclosure proceeds received are related to the mortgage loans, and certain funds and accounts established pursuant to the applicable bond resolutions. All bonds are callable subject to certain restrictions. Interest rates on bonds outstanding range from 3.10% to 7.375% with maturities of such bonds up through July 1, 2039.

On February 21, 2006, the Authority issued \$60,000,000 of Single Family Mortgage Revenue Bonds, 2006 Series A. The proceeds of the sale were used to make new qualified residential mortgage loans.

On May 24, 2006, the Authority issued \$80,000,000 of Single Family Mortgage Revenue Bonds, 2006 Series B. The proceeds of the sale were used to make new qualified residential mortgage loans.

Outstanding bonds at June 30, 2006 amounted to \$429,184,502. Future debt service requirements for the Authority's bonds are shown on the following page.

Delaware State Housing Authority Revenue Bonds

(Expressed in Thousands)

| <u>Year Ending 30-Jun</u> | <u>Principal</u> | <u>Interest</u> | <u>Total</u> |
|-------------------------------|-------------------|-------------------|-------------------|
| 2007 | \$ 12,309 | \$ 21,680 | \$ 33,989 |
| 2008 | 9,525 | 21,210 | 30,735 |
| 2009 | 9,995 | 20,712 | 30,707 |
| 2010 | 10,520 | 20,180 | 30,700 |
| 2011 | 10,410 | 19,612 | 30,022 |
| 2012-2016 | 47,680 | 89,658 | 137,338 |
| 2017-2021 | 50,595 | 77,109 | 127,704 |
| 2022-2026 | 62,610 | 65,721 | 128,331 |
| 2027-2031 | 73,576 | 48,022 | 121,598 |
| 2032-2036 | 81,337 | 26,456 | 107,793 |
| 2037-2039 | <u>60,628</u> | <u>794</u> | <u>61,422</u> |
| Total | <u>\$ 429,185</u> | <u>\$ 411,154</u> | <u>\$ 840,339</u> |

Riverfront Development Corporation

Bonds payable represents amounts due under variable rate bonds, which were issued by RDC in November 1997. The bonds bear interest at a rate which is determined quarterly and is equal to the yield on 90-day U.S. Treasury Bills plus 0.30% with a minimum rate of 5.125%. The rate as of June 30, 2006 was 5.125%. The bonds mature December 1, 2017. Debt service requirements are as follows:

Riverfront Development Corporation Revenue Bonds

(Expressed in Thousands)

| <u>Year Ending 30-Jun</u> | <u>Principal</u> | <u>Interest</u> | <u>Total</u> |
|-------------------------------|------------------|-----------------|-----------------|
| 2007 | \$ 240 | \$ 237 | \$ 477 |
| 2008 | 275 | 224 | 499 |
| 2009 | 300 | 209 | 509 |
| 2010 | 320 | 193 | 513 |
| 2011 | 360 | 176 | 536 |
| 2012-2016 | 2,330 | 554 | 2,884 |
| 2017 - 2018 | <u>915</u> | <u>39</u> | <u>954</u> |
| Total | <u>\$ 4,740</u> | <u>\$ 1,632</u> | <u>\$ 6,372</u> |

Delaware State University

Revenue bonds payable at June 30, 2006 are shown below.

**Delaware State University
Revenue Bonds Payable**
(Expressed in Thousands)

| | | |
|----------------------------------|----|--------|
| Revenue Refunding Bonds | \$ | 10,371 |
| Student Housing Foundation Bonds | | 53,951 |
| Total | \$ | 64,322 |

In May 1999, the University issued Revenue Refunding Bonds of \$15,865,000 (par value) to advance refund the 1992 and 1996 series bonds with a total par value of \$14,625,000. The Bond Trust Indenture requires the University to maintain a Debt Service Reserve Fund equal to the maximum annual debt service on all bonds outstanding under the indenture. The indenture provides for the deposit of a surety bond in the Debt Reserve Fund, replacing the investment requirement. This bond was obtained from MBIA Insurance Corporation in the amount of \$1,580,000. The bond ratings were not changed as a result of this substitution. In addition, the University has pledged for payment of debt all net operating and non-operating revenues, except State appropriations and restricted gifts, grants and bequests, for each academic year during which any of the bonds remain outstanding.

Interest rates range from 4.00% to 5.25% on the outstanding Revenue Refunding Bonds. Debt service requirements for the Delaware State University Bonds are shown in the following schedule:

Delaware State University Revenue Refunding Bonds
(Expressed in Thousands)

| Year Ending 30-Jun | Principal | Interest | Total |
|------------------------------------|-----------|----------|-----------|
| 2007 | \$ 690 | \$ 446 | \$ 1,136 |
| 2008 | 720 | 417 | 1,137 |
| 2009 | 745 | 387 | 1,132 |
| 2010 | 775 | 356 | 1,131 |
| 2011 | 805 | 324 | 1,129 |
| 2012 - 2016 | 4,550 | 1060 | 5,610 |
| 2017 - 2018 | 2,140 | 85 | 2,225 |
| Total | \$ 10,425 | \$ 3,075 | \$ 13,500 |
| Less: Unamortized Bond Discount | (54) | | |
| | \$ 10,371 | | |

The Delaware State University Student Housing Foundation (the Foundation), a component unit of Delaware State University, is a non-profit corporation organized for the purpose of owning and operating student housing facilities primarily for students and faculty of Delaware State University. The Foundation has a fiscal year-end of July 31, 2005. The Foundation has issued student housing revenue bonds secured by deed and payable solely from the revenues of the Foundation. Bond proceeds were restricted to the development, construction, furnishing and equipping of the student housing facilities.

The Foundation refinanced the Series 2000A and 2002A Bonds (the "Prior Bonds") with a loan payable in an aggregate amount of \$18,420,000 funded with proceeds from the issuance of student housing revenue bonds, Series 2004A (Delaware State University Student Housing Foundation Project). Pursuant to the Trust indenture dated January 1, 2004, the proceeds from the sale of the Series 2004A Bonds are restricted to refunding the Prior Bonds, to fund a debt service reserve fund for the Series 2004A Bonds, to fund an operating reserve fund, and to pay a portion of the costs of issuance of the Series 2004A Bonds.

The Delaware State University Student Housing Foundation financed development and construction with a loan payable in an aggregate amount of \$36,300,000 funded with the proceeds from the issuance of variable rate demand student housing revenue bonds, Series 2004B and 2004C (Delaware State University Student Housing Foundation Project). The proceeds from the sale of the Series 2004 Bonds are restricted to financing the construction, furnishing, and equipping Phase III or the Project, to defease in advance of their maturities, the Series 2000B and 2002B Bonds (the "Taxable Refunded Bonds"), to fund interest on the Series 2004 Bonds during construction, to fund a debt service reserve fund for the Series 2004B Bonds, and to pay a portion of the costs of issuance of the Series 2004 Bonds.

The liability of the Delaware State University Student Housing Foundation under the loan agreements is limited to the value of the building and improvements, pledged revenues and amounts deposited with the trustee. The first monthly interest payment on the Series 2004 Bonds began on July 1, 2004. Total accrued interest on all bonds as of July 31, 2005, is \$162,035.

At July 31, 2005, bonds payable of the Foundation consisted of \$53,995,000 of tax-exempt term bonds with maturities through July 2036 and \$595,000 of taxable term bonds with maturities through July 2007. Interest rates on the tax-exempt bonds are variable determined weekly, as defined in the supplemental. Interest rates on the taxable bonds are fixed coupon rates of 5.50% - 7.50%. Taxable Series 2004C with variable interest rates determined weekly up to 4 percent, as defined in the Trust Indenture, are secured by deed and assignment of rents. Maturities of long term debt at July 31, 2005 are presented on the following page.

**Delaware State University
Student Housing Foundation
Revenue Bonds**

| Year Ending 31-Jul | (Expressed in Thousands) | | |
|-------------------------------------------------------|--------------------------|---------|-----------|
| | Tax-exempt | Taxable | Total |
| 2006 | \$ 325 | \$ 395 | \$ 720 |
| 2007 | 650 | 200 | 850 |
| 2008 | 840 | | 840 |
| 2009 | 935 | | 935 |
| 2010 | 1,040 | | 1,040 |
| 2011 - 2015 | 5,945 | | 5,945 |
| 2016 - 2020 | 7,405 | | 7,405 |
| 2021 - 2025 | 9,315 | | 9,315 |
| 2026 - 2030 | 11,745 | | 11,745 |
| 2031 - 2035 | 13,635 | | 13,635 |
| 2036 | 2,160 | | 2,160 |
| Subtotal | \$ 53,995 | \$ 595 | \$ 54,590 |
| Less: bond discount (net of accumulated amortization) | | | (639) |
| Total | | | \$ 53,951 |

NOTE 7 LOANS AND NOTES PAYABLE**COMPONENT UNITS*****Delaware State Housing Authority (DSHA)***

Notes payable of the DSHA represent obligations to the Federal National Mortgage Association (FNMA) and the State.

The Authority entered into a \$6,198,000 loan agreement with FNMA in September 2004 to provide construction financing for four Housing Development Fund (HDF)/Tax Credit developments through FNMA's American Community Fund (ACF). The total principal balance at June 30, 2006 was \$3,486,177. The construction projects financed through this fund are expected to convert to permanent loans with financing through the HDF within the next year. Therefore, the June 30, 2006 principal balance of the note payable, \$3,486,177, is considered current. Based on this principal and interest rate in effect at the end of the year of 6.57%, the estimated cost will be \$119,000.

The State issued general obligation bonds on behalf of the DSHA to provide funding for low-income housing loans. Proceeds from these bonds enabled the DSHA to receive the savings from the Financing Adjustment Factor (FAF) issues in advance. Interest rates on these notes payable range from 4.60% to 6.10% with maturities through February 1, 2015. Debt service requirements for these notes are shown on the following page.

Delaware State Housing Authority
Financing Adjustment Factor Notes
(Expressed in Thousands)

| Year Ending 30-Jun | Principal | Interest | Total |
|-----------------------|---------------|---------------|---------------|
| 2007 | \$ 46 | \$ 21 | \$ 67 |
| 2008 | 115 | 19 | 134 |
| 2009 | 72 | 14 | 86 |
| 2010 | 71 | 10 | 81 |
| 2011 | 123 | 117 | 240 |
| 2012-2015 | 128 | 122 | 250 |
| Total | <u>\$ 555</u> | <u>\$ 303</u> | <u>\$ 858</u> |

Diamond State Port Corporation (DSPC)

Loan and notes payable of the DSPC at June 30, 2006 are shown below.

Diamond State Port Corporation
Loan and Notes Payable
(Expressed in Thousands)

| | |
|----------------------------------|------------------|
| City of Wilmington: | |
| Port Debt Service Notes | \$ 13,400 |
| Transportation Trust Fund Loan | 31,031 |
| Delaware River and Bay Authority | <u>3,400</u> |
| Total | <u>\$ 47,831</u> |

Transportation Trust Fund Loan

On November 30, 2001, the DSPC entered into a loan agreement with the State of Delaware's Department of Transportation (DOT). The DSPC borrowed \$27,500,000. The funds were used to repay the balances in full of the Delaware River and Bay Authority Note and the Wilmington Trust Company Note and, at a discount, the City of Wilmington Deferred Payment Note.

In July 2006, the loan was restructured to allow for the deferral of debt service principal and interest payments due July 1, 2006, and January 1, 2007, and to restructure the repayment of the outstanding principal balance effective July 1, 2007 over the next twenty-two years. Additionally, the State appropriated \$10,000,000 to be applied as a repayment of principal and interest in fiscal year 2007. The interest rate of 4.6% remained unchanged. Beginning March 31, 2007, principal and interest payments are March 1, and May 1, each year. The loan matures May 2028. Interest

capitalized during fiscal year 2006, as part of the restructuring, amounted to \$1,379,660.

In July 2005, a similar restructuring occurred whereby the loan was restructured to allow for the deferral of debt service principal and interest payments due July 1, 2005, and January 1, 2006, and to restructure the repayment of the outstanding principal balance effective July 1, 2006 over the next 20 years. Interest capitalized as principal during fiscal year 2005 as part of the restructuring amounted to \$1,318,319.

Interest expense charged to operations in 2006 and 2005 was \$1,379,660 and \$1,318,319, respectively.

The schedule of future maturities below includes \$483,718 of interest to be capitalized as principal in January 2007. The scheduled repayments are also reduced by \$10,000,000 appropriated by the State for the Corporation in 2007.

Transportation Trust Fund Loan

(Expressed in Thousands)

| Year Ending 30-Jun | Principal | Interest | Total |
|-----------------------|------------------|------------------|------------------|
| 2007 | \$ 592 | \$ 408 | \$ 1,000 |
| 2008 | 35 | 965 | 1,000 |
| 2009 | 657 | 961 | 1,618 |
| 2010 | 687 | 930 | 1,617 |
| 2011 | 719 | 899 | 1,618 |
| 2012-2016 | 4,127 | 3,961 | 8,088 |
| 2017-2021 | 5,174 | 2,914 | 8,088 |
| 2022-2026 | 6,488 | 1,600 | 8,088 |
| After 2026 | 3,035 | 200 | 3,235 |
| Total | <u>\$ 21,514</u> | <u>\$ 12,838</u> | <u>\$ 34,352</u> |

City of Wilmington Note

In 1995, in consideration of the acquisition of the Port of Wilmington assets from the City of Wilmington, Delaware (the City), the DSPC issued to the City two separate notes consisting of a Port Deferred Payment Note in the amount of \$39,900,000 and Port Debt Service Notes with original face amounts of \$51,080,622. These notes are secured by a first lien on substantially all of the DSPC's assets. These notes obligate the DSPC to pay the City amounts that generally represent the outstanding principal balance of certain DSPC-related City general obligation bonds. The interest rates on the City bonds range from 3.2% to 6.4%.

Total deferred loss balance as of June 30, 2006 was \$449,146.

Principal and interest payments made on the notes during 2006 were \$2,984,943 and \$1,002,396, respectfully. Interest expense in 2006 was \$909,210.

The principal and interest payments on Port Debt Service Notes are reflected below:

Port Debt Service Note
(Expressed in Thousands)

| Year Ending 30-Jun | Principal | Interest | Total |
|----------------------------|-----------|----------|-----------|
| 2007 | \$ 671 | \$ 519 | \$ 1,190 |
| 2008 | 699 | 426 | 1,125 |
| 2009 | 2,291 | 541 | 2,832 |
| 2010 | 2,405 | 424 | 2,829 |
| 2011 | 1,351 | 329 | 1,680 |
| 2012-2016 | 3,903 | 979 | 4,882 |
| 2017-2021 | 1,878 | 293 | 2,171 |
| 2022-2026 | 651 | 27 | 678 |
| Subtotal | 13,849 | 3,538 | 17,387 |
| Deferred Loss on Refunding | (449) | | (449) |
| Total | \$ 13,400 | \$ 3,538 | \$ 16,938 |

Riverfront Development Corporation (RDC)

The RDC has entered into multiple mortgage agreements with various banks. These mortgages are secured by the real estate and vehicles financed. Principal balances of the mortgages total \$9,448,298 at June 30, 2006. Interest rates for the mortgages vary between 5.455% and 7.0% and mature between July 2006 and October 2009. Estimated future annual debt service requirements are shown below.

Riverfront Development Mortgage Debt
(Expressed in Thousands)

| Year Ending 30-Jun | Principal | Interest | Total |
|-----------------------|-----------|----------|-----------|
| 2007 | \$ 632 | \$ 548 | \$ 1,180 |
| 2008 | 230 | 520 | 750 |
| 2009 | 2,256 | 372 | 2628 |
| 2010 | 5,520 | 152 | 5672 |
| 2011 | 850 | 7 | 857 |
| Total | \$ 9,488 | \$ 1,599 | \$ 11,087 |

Demand Note Payable and Advance Payable

RDC has available a line of credit in the amount \$250,000. When used, this line bears interest at 1.00% over prime (8.5% at June 30, 2006) and is due on demand. There was no outstanding balance on this line as of June 30, 2006.

NOTE 8 LEASE COMMITMENTS**PRIMARY GOVERNMENT**

The State has entered into various property and equipment operating leases (terms in excess of one year) with aggregate future rentals approximating \$132.1 million, of which \$108.9 million relates to property leases and \$23.2 million relates to equipment leases. Operating leases contain various renewal options. Any escalation clauses, sublease rentals and contingent rents are considered immaterial to the future minimum lease payments and current rental expenditures. Operating lease payments are recorded as expenditures of the related fund when paid. Appropriations of approximately \$26.9 million were made by the General Assembly to meet the rental payments in fiscal 2006, of which \$19.7 million was for office space and \$7.2 million was for equipment consisting mainly of computers, data processing equipment and fleet vehicles.

Significant annual equipment rentals include \$3.6 million for fleet vehicles and data processing equipment with the Office of Management and Budget and \$1.8 million for data processing equipment for the Department of Education. Significant annual real estate rentals include \$6.0 million for leases for Health and Social Services facilities, \$2.8 million for the Department of Labor and \$1.8 million for office space of the Department of Correction.

Future minimum lease commitments for operating leases as of June 30, 2006 are shown in the following table.

State of Delaware Lease

(Expressed in Thousands)

| Year Ending 30-Jun | Operating Leases |
|-----------------------|---------------------|
| 2007 | \$ 25,618 |
| 2008 | 22,158 |
| 2009 | 17,536 |
| 2010 | 14,680 |
| 2011 | 11,048 |
| 2012-2016 | 28,783 |
| 2017-2021 | 6,814 |
| 2022-2026 | 2,889 |
| 2027-2031 | 2,321 |
| 2032-2036 | 197 |
| All Future Years | <u>104</u> |
| Total | <u>\$ 132,148</u> |

NOTE 9 OTHER LONG-TERM OBLIGATIONS

Compensated absences payable are reported in the Government-wide Financial Statements and in Proprietary Funds. They represent benefits accrued to State employees for vacation earned as of year-end and sick leave estimated to be paid out at retirement for services rendered as of June 30, 2006. Employees earn from 1.25 to 1.75 days of vacation leave per month depending on years of service. Employees or their estates are paid for unused vacation upon termination of employment. Employees earn 1.25 days of sick leave per month. The State's obligation for sick leave credit is a maximum of 45 workdays. \$127.9 million has been accrued in long-term obligations for the Governmental Activities and \$14.5 million in the Business-type Activities for the compensated absences liability. The current portion of the long-term obligation for compensated absences is \$10.7 million in the Governmental Activities and \$3.8 million in the Business-type Activities. Approximately \$105.8 million (82.7%) of the long-term obligation for compensated absences will be liquidated by the General Fund. Of the remainder, approximately \$8.4 million (6.6%) and \$13.7 million (10.7%) will be paid with Federal Funds and Local School District Funds, respectively.

The State has recorded \$35.0 million relating to the accrual of the long-term obligation for escheat (abandoned property). \$7.0 million was recorded as a current obligation.

The State has incurred obligations relating to scholarship and physician loan repayment programs, resulting in an additional long-term obligation of \$3.1 million. \$0.6 million was recorded as a current obligation.

NOTE 10 CHANGES IN LONG-TERM OBLIGATIONS

The following table provides a summary of changes in long-term obligations of the Primary Government for the year ended June 30, 2006.

**Changes in Long-Term Obligations
Primary Government**
(Expressed in Millions)

| | Beginning Balance | Additions | Reductions | Ending Balance | Due Within One Year |
|-----------------------------------------------------------|----------------------|-----------------|------------------|--------------------|------------------------|
| Governmental Activities | | | | | |
| General obligation bonds | \$ 1,026.9 | \$ 132.0 | \$ (113.7) | \$ 1,045.20 | \$ 117.40 |
| Bond issue premium, net of accumulated amortization | 48.9 | 4.8 | (3.2) | 50.5 | 3.2 |
| Notes payable | 4.8 | | (1.2) | 3.6 | 2.7 |
| Physician & scholarship programs | 3.1 | 0.6 | (0.6) | 3.1 | 0.6 |
| Claims & judgments ^(notes 13 and 17) | 86.4 | 81.7 | (79.6) | 88.5 | 25.2 |
| Compensated absences | 119.9 | 17.5 | (9.5) | 127.9 | 10.7 |
| Net pension obligation ^(note 14) | 95.5 | 24.1 | (20.6) | 99.0 | |
| Escheat payable | 35.0 | 5.9 | (5.9) | 35.0 | 7.0 |
| Governmental Activities long-term liabilities | <u>\$ 1,420.5</u> | <u>\$ 266.6</u> | <u>(234.3)</u> | <u>\$ 1,452.80</u> | <u>\$ 166.80</u> |
| Business-type Activities | | | | | |
| Revenue bonds | \$ 861.7 | \$ 150.0 | \$ (58.4) | \$ 953.30 | \$ 61.40 |
| Bond issue premium, net of accumulated amortization | 29.8 | 8.4 | (7.3) | 30.9 | 6.8 |
| Other long-term obligations | 4.8 | | (0.6) | 4.2 | 0.8 |
| Compensated absences | 12.3 | 2.2 | | 14.5 | 3.8 |
| Claims & judgments ^(notes 13 and 17) | 16.0 | 3.0 | (2.3) | 16.7 | 2.4 |
| Business-type Activities long-term liabilities | <u>\$ 924.6</u> | <u>\$ 163.6</u> | <u>\$ (68.6)</u> | <u>\$ 1,019.60</u> | <u>\$ 75.20</u> |

Changes in long-term obligations for the Component Units are summarized below.

| Changes in Long-term Obligations | | | | | |
|-------------------------------------------|----------------------|---------------|-----------------|----------------|------------------------|
| Component Units | | | | | |
| (Expressed in Millions) | | | | | |
| | Beginning Balance | Additions | Reductions | Balance | Due Within One Year |
| Delaware State Housing Authority | | | | | |
| Notes payable | \$ 2.8 | \$ 1.2 | \$ (0.0) | \$ 4.0 | \$ 3.5 |
| Revenue bonds | 341.7 | 146.3 | (58.8) | 429.2 | 12.3 |
| Compensated absences | 0.9 | 0.5 | (0.5) | 0.9 | |
| Total long term obligations | <u>345.4</u> | <u>148.0</u> | <u>(59.4)</u> | <u>434.1</u> | <u>15.8</u> |
| Diamond State Port Corporation | | | | | |
| Notes and loans payable | 51.1 | 4.8 | (8.1) | 47.8 | 11.4 |
| Total long term obligations | <u>51.1</u> | <u>4.8</u> | <u>(8.1)</u> | <u>47.8</u> | <u>11.4</u> |
| Riverfront Development Corporation | | | | | |
| Bonds payable | 5.0 | | (0.2) | 4.7 | 0.2 |
| Long term debt | 7.1 | 2.6 | (0.2) | 9.5 | 0.6 |
| Total long term obligations | <u>12.1</u> | <u>2.6</u> | <u>(0.4)</u> | <u>14.2</u> | <u>0.9</u> |
| Delaware State University | | | | | |
| Other long term obligations | 1.8 | 0.5 | (0.4) | 1.9 | 0.5 |
| Compensated absences | 4.2 | 0.5 | | 4.7 | |
| Notes payable | 0.5 | 0.9 | (0.1) | 1.3 | 0.2 |
| Revenue bonds | 65.6 | | (1.3) | 64.3 | 1.4 |
| Total long term obligations | <u>72.1</u> | <u>1.9</u> | <u>(1.8)</u> | <u>72.2</u> | <u>2.1</u> |
| Delaware Charter Schools | | | | | |
| Long term debt | 27.9 | 9.0 | (7.5) | 29.4 | 1.1 |
| Total long term obligations | <u>\$ 27.9</u> | <u>\$ 9.0</u> | <u>\$ (7.5)</u> | <u>\$ 29.4</u> | <u>\$ 1.1</u> |

NOTE 11 NO COMMITMENT DEBT (NOT INCLUDED IN FINANCIAL STATEMENTS)

The State of Delaware, by action of the General Assembly, created various authorities for the express purpose of providing private entities with an available low cost source of capital financing for construction of facilities deemed to be in the public interest. The bonds of the authorities represent limited obligations payable solely from payments made by the borrowing entities. The majority of the bonds are secured by the property financed. Upon repayment of a bond, ownership of acquired property transfers to the entity served by the bond issuance. The State has no obligation for this debt. Accordingly, these bonds are not reflected in the

accompanying financial statements. These bonds are issued through the Delaware Economic Development Authority and the Delaware Health Facilities Authority. The principal amount of bonds outstanding at June 30, 2006 for these entities amounted to \$1.1 billion and \$461.7 million, respectively.

NOTE 12 CAPITAL ASSETS

PRIMARY GOVERNMENT

Capital asset activities for the fiscal year ended June 30, 2006 were as follows:

| Governmental Activities | Capital Assets | | | Ending Balance |
|----------------------------------------------|-------------------|------------|--------------|----------------|
| | Beginning Balance | Increases | Decreases | |
| (Expressed in Thousands) | | | | |
| Capital Assets, not being depreciated | | | | |
| Land | \$ 361,390 | \$ 22,241 | \$ (458) | \$ 383,173 |
| Easements | 92,604 | 8,455 | | 101,059 |
| Construction-in-progress | 143,385 | 291,240 | (131,872) | 302,753 |
| Total capital assets, not being depreciated | 597,379 | 321,936 | (132,330) | 786,985 |
| Capital assets, being depreciated | | | | |
| Vehicles | 76,765 | 7,670 | (4,725) | 79,710 |
| Buildings | 2,038,834 | 132,483 | (36) | 2,171,281 |
| Equipment | 76,645 | 4,981 | (3,505) | 78,121 |
| Land Improvements | 77,812 | 9,220 | (1,019) | 86,013 |
| Total capital assets being depreciated | 2,270,056 | 154,354 | (9,285) | 2,415,125 |
| Less accumulated depreciation for: | | | | |
| Vehicles | (52,941) | (9,189) | 4,584 | (57,546) |
| Buildings | (673,153) | (47,643) | 34 | (720,762) |
| Equipment | (54,892) | (4,816) | 3,186 | (56,522) |
| Land Improvements | (24,854) | (3,732) | 11 | (28,575) |
| Total accumulated depreciation | (805,840) | (65,380) | 7,815 | (863,405) |
| Total capital assets, being depreciated, net | 1,464,216 | 88,974 | (1,470) | 1,551,720 |
| Governmental activities capital assets, net | \$ 2,061,595 | \$ 410,910 | \$ (133,800) | \$ 2,338,705 |

Capital Assets*(Expressed in Thousands)*

| Business-type Activity DeIDOT Fund | Beginning Balance * | Increases | Decreases | Ending Balance |
|-------------------------------------------------|--------------------------------|-------------------|-------------------|---------------------------|
| Capital Assets, not being depreciated | | | | |
| Land | \$ 164,703 | \$ 46,569 | \$ | \$ 211,272 |
| Infrastructure | 3,201,817 | 54,181 | | 3,255,998 |
| Construction in progress | 393 | 14,919 | | 15,312 |
| Total capital assets, not being depreciated | <u>3,366,913</u> | <u>115,669</u> | | <u>3,482,582</u> |
| Capital assets, being depreciated | | | | |
| Buildings and improvements | 60,820 | 467 | (6,430) | 54,857 |
| Fixtures and equipment | 158,779 | 7,953 | (4,787) | 161,945 |
| Total capital assets being depreciated | <u>219,599</u> | <u>8,420</u> | <u>(11,217)</u> | <u>216,802</u> |
| Less accumulated depreciation for: | | | | |
| Buildings and improvements | (18,018) | (1,826) | 1,888 | (17,956) |
| Fixtures and equipment | (76,345) | (14,232) | 4,179 | (86,398) |
| Total accumulated depreciation | <u>(94,363)</u> | <u>(16,058)</u> | <u>6,067</u> | <u>(104,354)</u> |
| Total capital assets, being depreciated, net | <u>125,236</u> | <u>(7,638)</u> | <u>(5,150)</u> | <u>112,448</u> |
| Business-type activity capital assets, net | <u>\$ 3,492,149</u> | <u>\$ 108,031</u> | <u>\$ (5,150)</u> | <u>\$ 3,595,030</u> |

* Restated by \$44,494 (Refer to Note 19)

Depreciation expense was charged to the following primary government functions as follows:

Depreciation Expense*(Expressed in Thousands)*

| | |
|------------------------------------------------------|------------------|
| Governmental Activities: | |
| General Government | \$ 14,838 |
| Health and Children's Services | 4,579 |
| Judicial and Public Safety | 12,179 |
| Natural Resources and Environmental Control | 3,464 |
| Labor | 70 |
| Education | 30,250 |
| Total Depreciation Expense - Governmental Activities | <u>\$ 65,380</u> |
| Business-type Activities: | |
| Transportation | \$ 16,058 |
| Lottery | 130 |
| Total Depreciation Expense- Business-type Activities | <u>\$ 16,188</u> |

COMPONENT UNITS

Capital asset activities for the fiscal year ended June 30, 2006 were as follows:

| Component Units | | | | |
|-------------------------------------------|----------------------|-----------|-----------|-------------------|
| <i>(Expressed in Thousands)</i> | | | | |
| | Beginning Balance | Increases | Decreases | Ending Balance |
| Delaware State Housing Authority | | | | |
| Capital Assets, not being depreciated | \$ 6,420 | \$ 1,764 | \$ 2,563 | \$ 5,621 |
| Capital Assets, being depreciated | 34,504 | 2,617 | | 37,121 |
| Accumulated Depreciation | (18,684) | (1,391) | | (20,075) |
| Total Capital Assets, Net | \$ 22,240 | \$ 2,990 | \$ 2,563 | \$ 22,667 |
| Diamond State Port Corporation | | | | |
| Capital Assets, not being depreciated | \$ 28,887 | \$ 18,762 | \$ 21,562 | \$ 26,087 |
| Capital Assets, being depreciated | 152,551 | 21,562 | 285 | 173,828 |
| Accumulated Depreciation | (30,973) | (4,403) | | (35,376) |
| Total Capital Assets, Net | \$ 150,465 | \$ 35,921 | \$ 21,847 | \$ 164,539 |
| Riverfront Development Corporation | | | | |
| Capital Assets, not being depreciated | \$ 49,810 | \$ 22,672 | \$ 11,039 | \$ 61,443 |
| Capital Assets, being depreciated | 35,185 | 8,034 | | 43,219 |
| Accumulated Depreciation | (14,830) | (2,763) | | (17,593) |
| Total Capital Assets, Net | \$ 70,165 | \$ 27,943 | \$ 11,039 | \$ 87,069 |
| Delaware State University | | | | |
| Capital Assets, not being depreciated | \$ 16,066 | \$ 1,363 | \$ 150 | \$ 17,279 |
| Capital Assets, being depreciated | 185,886 | 40,827 | 287 | 226,426 |
| Accumulated Depreciation | (66,793) | (6,809) | (287) | (73,315) |
| Total Capital Assets, Net | \$ 135,159 | \$ 35,381 | \$ 150 | \$ 170,390 |
| Delaware Charter Schools | | | | |
| Capital Assets, not being depreciated | \$ 1,172 | \$ | \$ | \$ 1,172 |
| Capital Assets, being depreciated | 37,604 | 4,863 | 127 | 42,340 |
| Accumulated Depreciation | (3,964) | (1,431) | (103) | (5,292) |
| Total Capital Assets, Net | \$ 34,812 | \$ 3,432 | \$ 24 | \$ 38,220 |

NOTE 13 RISK MANAGEMENT

The State is exposed to various risks of losses related to workers' compensation, employee health-care and accident, automobile accident, police professional malpractice and property and casualty claims. It is the policy of the State not to purchase commercial insurance to cover these risks. Instead, State management believes it is more economical to manage its risk internally and thus, covers all claim settlements and judgments out of its General Fund. The State continues to carry

commercial insurance for all other risks of loss, including general liability and the remainder of the property and casualty liability. There have been no significant reductions in insurance coverage from prior years. In the past three years of insured coverage, settled claims have not exceeded commercial coverage.

Claim liabilities are reported when it is probable that a loss has occurred and the amount of that loss can be reasonably estimated. Liabilities include an amount for claims that have been incurred but not reported. Because actual claim liabilities depend on such complex factors as inflation, changes in legal doctrines and damage awards, the process does not result in an exact amount. Claim liabilities are reevaluated annually to take into consideration recently settled claims, the frequency of claims and other economic and social factors.

The management of the State estimates that the amount of actual or potential claims against the State as of June 30, 2006, for workers' compensation, automobile accident and health-care claim liabilities is \$132.9 million. The claim liabilities relating to health-care totaling \$44.9 million have been recorded as accrued liabilities in the Governmental activities. The liability for workers' compensation and automobile accident liabilities totaling \$88.0 million has been recorded in Governmental activities as claims and judgments. The current portion of these claims totals \$24.8 million. Other claim liabilities relating to police professional malpractice and property and casualty were not recorded at June 30, 2006 as the total of these liabilities were not material to the financial statements. Changes in the balances of claim liabilities during fiscal years 2005 and 2006 were as follows:

Changes in Claim Liabilities

(Expressed in Thousands)

| Fiscal Year | Beginning Balance July 1 | Current Year Claims and Changes in Estimates | Actual Claim Payments | Ending Balance June 30 |
|----------------|--------------------------------|-------------------------------------------------------|--------------------------|------------------------------|
| 2005 | \$ 120,243 | \$ 524,968 | \$ (518,712) | \$ 126,499 |
| 2006 | \$ 126,499 | \$ 562,441 | \$ (556,089) | \$ 132,851 |

DeIDOT Fund

The Delaware Transit Corporation (DTC) maintains coverage auto insurance through both the retention of risk and the purchase of commercial insurance. The DTC has recorded \$5.5 million of claim liabilities as claims and judgments. Of this amount, \$2.4 million has been recorded as current.

NOTE 14 PENSIONS**PRIMARY GOVERNMENT*****State of Delaware Pension Plans***

The State Board of Pension Trustees administers the defined benefit plans (the Plans) of the Delaware Public Employees' Retirement System (DPERS) as described below.

- State Employees' Pension Plan;
- Special Pension Plan;
- New State Police Pension Plan;
- Judiciary Pension Plans (Closed and Revised);
- County and Municipal Police/Firemen's Pension Plans (FICA and Non-FICA);
- County and Municipal Other Employees' Pension Plan;
- Volunteer Firemen's Pension Plan;
- Diamond State Port Corporation Pension Plan; and
- Closed State Police Pension Plan.

With the exception of the Diamond State Port Corporation Pension Plan, the State of Delaware General Assembly is responsible for setting benefits and contributions and amending plan provisions. The Board of Directors for the Diamond State Port Corporation is responsible for setting benefits and contributions and amending plan provisions.

The individual Plans comprising the DPERS are considered part of the State's financial reporting entity and are included in the accompanying financial statements as pension trust funds in the fiduciary funds. All of the investment assets of the Plans, with the exception of the Closed Police Pension Plan, are pooled and invested in the common DPERS Master Trust Fund (Master Trust). Each of the Plans has equity in the Master Trust based on funds contributed and earnings allocated. Individual investments in the Master Trust are not specifically identified to the various Plans.

Additionally, the following non-DPERS funds, described below, have been established under the custody of the State Board of Pension Trustees.

- County and Municipal Police/Firemen's COLA Fund;
- Post-Retirement Increase Fund;
- Delaware Post-Retirement Health Insurance Premium Fund, and
- Delaware Local Government Retirement Investment Pool (DELRIP).

The DELRIP is presented separately as Investment Trust Funds in the Fiduciary Funds Statement of Net Assets and Statement of Changes in Net Assets. The remaining non-DPERs funds are included in the Pension Trust Fund

Non-DPERs Fund Descriptions and Contributions

County and Municipal Police and Firemen's COLA Fund

During 1990, the State passed legislation which established a mechanism for funding post-retirement increases granted by employers who participate in the County and Municipal Police and Firemen's Pension Plans. This mechanism allows the State to appropriate funds relating to a cost of living adjustment (COLA) to a separate County and Municipal Police and Firemen's COLA Fund managed by the Board. The funds are generated by a 0.25% tax on the value of insurance premiums written within the State. The proceeds of the tax are transferred to the State and local governments on a per member basis. In 1994, the New State Police Plan began receiving funding for post-retirement increases from the Post-Retirement Increase Fund. Since that time, funds calculated for the State Police membership were re-directed into the COLA Fund. In accordance with 18 Del. C. §708(c), when a participating employer grants a post-retirement increase for a plan outside of the State's County & Municipal Plans, funds are transferred from the COLA Fund to the employer. The participating employer must provide funds to match the State's contribution.

Post-Retirement Increase Fund (PRI)

The State of Delaware passed legislation which established a mechanism for funding ad hoc post-retirement increases granted by the General Assembly to members retired under the State Employees' Plan, the New State Police Plan and the Judiciary Plans (Closed and Revised) beginning with Fiscal Year 1994. The mechanism allows the State to appropriate actuarially determined employer contributions to a separate PRI Fund managed by the Board. When the Legislature grants an ad hoc post-retirement adjustment, funds are transferred from this PRI Fund on a monthly basis based on a five-year actuarial funding schedule to the appropriate pension plan from which the additional benefits are disbursed.

As of June 30, 2006, recently granted post-retirement increases have outstanding liabilities totaling \$172.7 million, which will be transferred to the appropriate plans over the next five years as follows:

| <u>Fiscal Year</u> | <u>(Expressed in Thousands)</u> |
|--------------------|---------------------------------|
| 2007 | \$ 45,649 |
| 2008 | \$ 47,416 |
| 2009 | \$ 39,334 |
| 2010 | \$ 26,457 |
| 2011 | \$ 13,825 |

The Board adopted actuarially determined funding for the Post-Retirement Increase Fund. Funding for fiscal Year 2006 was 2.6% of covered payroll. Funding for Fiscal Year 2007 will remain unchanged.

Investment Trust Fund

In June 1996, the State passed legislation that established the Delaware Local Government Retirement Investment Pool (DELRIP) in the custody of the Board of Pension Trustees to allow local governments the option to pool their pension assets with the Delaware Public Employees' Retirement System. The DELRIP is an external investment pool that allows local governments to maximize their rate of return and reduce administrative expenses related to the investment of funds. Participation in the pool is totally voluntary. There were four participating entities in the DELRIP as of June 30, 2006, which comprises the pool in its entirety.

The DELRIP is subject to the oversight of the System's Investment Committee and not subject to the regulatory oversight of the Securities and Exchange Commission (SEC). The System has not provided or obtained any legal binding guarantees during the year to support the value of shares. The fair value of the shares in the pool is determined in the same manner as the value of the Master Trust shares. Since this pool is a portion of the total System, the same accounting and investment policies apply.

Post-Retirement Health Insurance Premium Fund

The Post-Retirement Health Insurance Premium Fund, which was established in June 2000, is an investment fund for the benefit of retired members of the State Employees' Pension Plan. The State of Delaware provides health insurance to eligible retirees and their dependents. Under 29 Del. C. c.52, the State Legislature has the authority to establish and amend benefit provisions, including contributions requirements. Retired plan members and beneficiaries currently receiving benefits are required to contribute specified amounts monthly toward the cost of health insurance premiums. For the Fiscal Year ended June 30, 2006, plan members contributed \$2.7 million, or 3.1% of total premiums through their required contributions. The State of Delaware General Fund was required to contribute the balance of the premium cost (\$84.7 million, or 96.9% for Fiscal Year 2006). Pre-funding levels are set annually by the Legislature as part of the budget process. Funding began in Fiscal Year 2002 in the amount of 0.7% of covered payroll and continued in Fiscal Year 2003 at the rate of 0.4%. Funding was suspended for Fiscal Years 2004 and 2005. A \$10 million lump sum contribution to the Fund was appropriated during the State's Fiscal Year 2006 General Fund budget process. Funding for Fiscal Year 2007 will be 0.3% of covered payroll.

In addition to the premium payments described above, the State provides post-retirement health care benefits, in accordance with State statutes, to all employees who retire from the State after meeting the eligibility requirements. The State

reimburses substantially all validated claims for medical and hospitalization costs incurred by pre-Medicare retirees and their dependents. The State also pays a fixed amount of \$313.48 per month for a Medicare supplement for each retiree eligible for Medicare. Expenditures for post-retirement health care benefits are recognized as retirees report claims. During the year, General Government expenditures of \$93,251,000 were recognized in the General Fund for post-retirement health care.

Plan Membership, Benefit and Contribution Provisions

A description of the individual plans including eligibility provisions, types of benefits and contribution requirements are set forth in general terms below and on the following pages. Detailed information regarding these plans is available in the Delaware Code and in the Rules and Regulations of the Board of Pension Trustees.

State Employees' Pension Plan

Plan Description and Eligibility:

The State Employees' Pension Plan is a cost-sharing multiple employer defined benefit plan that covers virtually all full-time or regular part-time employees of the State, including employees of other affiliated entities.

Service Benefits: Final average monthly compensation multiplied by 2.0% and multiplied by years of credited service prior to January 1, 1997, plus final average compensation multiplied by 1.85% and multiplied by years of credited service after December 31, 1996, subject to minimum limitations. For this plan, final average monthly compensation is the monthly average of the highest three years of compensation.

Vesting: 5 years of credited service.

Retirement: Age 62 with 5 years of credited service; age 60 with 15 years of credited service; or after 30 years of credited service at any age.

Disability Benefits: Same as Service Benefits. Employee must have 5 years of credited service. In lieu of disability pension benefits, over 90% of the members of this plan opted into a disability insurance program offered by the State effective January 1, 2006.

Survivor Benefits: If employee is receiving a pension, the eligible survivor receives 50% of pension (or 75% with 3% reduction of benefit); if employee is active with at least 5 years of credited service, eligible survivor receives 75% of the benefit the employee would have received at age 62.

Contributions:

- ◆ Employer - Determined by Board of Pension Trustees.
- ◆ Member - 3% of earnings in excess of \$6,000.

Death Benefit: \$7,000 per member.

Special Pension PlanPlan Description and Eligibility:

The Special Pension Plan is a cost-sharing multiple employer defined benefit plan that covers benefits granted to certain retirees or groups of retirees through legislation passed by the General Assembly.

| | |
|-----------------------------|--------------------------------------------------------------------------------------------------------|
| <u>Service Benefits:</u> | Defined by special legislation |
| <u>Vesting:</u> | Defined by special legislation |
| <u>Retirement:</u> | Defined by special legislation |
| <u>Disability Benefits:</u> | Defined by special legislation. |
| <u>Survivor Benefits:</u> | Same as State Employees' Plan. |
| <u>Contributions:</u> | Employer contributions are actuarially determined and fully funded in advance by the General Assembly. |
| <u>Death Benefit:</u> | \$7,000 per member. |

New State Police Pension PlanPlan Description and Eligibility:

The New State Police Pension Plan is a single-employer defined benefit plan that covers all State police officers appointed on or after July 1, 1980.

| | |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Service Benefits:</u> | 2.5% of final average monthly compensation multiplied by years of credited service up to 20 years, plus 3.5% of final average monthly compensation multiplied by years of service in excess of 20 years. For this plan, final average monthly compensation is the monthly average of the highest three consecutive years of compensation. |
| <u>Vesting:</u> | 10 years of credited service at age 62. |
| <u>Retirement:</u> | Age 55 with 10 years of credited service; age plus credited service (but not less than 10 years) equals 75; or 20 years of credited service. |
| <u>Disability Benefits:</u> | Duty - <i>Total Disability</i> - 75% of compensation plus 10% for each dependent not to exceed 25% for all dependents. <i>Partial Disability</i> - calculated the same as Service Benefits subject to minimum 50% of final average compensation. Non-Duty – same as Service Benefits |
| <u>Survivor Benefits:</u> | If employee is receiving a pension, the eligible survivor receives 50% of pension; if employee is active, eligible survivor receives 75% of compensation. |
| <u>Contributions:</u> | |
| ♦ Employer - | Determined by Board of Pension Trustees. |
| ♦ Member - | 7% of compensation. |
| <u>Death Benefit:</u> | \$7,000 per member. |

Judiciary Pension Plans (Closed and Revised)Plan Description and Eligibility:

The Closed Judiciary Pension Plan is a single-employer defined benefit plan that covers members of State Judiciary appointed before July 1, 1980.

The Revised Judiciary Pension Plan is a single-employer defined benefit plan that covers members of State Judiciary appointed on or after July 1, 1980 or members appointed before July 1, 1980 who accept the provisions of this Plan.

Assets of one plan can be used to satisfy the liabilities of the other plan.

Service Benefits:

Closed - 3% of final average compensation multiplied by years of credited service, subject to maximum and minimum limitations

Revised - 1/24th of final average monthly compensation multiplied by years of service up to 12 years, plus 1/48th of final average monthly compensation, multiplied by years of service from 13 to 24 years, subject to maximum limitations

For this plan, final average monthly compensation is the monthly average of the highest three consecutive years of compensation.

Vesting: 12 years of credited service.

Retirement:

Closed - Age 65 with 12 years of credited service, or any age with 24 years of credited service.

Revised - Age 62 with 12 years of credited service, or any age with 24 years of credited service.

Disability Benefits: Same as Service Benefits

Survivor Benefits:

Closed - If employee is receiving a pension, then eligible survivor receives 2/3 of pension; if employee is active with 12 years of credited service, then eligible survivor receives 2/3 of pension the employee would have been eligible to receive.

Revised - If employee is receiving a pension, then eligible survivor receives 1/2 of pension (2/3 with 3% reduction); if employee is active, eligible survivor receives 2/3 of pension the employee would have received at age 62.

Contributions:

- ◆ Employer - Determined by Board of Pension Trustees.
- ◆ Member:
 - Closed - \$500 per year for the first 25 years of service.
 - Revised - 3% of earnings that exceed \$6,000 per year, plus 2% of earnings that exceed the Social Security Wage Base for the first 24 years of service.

Death Benefit: Not applicable.

County and Municipal Police/Firefighters' Pension Plans (FICA & Non-FICA)Plan Description and Eligibility:

County and Municipal Police/Firefighters' Pension Plans, both FICA and Non-FICA, are cost-sharing multiple employer defined benefit plans that cover police officers and firemen employed by a county or municipality of the State which have become part of the Plans.

Service Benefits: 1/40th of final average monthly compensation multiplied by years of credited service are subject to limitations. For this plan, final average monthly compensation is the monthly average of the highest three consecutive years of compensation.

Vesting: 10 years of credited service.

Retirement: Age 62 with 10 years of service; age plus credited service (but not less than 10 years) equals 75; or 20 years of credited service.

Disability Benefits:

Duty - *Total Disability* - 75% of final average compensation plus 10% for each dependent not to exceed 25% for all dependents;

Partial Disability - calculated the same as Service benefits, subject to minimum 50% of final average compensation.

Non-Duty - Same as Service Benefits

Survivor Benefits: If employee is receiving a pension, then eligible survivor receives 50% of pension; if employee is active, eligible survivor receives 50% of pension the employee would have received at age 62.

Contributions:

- ◆ Employer - Determined by Board of Pension Trustees.
- ◆ Member - 7% of compensation.

Death Benefit: Not applicable.

County & Municipal Other Employees' Pension PlanPlan Description and Eligibility:

County & Municipal Other Employees' Pension Plan is a cost-sharing multiple employer defined benefit plan that covers employees of counties or municipalities which have become part of the Plan.

Service Benefits: 1/60th of final average monthly compensation multiplied by years of credited service are subject to maximum limitations. For this plan, final average monthly compensation is the monthly average of highest five years of compensation.

Vesting: 5 years of credited service.

| | |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Retirement:</u> | Age 62 with 5 years of credited service, age 60 with 15 years of credited service, or after 30 years of credited service. |
| <u>Disability Benefits:</u> | Same as Service Benefits. Employee must have 5 years of credited service. |
| <u>Survivor Benefits:</u> | If employee is receiving a pension or is active with at least 5 years of credited service, then eligible survivor receives 50% of pension the employee would have received at age 62. |
| <u>Contributions:</u> | |
| ♦ Employer - | Determined by Board of Pension Trustees. |
| ♦ Member - | 3% of earnings in excess of \$6,000, plus 2% of earnings that exceed the Social Security Wage Base. |
| <u>Death Benefit:</u> | Not applicable. |

Volunteer Firemen's Pension Plan

Plan Description and Eligibility:

The Volunteer Firemen's Pension Plan is a cost-sharing multiple employer defined benefit plan which covers all actively participating volunteers of fire departments, ladies auxiliaries, or ambulance organizations within the State of Delaware.

| | |
|-----------------------------|--------------------------------------------------------------------------------|
| <u>Service Benefits:</u> | \$5 multiplied by years of credited service (not to exceed 25 years) per month |
| <u>Vesting:</u> | 10 years of credited service. |
| <u>Retirement:</u> | Age 60 with 10 years credited service. |
| <u>Disability Benefits:</u> | Not applicable. |
| <u>Survivor Benefits:</u> | Not applicable. |
| <u>Contributions:</u> | |
| ♦ Employer - | Determined by Board of Pension Trustees. |
| ♦ Member - | \$60 per member per calendar year. |
| <u>Death Benefit:</u> | Not applicable. |

Diamond State Port Corporation Pension Plan

Plan Description and Eligibility:

The Diamond State Port Corporation Pension Plan is a single-employer defined benefit plan that covers all employees of the Diamond State Port Corporation.

| | |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Service Benefits:</u> | 1.75% of final average monthly compensation multiplied by the years of credited service is not to exceed 30 years. For this plan, final average monthly compensation is the monthly average of the highest consecutive five years of compensation within the last ten years of employment. |
| <u>Vesting:</u> | 5 years of credited service. |

| | |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Retirement:</u> | Age 65 with 5 years of credited service, or age (not less than 55 years) plus credited service equals 90. |
| <u>Disability Benefits:</u> | Same as Service Benefits. Employee must have 15 years of credited service. |
| <u>Survivor Benefits:</u> | If employee is receiving a pension or is active with at least 15 years of credited service, then eligible survivor receives 50% of pension the employee would have received at age 65. |
| <u>Contributions:</u> | |
| ♦ Employer - | Determined by Board of Pension Trustees. |
| ♦ Member - | 2% of compensation. |
| <u>Death Benefit:</u> | Not applicable. |

Closed State Police Pension Plan

Plan Description and Eligibility:

The Closed State Police Pension Plan is a single-employer defined benefit plan that covers all State police officers appointed before July 1, 1980.

| | |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Service Benefits:</u> | 50% of monthly salary |
| <u>Vested/Retirement:</u> | 20 years of credited service or age 55. |
| <u>Disability Benefits:</u> | Duty - 75% of salary. Non-Duty – Same as Service Benefit. |
| <u>Survivor Benefits:</u> | If employee is active or is receiving a service or service-related disability pension, the eligible survivor receives 75% of pension; if employee is receiving a non-service related disability pension eligible survivor receives 50% of pension. |
| <u>Contributions:</u> | |
| ♦ Employer - | Funded on a pay-as-you-go basis |
| ♦ Member - | 5% of salary with 20 years or less of credited service; 2% of salary with over 20 years credited service. |
| <u>Death Benefit:</u> | \$7,000 per member. |

Historical Trend Information

Historical trend information for the current year and the preceding five years designed to provide information about progress made by the individual plans in accumulating sufficient assets to pay benefits when due is presented in the separately issued financial report of the DPERS.

The DPERS issues a publicly available financial report that includes financial statements and required supplementary information for each of the individual plans and funds identified above. The financial report may be obtained by writing to the State Board of Pension Trustees and Office of Pensions, McArdle Building, Suite #1, 860 Silver Lake Boulevard, Dover, Delaware 19904-2402.

NET PENSION OBLIGATION (NPO)

The Annual Pension Cost (APC) and Net Pension Obligation (NPO) for the Closed State Police Plan for the fiscal years ended June 30, 2006, 2005, and 2004 are as follows:

Net Pension Obligation (NPO)*(Expressed in Thousands)*

| | Fiscal Year Ended June 30, 2006 | Fiscal Year Ended June 30, 2005 | Fiscal Year Ended June 30, 2004 |
|----------------------------------------------|------------------------------------------|------------------------------------------|------------------------------------------|
| Annual Required Contribution | \$ 24,623 | \$ 24,358 | \$ 27,747 |
| Interest on Net Pension Obligation | 7,641 | 7,089 | 6,849 |
| Adjustment to Annual Required Contribution | <u>(8,122)</u> | <u>(7,479)</u> | <u>(7,075)</u> |
| Annual Pension Cost | 24,142 | 23,968 | 27,521 |
| Less Contributions Made | <u>(20,655)</u> | <u>(17,071)</u> | <u>(19,480)</u> |
| Increase in Net Pension Obligation | 3,487 | 6,897 | 8,041 |
| Net Pension Obligation, Beginning of Year | <u>95,515</u> | <u>88,618</u> | <u>80,577</u> |
| Net Pension Obligation, End of Year | <u>\$ 99,002</u> | <u>\$ 95,515</u> | <u>\$ 88,618</u> |

Deferred Compensation Plan

The State offers its permanent employees a deferred compensation plan created in accordance with Internal Revenue Code Section 457. The Plan, available to all State of Delaware employees, permits them to defer a portion of their salary to future years. Participation in the Plan is optional. The deferred compensation is not available to employees until termination, retirement, death or unforeseeable emergency. The Plan changed in January 2001 to include an employer-matching contribution. The State will match the first \$10 per pay contributed by employees who have participated in the plan for six months. Maximum annual State match per employee is \$260. The State contribution totaled \$2,328,032 for the year ended June 30, 2006.

Delaware Transportation Authority

Generally, employees of the Expressways Operations/Toll Administration are covered under DPERS. The Delaware Transit Corporation (DTC), a subsidiary public corporation of the Delaware Transportation Authority, contributes to two single-employer defined benefit plans consisting of the Contributory Pension Plan and the Delaware Transit Corporation (DTC) Pension Plan. Each plan provides retirement,

disability and death benefits to plan members and beneficiaries. Each plan issues a publicly available financial report that includes financial statements and required supplementary information. Financial data for these plans has not been included in the fiduciary statements due to immateriality.

The trustees of each plan establish and may amend the contribution requirements of plan members and DTC. The most recent information available for DTC's annual pension cost and related information for each plan as well as information concerning funding policies and annual pension costs may be found in Required Supplementary Information on pages 108 -118.

Annual pension cost is equal to the respective plans required and actual contributions.

Three-Year Trend Information

(Expressed in Dollars)

| | Plan Year Ended | Contribution Made | Annual Pension Cost (APC) | Percent Of APC Contributed | Net Pension Obligation |
|---------------------------|--------------------|----------------------|---------------------------------|----------------------------------|------------------------------|
| DTC Pension Plan | 6/30/2006 | \$ 631,860 | \$ 631,680 | 100.00% | - |
| | 6/30/2005 | 612,886 | 612,886 | 100.00% | - |
| | 6/30/2004 | 749,796 | 749,796 | 100.00% | - |
| Contributory Pension Plan | 12/31/2005 | \$ 748,661 | \$ 542,133 | 137.59% | 688,884 |
| | 12/31/2004 | 916,604 | 601,299 | 152.44% | 482,356 |
| | 12/31/2003 | 548,215 | 913,947 | 59.98% | 167,051 |

NOTE 15 AFFILIATED ORGANIZATIONS

Delaware State Lottery

Multi-State Lottery Association

The Delaware State Lottery is a member of the Multi-State Lottery Association (MUSL), which operates on-line games on behalf of participating state lotteries. Each MUSL member sells game tickets through its agents and makes weekly wire transfers to the MUSL in an amount equivalent to the member's share of the estimated grand prize liability. Each MUSL member pays lesser prizes directly to the winners. The MUSL operates the Powerball games, as well as the Powerplay feature associated with Powerball. Participating lotteries are required to maintain deposits with MUSL for contingency reserves to protect MUSL from unforeseen prize liabilities. The money in this reserve fund is refundable to MUSL members if the MUSL disbands or if a member leaves the MUSL Board.

The amount the Lottery had on deposit with MUSL as of June 30, 2006, was \$1,898,623. This amount is reported by the Lottery as a liability its balance sheet because it represents the amount to be paid to the State upon separation from the MUSL if the MUSL is not required to use a portion of the Lottery's reserves held by the MUSL.

Complete separate financial statements for the MUSL may be obtained at the Multi-State Lottery Association, 1701 48th Street, Suite 210, West Des Moines, IA 50266-6723.

DelDOT Fund

Delaware Transportation Authority

During fiscal year 1998, Expressways Operations/Toll Administration entered into a regional electronic toll collection system consortium (the Consortium). The Consortium includes an agreement among member jurisdictions to share in the potential revenues and costs associated with the construction, financing and operations of an electronic toll collection customer service center (CSC). The CSC collects tolls and violation fees from motorists in each member jurisdiction and remits to each jurisdiction their share of tolls collected based upon actual road usage. The Consortium also leased fiber optic transmission lines to the public, which will generate rental income to the CSC. The rental income and violation fees are expected to exceed the costs associated with operating the CSC.

In order to fund operations, the Consortium issued \$150,000,000 in fixed rate and \$150,000,000 in variable rate bonds to be repaid in 2008. In the event that the CSC generated costs in excess of revenues during its ten-year operating term, each member jurisdiction will be obligated to finance their share of this operating deficit under the terms of a True-Up Agreement, which each member jurisdiction has signed. The Department is obligated for 4% or \$12,000,000. Each year the Consortium performed a True-Up Study that showed with each year a lessened ability of the CSC to pay the debt.

On March 25, 2003, the Department withdrew from the Consortium that governed the E-Zpass operation jointly with three agencies from other states. As of that date, the Department began operating its E-ZPass system independent of the Consortium. Per the terms of the settlement agreement, the Trust Fund has received approximately \$7.6 million during fiscal year 2003 to cover various transition costs. The New Jersey Turnpike Authority, acting as lead agency for the Consortium, also completed the remaining work on Delaware's portion of the fiber optic network at no cost to the Department. The value of this work was an additional \$1 million. For the years ended June 30, 2006 \$366,419 was recognized in income related to E-ZPass transition costs. There were no deferred revenues remaining at June 30, 2006.

As part of the separation agreement, the Department agreed to pay principal on the bonds for their share of the debt of \$12,000,000 which is due in March 2008. The discounted amounts of \$11,230,769 appear as claims and judgments in the accompanying balance sheets at June 30, 2006. Recognition of the adjustment to this liability increases net assets at June 30, 2006 by \$94,460. To accumulate funds for future payment of this contingency, the Authority is earmarking funds within its operating budget.

NOTE 16 COMMITMENTS

The State has entered into various contractual commitments that contracts for services and for construction of various highway and capital projects. These commitments are expected to be funded from existing program resources, current and future appropriations and from the proceeds of revenue and general obligation bonds to be issued. Commitments of the Governmental funds totaling \$319.1 million are shown on the balance sheet as Encumbrances. Commitments of the Proprietary fund activities include \$209.0 million for the DeIDOT fund and \$87.8 million for the Lottery.

NOTE 17 CONTINGENCIES

Various parties have made claims against the State. For those cases in which it is reasonably possible that a loss will be incurred and in which the amount of the potential judgment can be reasonably estimated, the State estimates the liability to be \$12.8 million. The State recognized \$0.9 million in Governmental Activities as claims and judgments liabilities for pending litigation settlements estimated to be probable as of June 30, 2006. In the opinion of the Attorney General of the State, however, the remaining cases are either subject to a valid defense or are not expected to result in an impairment of the State's financial position. Management believes the settlement in aggregate of claims outstanding will not result in amounts material to the financial statements of the State.

The State receives significant financial assistance from the federal government in the form of grants and entitlements. The right to these resources is generally conditioned upon compliance with terms and conditions of the grant agreements and applicable federal regulations, including the expenditure of the resources for eligible purposes. Substantially all grants are subject to financial and compliance audits by the grantors. Any disallowances as a result of these audits become a liability of the State. The State does not believe that the liabilities that may result from such audits for periods through June 30, 2006 would have a material effect on its financial position or the results of operations.

The State Lottery has discharged its primary responsibility for payment of annual installments (generally 14 to 20 years) to winners of jackpots greater than \$150,000 by purchasing annuities from private insurance companies. The Lottery remains

liable for future periodic payments of deferred prize obligations (approximately \$8.5 million at June 30, 2006) in the event that the annuity issuers default on their obligations.

NOTE 18 SUBSEQUENT EVENTS

Primary Government

On August 1, 2006, the State issued \$189.2 million of general obligation bonds maturing between August 1, 2007 and August 1, 2025. Series 2006A Bonds totaling \$33,650,000 were sold to retail investors and bear coupons between 3.75% and 4.5%. Series 2006B bonds totaling \$155,545,000 were sold competitively and bear coupons of 4.0% and 5.5%. The proceeds of the bonds were used to provide funds for capital improvements to various State and local school facilities.

Component Units

Diamond State Port Corporation

Effective July 1, 2006, the Diamond State Port Corporation loan to the Transportation Trust Fund was restructured again. Unpaid interest due on July 1, 2006 and January 1, 2007 was capitalized into the loan balance. In addition, \$10,000,000 of the \$60,000,000 General Fund contribution to the Transportation Trust Fund for fiscal year 2007 constituted a repayment of principal and interest of behalf of the Port Corporation for the loan. Following the interest capitalization and the \$10,000,000 repayment, the remaining principle balance of the loan is \$21,514,984. The interest rate on the restructured loan will remain at 4.6%. The loan is to be repaid in four semi-annual payments of \$500,000, commencing on March 31, 2007, and 40 semi-annual payments of \$808,798, commencing on March 31, 2009, with the final payment to be made on May 31, 2028.

The Diamond State Port Corporation will only be able to repay this loan with the continued annual support from the general assembly. While funds have not been committed, it is the expectation of management that the required support will be appropriated each year.

Delaware State Housing Authority

On August 24, 2006, the Delaware State Housing Authority issued \$60,000,000 in Single Family Mortgage Revenue Bonds. The proceeds will be used to provide down payment assistance and low rate mortgages to first-time home buyers over the next fiscal year.

NOTE 19 PRIOR PERIOD ADJUSTMENTS**Primary Government****Department of Transportation**

Financial statements for fiscal year 2005 have been restated to correct errors made related to the omission of certain accounts receivable, general obligation bonds payable, capital assets, depreciation expense and losses recognized on retirements of property and equipment.

The net effect of the restatements was to increase the change in net assets for the year ended June 30, 2005 by \$33,286,000 and to increase beginning net assets for effects on periods prior to 2005 by \$14,097,000.

Component Units**Delaware State University**

The University elected to begin recording sick leave accruals to account for a potential liability for employees that have reached retirement eligibility, however have elected to maintain employment and for classified employees who are eligible to receive compensation for one half day of every day over 60 days accumulated. The University has recorded a liability in the amount of \$2,420,469 to reflect earned, unused sick leave at June 30, 2006, respectively. During fiscal year 2006, Delaware State University began accruing sick leave for individuals that have reached retirement eligibility (maximum of 60 days) and for classified employees with leave balances that exceed the maximum 60 days one half day for every day in excess, which is paid annually in September, whereby changing from a cash basis of accounting for sick leave payout to an accrual basis. As a result, the net assets of July 1, 2005 have been restated from \$141,057,858 to 138,847,104.

**State of Delaware
Basic Financial
Statements**

**Required
Supplementary
Information**

NOTES TO REQUIRED SUPPLEMENTARY INFORMATION

BUDGETARY REPORTING

BUDGETARY BASIS VS. GAAP

While GAAP requires the use of the fund structure described in Note 1(b), the State's budget system uses only a General Fund and a Special Fund, each of which uses the basis of accounting described below. Additionally, the activities of certain component units of the State, which are not substantially supported by tax revenues, are not included in the budget data. Reconciliation of the accrual adjustments necessary to convert budgetary basis information to GAAP basis is presented in Required Supplementary Information.

The State Constitution requires the Governor to prepare and submit to the General Assembly a State budget for the ensuing year. The State budgets and controls its financial activities on the cash basis of accounting. In compliance with State law, the State records its financial transactions in either of two major categories -- the General Fund or the Special Fund. References to these two funds in this document include the terms "budgetary" or "budgetary basis" to differentiate them from the GAAP funds of the same name which encompass different funding categories. The General Assembly enacts the budget through the passage of specific line-item appropriations by department, the legal level of budgetary control, the sum of which must not exceed 98 percent of the estimated revenues and available unencumbered cash balance from the prior year pursuant to the State Constitution. The Governor has the power to approve or veto each appropriation passed by the General Assembly.

The budgetary General Fund provides for the cost of the State's general operations and is credited with all tax and other revenue of the State not dedicated to budgetary Special Funds. Certain Special Funds are subject to appropriation, referred to herein as budgetary or appropriated Special Funds. Unexpended appropriations at year-end are available for subsequent expenditure to the extent that they have been encumbered at that date or legislatively extended for another year. Budget data represents original appropriations modified by interdepartmental transfers, supplemental, continuing, and carried-over encumbered appropriations. Subsequent modifications to the budget require the approval of the Controller General and the Budget Director. Summary information regarding individual department budgets and the compliance with the legal level of budgetary control is presented on the following pages.

Encumbrance accounting is employed in governmental funds. Encumbrances (e.g., purchase orders) outstanding at year-end do not constitute expenditures or liabilities and are reported as reservations of fund balances because the commitments will be honored during the subsequent year.

The Budget schedules in Required Supplemental Information a) reflect the adjustments made to increase the Special Fund's excess of revenues over expenditures for certain revenue sources not previously recognized; b) eliminates the net activity of certain operations that are accounted for within both the Special Fund and also in the separate accounts of certain component units or agency funds that are not principally accounted for within the Special Fund; and c) presents the accrual adjustments necessary to convert budgetary basis information to GAAP basis. Additional detailed information regarding compliance with the legal level on control can be obtained by contacting the Office of Management and Budget at (302) 739-4206.

Statutory/Budgetary Presentation

The Budgetary Comparison Schedule – Budget to Actual (Non-GAAP Budgetary Basis) presented on the following pages provides a comparison of the original and final legally adopted budget with actual data on a budgetary basis.

The original budget and related estimated revenues represent the spending authority enacted into law by the appropriations bill as of June 30, 2005, and does not include encumbrances and multi-year projects budgetary carry-forwards from the prior fiscal year. Generally accepted accounting principles (GAAP) require that the final legal budget be reflected in the “final budget” column, therefore updated revenue estimates available for appropriations as of the last Delaware Economic and Financial Advisory Council (DEFAC) meeting in June 2006, as well as the amounts shown in the original budget, are reported. The final legal budget also reflects encumbrances and multi-year projects budgetary carry-forwards from the prior fiscal year.

The tables on the following two pages represent the Budgetary Statements of Revenues, Expenditures and Changes in Fund Balance – General and Special Funds. Also included is a schedule showing the Budgetary Fund balance designations. Of the \$690.6 million Budgetary General Fund Balance at June 30, 2006, \$175.4 million is reserved for the Budget Reserve Account and \$342.5 million is designated as continuing and encumbered appropriations. The \$172.7 million of undesignated fund balance, for the most part, is not available for new spending as these funds have been committed based on State statutes which are subject to review and change by the Legislature.

**Budgetary Comparison Schedule-General Fund
Budget to Actual (Non-GAAP Budgetary Basis)
For the Fiscal Year Ended June 30, 2006
(Expressed in Millions)**

| | <u>Budgeted Amounts</u> | | <u>Actual Amounts</u> | <u>Variance with Final Budget</u> |
|--------------------------------------------------------------|-------------------------|-----------------|---------------------------|---------------------------------------|
| | <u>Original</u> | <u>Final</u> | | |
| Revenues | | | | |
| Personal income taxes | \$ 953.3 | \$ 1,014.7 | \$ 1,014.2 | \$ (0.5) |
| Business Taxes | 1,064.9 | 1,093.9 | 1,079.5 | (14.4) |
| Other Taxes | 201.1 | 200.6 | 209.2 | 8.6 |
| License, Permits, Fines and Fees | 198.6 | 213.2 | 212.9 | (0.3) |
| Interest Earnings | 15.0 | 13.4 | 13.5 | 0.1 |
| Lottery Sales | 241.5 | 247.8 | 248.8 | 1.0 |
| Other Non-Tax Revenue | <u>388.2</u> | <u>389.9</u> | <u>391.8</u> | <u>1.9</u> |
| Total Revenue | <u>3,062.6</u> | <u>3,173.5</u> | <u>3,169.9</u> | <u>(3.6)</u> |
| Expenditures | | | | |
| Legislature | 13.5 | 17.4 | 12.9 | 4.5 |
| Judicial | 74.2 | 87.6 | 85.0 | 2.6 |
| Executive | 174.9 | 382.1 | 272.9 | 109.2 |
| Department of Technology & Information | 33.8 | 39.2 | 36.8 | 2.4 |
| Other Elective Offices | 34.1 | 63.2 | 55.3 | 7.9 |
| Legal | 35.0 | 37.3 | 37.0 | 0.3 |
| Department of State | 18.1 | 33.7 | 19.3 | 14.4 |
| Department of Finance | 18.7 | 76.5 | 66.1 | 10.4 |
| Department of Health & Social Services | 748.1 | 817.8 | 783.8 | 34.0 |
| Department of Services to Child, Youth and Their Families | 106.5 | 122.5 | 116.7 | 5.8 |
| Department of Corrections | 210.6 | 236.9 | 227.5 | 9.4 |
| Department of Natural Resources and Environmental Control | 38.1 | 99.0 | 57.6 | 41.4 |
| Department of Safety & Homeland Security | 102.6 | 118.4 | 115.0 | 3.4 |
| Department of Transportation | - | 14.0 | 12.0 | 2.0 |
| Department of Labor | 6.8 | 7.4 | 7.1 | 0.3 |
| Department of Agriculture | 7.2 | 10.4 | 7.8 | 2.6 |
| Department of Elections | 3.7 | 4.8 | 3.8 | 0.9 |
| Fire Prevention Commission | 4.2 | 4.8 | 4.6 | 0.2 |
| Delaware National Guard | 3.9 | 4.5 | 4.1 | 0.5 |
| Advisory Council for Exceptional Citizens | 0.2 | 0.1 | 0.1 | 0.0 |
| Higher Education | 221.4 | 250.2 | 239.3 | 10.9 |
| Department of Education | <u>966.4</u> | <u>1,108.1</u> | <u>1,016.0</u> | <u>92.2</u> |
| Total Expenditures | <u>2,821.9</u> | <u>3,535.9</u> | <u>3,180.5</u> | <u>355.4</u> |
| Excess (deficiency) of revenue over expenditures | 240.7 | (362.4) | (10.6) | 351.8 |
| Budgetary fund balance, beginning of year | <u>701.2</u> | <u>701.2</u> | <u>701.2</u> | <u>-</u> |
| Budgetary fund balance, end of year | <u>\$ 941.9</u> | <u>\$ 338.8</u> | <u>\$ 690.6</u> | <u>\$ 351.8</u> |
| Budgetary Fund Balance | | | | |
| Designated: | | | | |
| Budget Reserve Account | | | \$ 175.4 | |
| Continuing and encumbered appropriations | | | 342.5 | |
| Undesignated | | | <u>172.7</u> | |
| Total | | | <u>\$ 690.6</u> | |

(See Budgetary Basis vs. GAAP in Notes to Required Supplementary Information)

**Budgetary Comparison Schedule-Special Fund
Budget to Actual (Non-GAAP Budgetary Basis)
For the Fiscal Year Ended June 30, 2006**
(Expressed in Millions)

| | Budgeted Amounts | | Actual Amounts | Variance with Final Budget |
|-----------------------------------------------------|------------------|-----------------|-------------------|-------------------------------|
| | Original | Final | | |
| Revenues | | | | |
| Personal income taxes | | | \$ 1.6 | \$ 1.6 |
| Business Taxes | \$ 27.3 | \$ 27.3 | 18.7 | (8.6) |
| Other Taxes | 4.0 | 4.0 | 14.2 | 10.2 |
| License, Permits, Fines and Fees | 68.6 | 68.6 | 106.0 | 37.4 |
| Rentals and Sales | 14.2 | 14.2 | 13.7 | (0.5) |
| Interest Earnings | 37.8 | 37.8 | 9.3 | (28.5) |
| Grants | 3.7 | 3.7 | 36.4 | 32.7 |
| Other Non-Tax Revenue | 588.9 | 588.9 | 452.2 | (136.7) |
| Total Revenue | <u>744.4</u> | <u>744.4</u> | <u>652.1</u> | <u>(92.3)</u> |
| Expenditures | | | | |
| Judicial | 8.8 | 9.3 | 7.6 | 1.7 |
| Executive | 118.4 | 118.9 | 72.8 | 46.1 |
| Department of Technology & Information | 27.3 | 37.0 | 17.9 | 19.1 |
| Other Elective Offices | 53.3 | 60.5 | 58.7 | 1.8 |
| Legal | 5.7 | 6.8 | 5.2 | 1.5 |
| Department of State | 29.4 | 35.8 | 24.9 | 10.9 |
| Department of Finance | 47.9 | 65.0 | 55.8 | 9.2 |
| Department of Health & Social Services | 67.7 | 89.5 | 66.8 | 22.7 |
| Department of Services | | | | |
| to Child, Youth and Their Families | 22.6 | 30.1 | 22.1 | 8.0 |
| Department of Corrections | 3.9 | 5.3 | 3.0 | 2.3 |
| Department of Natural | | | | |
| Resources and Environmental Control | 49.5 | 62.6 | 37.3 | 25.3 |
| Department of Safety & Homeland Security | 9.1 | 10.7 | 8.3 | 2.5 |
| Department of Transportation | 294.0 | 211.8 | 225.6 | (13.8) |
| Department of Labor | 16.9 | 18.3 | 15.0 | 3.3 |
| Department of Agriculture | 5.5 | 5.9 | 4.1 | 1.8 |
| Department of Elections | - | 0.0 | 0.0 | 0.0 |
| Fire Prevention Commission | 2.3 | 2.6 | 2.1 | 0.5 |
| Delaware National Guard | 0.0 | 0.0 | 0.0 | 0.0 |
| Department of Education | 4.0 | 8.4 | 6.5 | 1.9 |
| Total Expenditures | <u>766.3</u> | <u>778.5</u> | <u>633.7</u> | <u>144.9</u> |
| Excess (deficiency) of revenue over expenditures | (21.9) | (34.1) | 18.5 | 52.6 |
| Budgetary fund balance, beginning of year | <u>333.7</u> | <u>333.7</u> | <u>333.7</u> | <u>-</u> |
| Budgetary fund balance, end of year | <u>\$ 311.8</u> | <u>\$ 299.6</u> | <u>\$ 352.2</u> | <u>\$ 52.6</u> |

(See Budgetary Basis vs. GAAP in Notes to Required Supplementary Information)

Statutory/Budgetary Reconciliations

Since accounting principles applied for purposes of developing data on a budgetary basis differ significantly from those used to present financial statements in conformity with GAAP, a reconciliation is required of resulting basis, perspective and entity differences in the revenues in excess of (less than) expenditures and other financing sources (uses) between budgetary and GAAP presentations.

The following two schedules represent the accrual adjustments necessary to convert budgetary basis information to GAAP basis.

Budget vs. GAAP Revenue Reconciliation For the Fiscal Year Ended June 30, 2006

(Expressed in Millions)

| | | |
|----------------------------------------------------------------------|---------------|-------------------------|
| Budget Basis General and Special Fund Revenue for Fiscal Year 2006 | | \$3,822.0 |
| Non Appropriated Revenue by Category: | | |
| Other Revenue | \$257.6 | |
| License, Fees, Permits, and Fines | 39.8 | |
| Personal, Business and Other Taxes | 70.9 | |
| Federal Government | 12.8 | |
| Rentals and Sales | 9.8 | |
| Interest and Other Investment Income | 13.7 | |
| Accruals and Adjustments | | |
| DelDot Fund Revenue | (234.2) | |
| Lottery Sales | (315.6) | |
| Local School Districts | (25.9) | |
| Other accruals and adjustments | <u>(98.4)</u> | |
| Total General Fund Revenue For the Fiscal Year Ended 2006 | | 3,552.5 |
| Federal Funds Revenue | 946.1 | |
| Local School Fund Revenue | 425.8 | |
| Capital Projects Fund Revenue | <u>0.3</u> | |
| Total GAAP Basis Governmental Funds Revenue for the Fiscal Year 2006 | | <u><u>\$4,924.7</u></u> |

Budget vs. GAAP Expenditures Reconciliation
For the Year Ended June 30, 2006
(Expressed in Millions)

| | | |
|-----------------------------------------------------------------------------|---------|-----------|
| Total Budget Basis General & Special Fund Expenditures for Fiscal Year 2006 | | \$3,814.2 |
| Non Appropriated Expenditures by Function | | |
| General Government | \$352.6 | |
| Health & Children's Services | 16.0 | |
| Judicial & Public Safety | 12.1 | |
| Natural Resources & Environmental Control | 69.2 | |
| Labor | 8.2 | |
| Education | 56.7 | |
| Transportation | 14.2 | |
| Adjustments & Accruals | | |
| Tax Refunds | (203.9) | |
| Component Units | (12.6) | |
| Transportation | (245.8) | |
| Other Accruals and Adjustments | (141.0) | |
| | (503.0) | |
| Total General Fund Expenditures for Fiscal Year 2006 | | \$3,739.9 |
| Federal Revenue Funds Expenditures | 963.2 | |
| Local School District Funds Expenditures | 426.4 | |
| Capital Projects Funds Expenditures | 224.1 | |
| | 1,613.7 | 1,613.7 |
| Total GAAP Basis Governmental Funds Expenditures for Fiscal Year 2006 | | \$5,353.6 |

Required Supplementary Information

Information About Infrastructure Assets Reported Using the Modified Approach

As allowed by GASB Statement No. 34, *“Basic Financial Statements – and Management’s Discussion and Analysis – for State and Local Governments”*, the State has adopted an alternative process for recording depreciation expense on selected infrastructure assets. Under this alternative method, referred to as the modified approach, the State expenses certain maintenance and preservation costs and does not report depreciation expense. Assets accounted for under the modified approach include approximately 4,453 centerline miles and approximately 1,374 bridges that the State is responsible to maintain.

The condition of the State’s road pavement is measured using the Overall Pavement Condition (OPC) system, which is based on the extent and severity of various pavement distresses that are visually observed. The OPC system uses a measurement scale that is based on a condition index ranging from 0 for poor pavement to 5 for pavement in excellent condition.

The condition of bridges is measured using the “Bridge Condition Rating” (BCR) which is based on the Federal Highway Administration (FHWA) Coding Guide, “Recording and Coding Guide for the Structure Inventory and Appraisal of the Nation’s Bridges.” The BCR uses a measurement scale that is based on a condition index ranging from 0-9, 0-4 for substandard bridges and 9 for bridges in perfect condition. For reporting purposes, substandard bridges are classified as those with a rating of 4 or less. The good or better condition bridges were taken as those with ratings of between 6-9. A 5 rating is considered fair. The information is taken from past “Bridge Inventory Status” reports.

The Department of Transportation has changed its policy for road condition maintenance from 75% good or better to 85% fair or better to more effectively reflect our road conditions over time. Good road ratings are represented by roads that need no action or preventive maintenance only. Fair road ratings require primarily only preventive maintenance. This change will continue to allow the Department to maintain the state roads indefinitely, and as a result no depreciation is provided on the road system. No more than 10 percent of bridges and 15 percent of roads should be in substandard condition. The Department of Transportation will perform condition assessments of eligible infrastructure assets at least every three years. Currently, road condition assessments are conducted every year and bridge condition assessments are conducted, for the most part every two years.

As discussed in the MD&A, the State changed its policy for roadway condition from 75% good or better to 85% fair or better and maintained the policy for the bridges at 75% of its bridge systems at a good or better condition level. The policy change results in a \$79 million reduction of the expected costs of preservation and maintenance in 2006.

State of Delaware

Department of Transportation
Supplementary Information for Government That Use the
Modified Approach for Infrastructure Assets

Structural Rating Numbers and Percentages for Bridges

| | | Calendar Year Ended December 31 | | | | | |
|---------------|--------|---------------------------------|---------|--------|---------|--------|---------|
| | | 2005 | | 2004 | | 2003 | |
| BCR Condition | Rating | Number | Percent | Number | Percent | Number | Percent |
| Good | 6-9 | 1,048 | 76.3 | 1,029 | 75.1 | 1,012 | 74.5 |
| Fair | 5 | 243 | 17.7 | 256 | 18.6 | 259 | 19 |
| Poor | 1-4 | 83 | 6.0 | 86 | 6.3 | 89 | 6.5 |
| Totals | | 1,374 | 100 | 1,371 | 100 | 1,360 | 100 |

Deck Rating Numbers and Percentages for Bridges

| | | Calendar Year Ended December 31 | | | | | |
|---------------|--------|---------------------------------|---------|---------------|---------|---------------|---------|
| | | 2005 | | 2004 | | 2003 | |
| OPC Condition | Rating | Square Meters | Percent | Square Meters | Percent | Square Meters | Percent |
| Good | 6-9 | 6,808,227 | 94 | 6,731,463 | 94 | 6,522,812 | 97 |
| Fair | 5 | 390,978 | 5.4 | 399,554 | 5.6 | 172,061 | 2.4 |
| Poor | 1-4 | 42,604 | 0.6 | 31,983 | 0.4 | 40,677 | 0.6 |
| Totals | | 7,241,809 | 100 | 7,163,000 | 100 | 7,145,202 | 100 |

Center-Line Mile Numbers and Percentages for Road Pavement

| | | Calendar Year Ended December 31 | | | | | |
|---------------|-----------|---------------------------------|---------|------------------|---------|------------------|---------|
| | | 2005 | | 2004 | | 2003 | |
| OPC Condition | Rating | Center-Line Mile | Percent | Center-Line Mile | Percent | Center-Line Mile | Percent |
| Good | 3.0-5.0 | 3,070 | 69 | 3,296 | 73.8 | 3,459 | 77.5 |
| Fair | 2.5-3.0 | 914 | 20.5 | 775 | 17.4 | 641 | 14.4 |
| Poor | Below 2.5 | 469 | 10.5 | 393 | 8.8 | 364 | 8.1 |
| Totals | | 4,453 | 100 | 4,464 | 100 | 4,464 | 100 |

Comparison of Estimated-to-Actual Maintenance/Preservation

(Expressed In Thousands)

| | Fiscal Year ended June 30 | | | | |
|-----------|---------------------------|-----------|-----------|-----------|-----------|
| | 2006 | 2005 | 2004 | 2003 | 2002 |
| Estimated | \$135,991 | \$138,517 | \$122,662 | \$129,180 | \$97,341 |
| Actual | \$211,347 | \$311,397 | \$133,765 | \$146,352 | \$126,540 |

Required Supplementary Information – Pensions

The following tables present additional information related to funding status and progress, annual pension costs and actuarial methods and assumptions. It is intended to help readers assess the individual plans' funding status on a going-concern basis and assess progress made in accumulating sufficient assets to pay benefits when due.

Delaware Public Employees' Retirement System (DPERS)

The amount shown below as "actuarial accrued liability" is a measure of the difference between the actuarial present value of future plan benefits, and the actuarial present value of future normal cost.

Delaware Public Employees' Retirement System Schedule of Funding Status and Progress

(Expressed in Thousands)

| Plan | Actuarial Valuation Date | (1) Actuarial Value of Assets | (2) Actuarial Accrued Liability (AAL) | (3) Unfunded AAL | | (4) Funded Ratio (1) / (2) | (5) Annual Covered Payroll | (6) UAAL/ (Excess) as % of Covered Payroll (3) / (5) |
|-------------------------------------------|--------------------------|----------------------------------|------------------------------------------|---------------------|--------------------------------------------------|----------------------------------|-------------------------------|---------------------------------------------------------------|
| | | | | AAL AAL (UAAL) | (Excess of Assets over Liabilities) (2) - (1) | | | |
| State Employees' * | 6/30/06 | \$ 5,998,746 | \$ 5,901,072 | \$ (97,674) | | 101.7% | \$ 1,589,185 | (6.1%) |
| | 6/30/05 | 5,660,057 | 5,572,719 | (87,338) | | 101.6% | 1,471,931 | (5.9%) |
| | 6/30/04 | 5,387,560 | 5,229,927 | (157,633) | | 103.0% | 1,399,279 | (11.3%) |
| Special | 6/30/06 | \$ 758 | \$ 704 | \$ (54) | | 107.7% | N/A | N/A |
| | 6/30/05 | 855 | 791 | (64) | | 108.1% | N/A | N/A |
| | 6/30/04 | 933 | 785 | (148) | | 118.9% | N/A | N/A |
| Closed State Police + | 6/30/06 | \$ 1,663 | \$ 294,149 | \$ 292,486 | | 0.6% | \$ 1,912 | 15,297.4% |
| | 6/30/05 | 749 | 283,902 | 283,153 | | 0.3% | 2,579 | 10,979.2% |
| | 6/30/04 | 2,979 | 285,044 | 282,065 | | 1.0% | 2,608 | 10,815.4% |
| New State Police * | 6/30/06 | \$ 169,824 | \$ 170,877 | \$ 1,053 | | 99.4% | \$ 43,579 | (2.4%) |
| | 6/30/05 | 150,209 | 149,657 | (552) | | 100.4% | 39,645 | (1.4%) |
| | 6/30/04 | 134,507 | 128,932 | (5,575) | | 104.3% | 36,718 | (15.2%) |
| Judiciary* | 6/30/06 | \$ 38,407 | \$ 50,177 | \$ 11,770 | | 76.5% | \$ 9,397 | 125.3% |
| | 6/30/05 | 35,112 | 44,079 | 8,967 | | 79.7% | 8,475 | 105.8% |
| | 6/30/04 | 32,841 | 38,864 | 6,023 | | 84.5% | 7,672 | 78.5% |
| Diamond State Corporation | 6/30/06 | \$ 10,361 | \$ 12,738 | \$ 2,377 | | 81.3% | \$ 11,130 | 21.4% |
| | 6/30/05 | 8,948 | 9,732 | 784 | | 91.9% | 9,248 | 8.5% |
| | 6/30/04 | 8,140 | 9,049 | 909 | | 89.9% | 8,950 | 10.2% |
| County and Municipal Police Firefighters' | 6/30/06 | \$ 72,120 | \$ 72,832 | \$ 712 | | 99.0% | \$ 38,342 | 1.9% |
| | 6/30/05 | 59,711 | 61,335 | 1,624 | | 97.4% | 33,389 | 4.9% |
| | 6/30/04 | 48,893 | 45,204 | (3,689) | | 108.2% | 27,930 | (13.2%) |
| County and Municipal Other Employees' | 6/30/06 | \$ 8,529 | \$ 9,222 | \$ 693 | | 92.5% | \$ 13,027 | (5.3%) |
| | 6/30/05 | 7,048 | 6,722 | (326) | | 104.8% | 9,737 | (3.3%) |
| | 6/30/04 | 4,275 | 3,340 | (935) | | 128.0% | 7,474 | (12.5%) |
| Volunteer | 6/30/06 | \$ 11,340 | \$ 23,925 | \$ 12,585 | | 47.4% | 5,160 | \$ 2,439 |
| | 6/30/05 | 10,665 | 22,913 | 12,248 | | 46.5% | 5,106 | 2,399 |
| | 6/30/04 | 10,121 | 21,950 | 11,829 | | 46.1% | 5,055 | 2,340 |

* Excludes liability and amortization payments due to ad hoc benefit adjustments. This liability is funded from the Post-Retirement Increase Fund and is funded over five years.

+ The Closed State Police Pension Plan is a pay-as-you-go pension plan.

++ Not expressed in thousands.

Annual Pension Cost, Actuarial Methods and Assumptions - DPERS

The schedules below provide information concerning annual pension costs. Annual pension cost for each plan, except the Closed State Police Plan, is equal to the respective plan's required and actual contributions for the fiscal year ended June 30, 2006.

Annual Pension Cost, Actuarial Methods and Assumptions

(Expressed in Thousands)

| Plan | State Employees' | Special | Closed State Police | New State Police | Judiciary |
|-------------------------------|--------------------------------------------------------------------|------------------------|------------------------|------------------------|------------------------|
| Annual Pension Cost | \$ 91,013 | N/A | \$ 24,623 | \$ 5,276 | \$ 2,002 |
| Actuarial Valuation Date | 6/30/06 | 6/30/06 | 6/30/06 | 6/30/06 | 6/30/06 |
| Actuarial Cost Method | Entry Age Normal | N/A | Entry Age Normal | Entry Age Normal | Entry Age Normal |
| Amortization Method | Level Percent Closed for Plan Bases & Open for Aggregate Gain/Loss | N/A | Level Dollar Closed | Level Percent Closed | Level Percent Closed |
| Remaining Amortization Period | 21.2 years | N/A | 30 years | 14.8 years | 15.8 years |
| Asset Valuation Method | 5-year Smoothed Market | 5-year Smoothed Market | 5-year Smoothed Market | 5-year Smoothed Market | 5-year Smoothed Market |
| Actuarial Assumptions: | | | | | |
| Investment rate of return | 8.0% | 8.0% | 8.0% | 8.0% | 8.0% |
| Projected Salary Increases* | 4.3% to 10.1% | N/A | 4.8% to 5.3% | 4.8% to 16.7% | 4.3% to 13.1% |
| Cost-of-living adjustments | Ad Hoc | Ad Hoc | Based on CPI | Ad Hoc | Ad Hoc |

| Plan | Diamond State Port Corporation | County & Municipal Police & Firefighters' | County & Municipal Other Employees | Volunteer Firemen's |
|-------------------------------|--------------------------------|-------------------------------------------|------------------------------------|------------------------|
| Annual Pension Cost | \$ 703 | \$ 5,488 | \$ 734 | \$ 1,464 |
| Actuarial Valuation Date | 6/30/06 | 6/30/06 | 6/30/06 | 6/30/06 |
| Actuarial Cost Method | Entry Age Normal | Entry Age Normal** | Entry Age Normal** | Entry Age Normal |
| Amortization Method | Level Percent Closed | Level Percent Open | Level Percent Open | Level Dollar Closed |
| Remaining Amortization Period | 17 years | 10 years | 10 years | 22 years |
| Asset Valuation Method | 5-year Smoothed Market | 5-year Smoothed Market | 5-year Smoothed Market | 5-year Smoothed Market |
| Actuarial Assumptions: | | | | |
| Investment rate of return | 8.0% | 8.0% | 8.0% | 8.0% |
| Projected Salary Increases* | 4.8% | 4.3% to 15.7% | 4.3% to 10.1% | N/A |
| Cost-of-living adjustments | Ad Hoc | Ad Hoc | Ad Hoc | Ad Hoc |

* Projected Salary Increases include an inflation component of 3.75% for all Plans.

** Actuarial cost method changed to Entry Age Normal from Frozen Initial Liability effective June 30, 2002.

DeIDOT - Delaware Transit Corporation – Pension Data

The most recent information available for Delaware Transit Corporation’s annual pension cost and related information for each plan is as follows (note - the current year information is not available for each plan):

Funding Status and Progress

(Expressed in Dollars)

| Plan | Actuarial Valuation Date | (a) Actuarial Value of Assets | (b) Actuarial `Accrued Liability (AAL) | (c) Unfunded AAL (UAAL) (Excess of Assets over AAL) (a-b) | (d) Funded Ratio (a / b) | (e) Annual Covered Payroll | (f) UAAL (Excess) as % of Covered Payroll (c / e) |
|------------------|--------------------------|----------------------------------|-------------------------------------------|--------------------------------------------------------------|-----------------------------|-------------------------------|------------------------------------------------------|
| DTC Pension Plan | 07/01/2005 | \$ 7,539,479 | \$ 7,932,143 | \$ (392,664) | 95.05% | \$ 8,019,950 | (4.89%) |
| | 07/01/2004 | 6,450,349 | 6,874,823 | (424,474) | 93.83% | 7,350,742 | (5.77%) |
| | 07/01/2003 | 5,187,005 | 5,536,310 | (349,305) | 93.69% | 8,120,967 | (4.30%) |

Annual Pension Cost, Actuarial Methods and Assumptions

(Expressed in Dollars)

| Plan | DTC Pension Plan | Contributory Pension Plan |
|-------------------------------|--------------------------|---------------------------|
| Contribution Rates: | | |
| Employer | Actuarially Determined | 5.00% |
| Participants | N/A | 5.00% |
| Annual Pension Cost | \$ 631,860 | \$ 542,133 |
| Contributions Made | \$ 628,299 | \$ 748,661 |
| Actuarial Valuation Date | 7/1/2005 | 01/04/2006 |
| Actuarial Cost Method | Frozen Initial Liability | Aggregate * |
| Remaining Amortization Period | 20 | 16 |
| Asset Valuation Method | Market | ** |
| Actuarial Assumptions: | | |
| Investment rate of return | 7.50% | 7.00% |
| Projected Salary Increases | 4.50% | 4.00% |

N/A = Not Applicable

* = This method does not identify and separately amortize unfunded actuarial liabilities.

** = Book value plus 20% of the difference between book and market value, but not less than 80% or greater than 90% of market value.

State of Delaware
Basic Financial
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Supplementary Information
Combining Statements

STATE OF DELAWARE
COMBINING STATEMENT OF FIDUCIARY NET ASSETS
DELAWARE PUBLIC EMPLOYEES' RETIREMENT SYSTEM
JUNE 30, 2006
(Expressed in Thousands)

| | State Employees' Pension Plan | Special Pensions Plan | New State Police Plan | Judiciary Pension Plan | Volunteer Firemen's Pension Plan |
|--------------------------------------------------|----------------------------------------|-----------------------------|--------------------------------|------------------------------|-------------------------------------------|
| Assets | | | | | |
| Cash | \$ 1,638 | \$ 9 | \$ 499 | \$ 21 | \$ 27 |
| Receivables: | | | | | |
| Employer contributions | 4,003 | | 223 | 92 | |
| Member contributions | 1,885 | | 113 | 10 | |
| Total receivables | 5,888 | | 336 | 102 | |
| Investments at fair value: | | | | | |
| Domestic fixed income | 1,035,969 | 126 | 29,162 | 6,612 | 1,945 |
| Domestic equities | 1,608,808 | 196 | 45,288 | 10,267 | 3,020 |
| Pooled equity and fixed income | 1,901,849 | 231 | 53,537 | 12,138 | 3,571 |
| Alternative investments | 729,249 | 89 | 20,529 | 4,655 | 1,368 |
| Short term and money markets | 71,842 | 9 | 1,952 | 446 | 109 |
| Foreign equities | 779,020 | 95 | 21,930 | 4,972 | 1,463 |
| Total investments | 6,126,737 | 746 | 172,398 | 39,090 | 11,476 |
| Total assets | \$ 6,134,263 | \$ 755 | \$ 173,233 | \$ 39,213 | \$ 11,503 |
| Liabilities | | | | | |
| Benefits payable | \$ 890 | | \$ 3 | | \$ 5 |
| Accrued administrative expenses | 229 | 1 | 3 | 1 | |
| Total liabilities | 1,119 | 1 | 3 | 1 | 5 |
| Assets held in trust for pension benefits | \$ 6,133,144 | \$ 754 | \$ 173,230 | \$ 39,212 | \$ 11,498 |

| Diamond State Port Corporation Fund | County and Municipal Police and Firefighters' Plan | County and Municipal Police and Firefighters' Cola Fund | County and Municipal Other Plans | DPERS Post Retirement Increase Fund | SEPP Post Retirement Health Care Premium Fund | Closed State Police Plan | Totals |
|-------------------------------------|----------------------------------------------------|---------------------------------------------------------|----------------------------------|-------------------------------------|-----------------------------------------------|--------------------------|--------------|
| \$ 52 | \$ 864 | \$ 1,904 | \$ 113 | \$ 122 | | \$ 1,557 | \$ 6,806 |
| 52 | 201 | | 55 | 1,714 | 177 | | 6,517 |
| 16 | 102 | | 29 | | | 1 | 2,156 |
| 68 | 303 | | 84 | 1,714 | 177 | 1 | 8,673 |
| 1,758 | 12,232 | 1,415 | 1,441 | 859 | \$ 4,229 | | 1,095,748 |
| 2,729 | 18,996 | 2,198 | 2,239 | 1,334 | 6,568 | | 1,701,643 |
| 3,226 | 22,456 | 2,598 | 2,646 | 1,577 | 7,764 | | 2,011,593 |
| 1,237 | 8,611 | 996 | 1,015 | 604 | 2,977 | | 771,330 |
| 96 | 761 | 97 | 61 | 59 | 291 | | 75,723 |
| 1,321 | 9,198 | 1,064 | 1,084 | 645 | 3,180 | | 823,972 |
| 10,367 | 72,254 | 8,368 | 8,486 | 5,078 | 25,009 | | 6,480,009 |
| \$ 10,487 | \$ 73,421 | \$ 10,272 | \$ 8,683 | \$ 6,914 | \$ 25,186 | \$ 1,558 | \$ 6,495,488 |
| | \$ 2 | | \$ 6 | | | \$ 7 | 910 |
| \$ 1 | 6 | | 4 | | | 2 | 247 |
| 1 | 8 | | 10 | | | 9 | 1,157 |
| \$ 10,486 | \$ 73,413 | \$ 10,272 | \$ 8,673 | \$ 6,914 | \$ 25,186 | \$ 1,549 | \$ 6,494,331 |

STATE OF DELAWARE
COMBINING STATEMENT OF CHANGES IN FIDUCIARY NET ASSETS
DELAWARE PUBLIC EMPLOYEES' RETIREMENT SYSTEM
FOR THE YEAR ENDED JUNE 30, 2006
(Expressed in Thousands)

| | State Employees' Pension Plan | Special Pensions Plan | New State Police Plan | Judiciary Pension Plan | Volunteer Firemen's Pension Plan |
|----------------------------------------------------------|----------------------------------------|-----------------------------|--------------------------------|------------------------------|-------------------------------------------|
| Additions | | | | | |
| Contributions: | | | | | |
| Employer contributions | \$ 91,013 | | \$ 5,276 | \$ 2,002 | \$ 899 |
| Transfer of assets from Pension Retirement Increase Fund | 38,306 | | 135 | 307 | |
| Transfer of assets from outside the system | | | | | |
| Member contributions | 41,139 | | 2,881 | 320 | 203 |
| Other | | | 22 | | |
| Total contributions: | <u>170,458</u> | | <u>8,314</u> | <u>2,629</u> | <u>1,102</u> |
| Investments: | | | | | |
| Investment income | 82,638 | \$ 10 | 2,326 | 528 | 155 |
| Net increase (decrease) in fair value | <u>602,359</u> | <u>83</u> | <u>16,276</u> | <u>3,768</u> | <u>1,100</u> |
| Total investment income: | <u>684,997</u> | <u>93</u> | <u>18,602</u> | <u>4,296</u> | <u>1,255</u> |
| Less investment manager/advisor/custody fees | (17,977) | (2) | (506) | (115) | (34) |
| Less investment administrative expenses | <u>(352)</u> | | <u>(10)</u> | <u>(2)</u> | <u>(1)</u> |
| Net investment income: | <u>666,668</u> | <u>91</u> | <u>18,086</u> | <u>4,179</u> | <u>1,220</u> |
| Total additions | <u>837,126</u> | <u>91</u> | <u>26,400</u> | <u>6,808</u> | <u>2,322</u> |
| Deductions: | | | | | |
| Transfer of Assets from Pension Retirement Increase Fund | | | | | |
| Transfer of assets outside the system | | | | | |
| Pension payments | 300,321 | 129 | 1,723 | 2,346 | 1,230 |
| Refunds of contributions to members | 2,880 | | 44 | | 56 |
| Group life payments | 4,779 | 28 | | | |
| Administrative expenses | 4,817 | | | | |
| Allocation of administrative expenses | <u>(306)</u> | <u>1</u> | <u>60</u> | <u>10</u> | <u>25</u> |
| Total deductions | <u>312,491</u> | <u>158</u> | <u>1,827</u> | <u>2,356</u> | <u>1,311</u> |
| Change in net assets increase(decrease) | <u>524,635</u> | <u>(67)</u> | <u>24,573</u> | <u>4,452</u> | <u>1,011</u> |
| Net assets held in trust for pension benefits | | | | | |
| Balance - beginning of year | <u>5,608,509</u> | <u>821</u> | <u>148,657</u> | <u>34,760</u> | <u>10,487</u> |
| Balance - end of year | <u>\$ 6,133,144</u> | <u>\$ 754</u> | <u>\$ 173,230</u> | <u>\$ 39,212</u> | <u>\$ 11,498</u> |

| Diamond State Port Corporation Fund | County and Municipal Police and Firefighters' Plan | County and Municipal Police and Firefighters' Cola Fund | County and Municipal Other Plans | DPERS Post Retirement Increase Fund | SEPP Post Retirement Health Care Premium Fund | Closed State Police Plan | Totals |
|-------------------------------------|----------------------------------------------------|---------------------------------------------------------|----------------------------------|-------------------------------------|-----------------------------------------------|--------------------------|-----------------------|
| \$ 703 | \$ 5,488 | | \$ 734 | \$ 41,088 | 10,177 | \$ 20,655 | \$ 178,035 38,748 |
| 226 | 2,348 | \$ 2,982 | 291 | | | 43 1 | 2,982 47,451 23 |
| <u>929</u> | <u>7,836</u> | <u>2,982</u> | <u>1,025</u> | <u>41,088</u> | <u>10,177</u> | <u>20,699</u> | <u>267,239</u> |
| 140 | 975 | 113 | 115 | 69 | \$ 337 | 78 | 87,484 |
| 967 | 6,556 | 987 | 778 | 367 | 2,170 | | 635,411 |
| <u>1,107</u> | <u>7,531</u> | <u>1,100</u> | <u>893</u> | <u>436</u> | <u>2,507</u> | <u>78</u> | <u>722,895</u> |
| (30) | (212) | (24) | (25) | (15) | (73) | | (19,013) |
| (1) | (4) | (1) | (1) | | (1) | | (373) |
| <u>1,076</u> | <u>7,315</u> | <u>1,075</u> | <u>867</u> | <u>421</u> | <u>2,433</u> | <u>78</u> | <u>703,509</u> |
| <u>2,005</u> | <u>15,151</u> | <u>4,057</u> | <u>1,892</u> | <u>41,509</u> | <u>12,610</u> | <u>20,777</u> | <u>970,748</u> |
| | | | | 38,748 | | | 38,748 |
| | | 2,478 | | | | | 2,478 |
| 239 | 567 | | 94 | | | 19,676 | 326,325 |
| 24 | 153 | | 41 | | | | 3,198 |
| | | | | | | 121 | 4,928 |
| 26 | 87 | | 43 | | | 54 | 4,817 |
| <u>289</u> | <u>807</u> | <u>2,478</u> | <u>178</u> | <u>38,748</u> | | <u>19,851</u> | <u>380,494</u> |
| <u>1,716</u> | <u>14,344</u> | <u>1,579</u> | <u>1,714</u> | <u>2,761</u> | <u>12,610</u> | <u>926</u> | <u>590,254</u> |
| <u>8,770</u> | <u>59,069</u> | <u>8,693</u> | <u>6,959</u> | <u>4,153</u> | <u>12,576</u> | <u>623</u> | <u>5,904,077</u> |
| <u>\$ 10,486</u> | <u>\$ 73,413</u> | <u>\$ 10,272</u> | <u>\$ 8,673</u> | <u>\$ 6,914</u> | <u>\$ 25,186</u> | <u>\$ 1,549</u> | <u>\$ 6,494,331</u> |

**STATE OF DELAWARE
COMBINING STATEMENT OF CHANGES IN ASSETS AND LIABILITIES
ALL AGENCY FUNDS
FOR THE YEAR ENDED JUNE 30, 2006**
(Expressed in Thousands)

| | Balance July 1, 2005 | Additions | Deductions | Balance June 30, 2006 |
|-------------------------------------|-------------------------|-------------------|-------------------|--------------------------|
| Child Support Collection: | | | | |
| Assets | | | | |
| Cash and cash equivalents | \$ 689 | \$ 194,002 | \$ 192,483 | \$ 2,208 |
| Investments | 1,267 | 2,532 | 3,799 | |
| Receivables, net | 302 | 210 | 251 | 261 |
| Total assets | <u>\$ 2,258</u> | <u>\$ 196,744</u> | <u>\$ 196,533</u> | <u>\$ 2,469</u> |
| Liabilities | | | | |
| Accounts payable | \$ 2,258 | \$ 196,744 | \$ 196,533 | \$ 2,469 |
| Total liabilities | <u>\$ 2,258</u> | <u>\$ 196,744</u> | <u>\$ 196,533</u> | <u>\$ 2,469</u> |
| | | | | |
| Court Fines and Restitution: | | | | |
| Assets | | | | |
| Cash and cash equivalents | \$ 13,971 | \$ 17,760 | \$ 16,657 | \$ 15,074 |
| Investments | 1,024 | 22,206 | 5,600 | 17,630 |
| Receivables, net | 24,398 | 19,344 | 17,649 | 26,093 |
| Total assets | <u>\$ 39,393</u> | <u>\$ 59,310</u> | <u>\$ 39,906</u> | <u>\$ 58,797</u> |
| Liabilities | | | | |
| Accounts payable | \$ 39,393 | \$ 59,310 | \$ 39,906 | \$ 58,797 |
| Total liabilities | <u>\$ 39,393</u> | <u>\$ 59,310</u> | <u>\$ 39,906</u> | <u>\$ 58,797</u> |
| | | | | |
| All Other Agency Funds | | | | |
| Assets | | | | |
| Cash and cash equivalents | \$ 9,294 | \$ 35,845 | \$ 34,787 | \$ 10,352 |
| Investments | 7,526 | 16,667 | 16,259 | 7,934 |
| Receivables, net | 4 | 6 | 4 | 6 |
| Total assets | <u>\$ 16,824</u> | <u>\$ 52,518</u> | <u>\$ 51,050</u> | <u>\$ 18,292</u> |
| Liabilities | | | | |
| Accounts payable | \$ 16,824 | \$ 52,518 | \$ 51,050 | \$ 18,292 |
| Total liabilities | <u>\$ 16,824</u> | <u>\$ 52,518</u> | <u>\$ 51,050</u> | <u>\$ 18,292</u> |
| | | | | |
| Totals - All Agency Funds | | | | |
| Assets | | | | |
| Cash and cash equivalents | \$ 23,954 | \$ 247,607 | \$ 243,927 | \$ 27,634 |
| Investments | 9,817 | 41,405 | 25,658 | 25,564 |
| Receivables, net | 24,704 | 19,560 | 17,904 | 26,360 |
| Total assets | <u>\$ 58,475</u> | <u>\$ 308,572</u> | <u>\$ 287,489</u> | <u>\$ 79,558</u> |
| Liabilities | | | | |
| Accounts payable | \$ 58,475 | \$ 308,572 | \$ 287,489 | \$ 79,558 |
| Total liabilities | <u>\$ 58,475</u> | <u>\$ 308,572</u> | <u>\$ 287,489</u> | <u>\$ 79,558</u> |

**State of Delaware
Basic Financial
Statements**

Statistical Section

Statistical Section

This part of the State of Delaware’s Comprehensive annual financial report presents detailed information as a context for understanding what the information in the financial statements, note disclosures, and required supplementary information says about the government overall financial health.

| | Pages |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Financial Trends | 127 - 132 |
| <p>These schedules contain trend information to assist the reader in understanding how the State’s financial performance and fiscal health have changed over time. Entity wide schedules are presented from FY 2002 and forward, coinciding with the implementation of GASB 34. Fund schedules are presented for the last ten years, except where noted. Schedules included</p> | |
| Revenue Capacity | 133 - 136 |
| <p>These schedules contain information to assist the reader in assessing the State’s most significant source of revenue, personal income taxes.</p> | |
| Debt Capacity | 137 - 140 |
| <p>These schedules present information to assist the reader in assessing the affordability of the State’s levels of outstanding debt and the State’s ability to issue additional debt in the future.</p> | |
| Demographic and Economic | 141 - 144 |
| <p>These schedules offer demographic and economic indicators to help the reader understand the environment in which the state’s financial activities</p> | |
| Operating | 145 - 147 |
| <p>These schedules contain information to assist the reader in understanding how the financial information relates to the services the state provides and the activities it performs.</p> | |

Sources: Unless otherwise noted, the information in these schedules is derived from the comprehensive annual financial reports for the relevant year. In fiscal year 2002, the State implemented Governmental Accounting Standards Board Statement No. 34, Basic Financial Statements—and Management’s Discussion and Analysis—for State and Local Governments; consequently, schedules presenting government-wide information commence with that year.

State of Delaware

Net Assets by Component Last Five Fiscal Years

(Accrual basis of accounting)

(Expressed in Thousands)

| | 2002 | 2003 | 2004 | 2005 * | 2006 |
|--------------------------------------------------|---------------------|---------------------|---------------------|---------------------|---------------------|
| Governmental Activities | | | | | |
| Invested in capital assets, net of related debt | \$ 680,717 | \$ 762,239 | \$ 767,977 | \$ 983,693 | \$ 1,244,073 |
| Restricted | 128,930 | 136,460 | 148,150 | 161,050 | 175,365 |
| Unrestricted | 676,829 | 734,589 | 1,112,774 | 1,159,119 | 1,089,100 |
| Total governmental activities net assets | \$ 1,486,476 | \$ 1,633,288 | \$ 2,028,901 | \$ 2,303,862 | \$ 2,508,538 |
| Business-type activities | | | | | |
| Invested in capital assets, net of related debt | \$ 2,651,025 | \$ 2,464,049 | \$ 2,561,502 | \$ 2,530,183 | \$ 2,616,971 |
| Restricted | 310,619 | 256,792 | 219,844 | 341,895 | 358,547 |
| Unrestricted | 153,418 | 299,855 | 172,428 | 75,335 | 76,907 |
| Total business-type activities net assets | \$ 3,115,062 | \$ 3,020,696 | \$ 2,953,774 | \$ 2,947,413 | \$ 3,052,425 |
| Primary government | | | | | |
| Invested in capital assets, net of related debt | \$ 3,331,742 | \$ 3,226,288 | \$ 3,329,479 | \$ 3,513,876 | \$ 3,861,044 |
| Restricted | 439,549 | 393,252 | 367,994 | 502,945 | 533,912 |
| Unrestricted | 830,247 | 1,034,444 | 1,285,202 | 1,234,454 | 1,166,007 |
| Total primary government net assets | \$ 4,601,538 | \$ 4,653,984 | \$ 4,982,675 | \$ 5,251,275 | \$ 5,560,963 |

Notes:

* Restated Department of Transportation

State of Delaware

Changes in Net Assets, Last Five Fiscal Years

(Accrual basis of accounting)

(Expressed in Thousands)

| | 2002 | 2003* | 2004 | 2005* | 2006 |
|-------------------------------------------------------|------------------|------------------|------------------|------------------|------------------|
| Expenses | | | | | |
| Governmental activities: | | | | | |
| General Government | \$ 477,142 | \$ 341,054 | \$ 339,945 | \$ 404,190 | \$ 480,490 |
| Health and Children's Services | 1,240,332 | 1,363,289 | 1,399,354 | 1,450,505 | 1,619,176 |
| Judicial and Public Safety | 389,806 | 422,921 | 442,345 | 477,691 | 539,365 |
| Natural Resources and Environmental Control | 111,443 | 100,171 | 113,189 | 95,622 | 114,287 |
| Labor | 60,650 | 59,521 | 61,963 | 61,360 | 61,013 |
| Education | 1,410,708 | 1,422,820 | 1,422,046 | 1,592,035 | 1,719,901 |
| Payment to Component Unit: | | | | | |
| General Government | | 10,107 | 1,952 | | |
| Education | | 64,670 | 73,361 | 73,279 | 81,575 |
| Interest | 31,576 | 42,000 | 50,201 | 44,003 | 46,051 |
| Total governmental activities expenses | 3,721,657 | 3,826,553 | 3,904,356 | 4,198,685 | 4,661,858 |
| Business-type activities: | | | | | |
| Lottery | 380,084 | 353,840 | 357,011 | 388,062 | 408,997 |
| Transportation | 448,839 | 505,409 | 506,351 | 526,234 | 485,169 |
| Unemployment | 116,538 | 125,270 | 114,136 | 92,284 | 92,025 |
| Total business-type activities expenses | 945,461 | 984,519 | 977,498 | 1,006,580 | 986,191 |
| Total primary government expenses | 4,667,118 | 4,811,072 | 4,881,854 | 5,205,265 | 5,648,049 |
| Program Revenues | | | | | |
| Governmental activities: | | | | | |
| Charges for services: | | | | | |
| General Government | 348,378 | 166,077 | 131,470 | 130,493 | 148,056 |
| Health and Children's Services | 108,695 | 142,245 | 138,056 | 117,708 | 83,445 |
| Judicial and Public Safety | 41,417 | 49,809 | 42,086 | 55,026 | 46,762 |
| Natural Resources and Environmental Control | 20,662 | 53,009 | 36,491 | 20,806 | 66,354 |
| Labor | 77 | 4,726 | 3,241 | 2,910 | |
| Education | 10,450 | 96,179 | 76,862 | 78,577 | 65,552 |
| Operating grants and contributions | 718,815 | 772,470 | 894,779 | 905,737 | 959,567 |
| Capital grants and contributions | | | | 5,000 | 3,334 |
| Total governmental activities program revenues | 1,248,494 | 1,284,515 | 1,322,985 | 1,316,257 | 1,373,070 |

Business-type activities:

| | | | | | |
|--------------------------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| Charges for services: | | | | | |
| Lottery | \$ 674,049 | \$ 628,064 | \$ 640,925 | \$ 689,291 | \$ 727,993 |
| Transportation | 312,680 | 312,463 | 341,772 | 342,743 | 379,246 |
| Unemployment | 60,571 | 53,525 | 62,836 | 73,449 | 86,632 |
| Operating grants and contributions | 26,415 | | | | |
| Capital grants and contributions | 106,938 | 115,502 | 92,680 | 106,389 | 107,463 |
| Total business-type program revenues | 1,180,653 | 1,109,554 | 1,138,213 | 1,211,872 | 1,301,334 |
| Total primary government program revenues | 2,429,147 | 2,394,069 | 2,461,198 | 2,528,129 | 2,674,404 |
| Net (Expenses)/Revenue | | | | | |
| Governmental activities | (2,473,163) | (2,542,038) | (2,581,371) | (2,882,428) | (3,288,788) |
| Business-type activities | 235,192 | 125,035 | 160,715 | 205,292 | 315,143 |
| Total primary government net expense | (2,237,971) | (2,417,003) | (2,420,656) | (2,677,136) | (2,973,645) |

General Revenues and Other Changes in Net Assets**Governmental activities:**

| | | | | | |
|--------------------------------------|------------------|------------------|------------------|------------------|------------------|
| Taxes | | | | | |
| Personal Income | 718,672 | 706,277 | 777,969 | 882,020 | 1,014,499 |
| Business | 1,153,025 | 1,180,281 | 1,356,081 | 1,375,828 | 1,535,139 |
| Real Estate | 167,258 | 201,115 | 240,296 | 317,664 | 349,728 |
| Other | 238,574 | 267,177 | 289,346 | 264,165 | 287,651 |
| Investment Earnings | 58,624 | 73,911 | 36,109 | 35,624 | 49,577 |
| Gain (loss) on sale of assets | | 13,536 | (2,482) | | 721 |
| Miscellaneous | | | 37,105 | 37,570 | 33,595 |
| Transfers | 266,090 | 246,553 | 242,560 | 244,518 | 222,554 |
| Total governmental activities | 2,602,243 | 2,688,850 | 2,976,984 | 3,157,389 | 3,493,464 |

Business-type activities:

| | | | | | |
|----------------------------------|-------------------|------------------|-------------------|-------------------|-------------------|
| Investment Earnings | 26,915 | 25,073 | 18,261 | 18,208 | 16,634 |
| Gain (loss) on sale of assets | (60) | (287) | (654) | 561 | (4,211) |
| Transfers | (266,090) | (246,553) | (242,560) | (244,518) | (222,554) |
| Total business activities | (239,235) | (221,767) | (224,953) | (225,749) | (210,131) |
| Change in Net Assets | | | | | |
| Governmental activities | 129,080 | 146,812 | 395,613 | 274,961 | 204,676 |
| Business-type activities | (4,043) | (96,732) | (64,238) | (20,457) | 105,012 |
| Total primary government | \$ 125,037 | \$ 50,080 | \$ 331,375 | \$ 254,504 | \$ 309,688 |

Notes:

*Restated Department of Transportation in Fiscal Year 2005 and 2003

State of Delaware
Changes in Fund Balances, Governmental Funds
Last Ten Fiscal Years

(Modified accrual basis of accounting)
(Expressed in Thousands)

| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|------------------------------------------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Revenues | | | | | | | | | | |
| Taxes ⁽¹⁾ | \$ 1,758,772 | \$ 1,999,391 | \$ 2,077,462 | \$ 2,141,475 | \$ 2,257,952 | \$ 2,271,259 | \$ 2,352,666 | \$ 2,673,622 | \$ 2,836,555 | \$ 3,187,378 |
| Licenses, fees, permits & fines ⁽⁹⁾ | 581,467 | 587,086 | 642,081 | 733,851 | 728,414 | 228,599 | 241,663 | 296,238 | 296,011 | 319,768 |
| Rentals & sales | 112,056 | 115,440 | 107,609 | 118,422 | 333,747 | 49,576 | 43,461 | 51,793 | 57,246 | 51,047 |
| Federal government | 599,263 | 635,114 | 621,069 | 790,201 | 664,263 | 731,918 | 775,725 | 913,880 | 929,703 | 976,143 |
| Interest & other investment income | 55,563 | 69,508 | 66,148 | 81,843 | 111,374 | 58,624 | 73,911 | 36,109 | 35,624 | 49,577 |
| Other revenues ⁽⁹⁾ | 187,924 | 244,453 | 329,515 | 231,997 | 153,234 | 230,241 | 260,270 | 295,087 | 266,657 | 340,827 |
| Total Revenues | 3,295,045 | 3,650,992 | 3,843,884 | 4,097,789 | 4,248,984 | 3,570,217 | 3,747,696 | 4,266,729 | 4,421,796 | 4,924,740 |
| Expenditures | | | | | | | | | | |
| General Government ^{(2) (9)} | 526,490 | 576,910 | 857,308 | 865,673 | 938,328 | 466,848 | 413,096 | 422,785 | 503,097 | 633,784 |
| Health and Children's Services ⁽³⁾ | 830,907 | 874,074 | 933,107 | 1,050,181 | 1,175,376 | 1,261,128 | 1,372,705 | 1,407,976 | 1,480,000 | 1,674,907 |
| Judicial and Public Safety ⁽⁴⁾ | 270,105 | 292,775 | 327,254 | 372,274 | 398,293 | 407,608 | 410,084 | 439,640 | 472,406 | 543,684 |
| Natural Resources & Environmental Control | 106,274 | 104,251 | 123,479 | 128,222 | 128,272 | 125,301 | 116,399 | 165,960 | 160,840 | 192,706 |
| Labor ⁽⁶⁾ | | | | 45,347 | 49,228 | 60,572 | 59,500 | 62,716 | 68,156 | 66,646 |
| Transportation ⁽⁷⁾ | 317,350 | 336,793 | 380,667 | 429,447 | 293,358 | | | | | |
| Education ⁽⁵⁾ | 1,085,730 | 1,157,766 | 1,193,678 | 1,297,611 | 1,446,986 | 1,440,044 | 1,432,937 | 1,501,237 | 1,633,834 | 1,773,371 |
| Payment to Component Unit - General Government ⁽⁹⁾ | | | | | | 8,821 | 5,927 | 1,952 | | |
| Education ⁽⁹⁾ | | | | | | 40,571 | 68,850 | 73,361 | 73,279 | 81,575 |
| Other ⁽⁶⁾ | 98,017 | 102,390 | 126,077 | | | | | | | |
| Capital outlay ⁽⁸⁾ | | | | | | 168,418 | 189,713 | 162,154 | 173,561 | 223,779 |
| Debt service - Principal ⁽⁷⁾ | 92,778 | 102,244 | 108,175 | 115,961 | 120,281 | 79,757 | 84,079 | 94,522 | 107,890 | 113,781 |
| Interest ⁽⁷⁾ | 65,954 | 68,367 | 68,895 | 67,881 | 70,012 | 34,134 | 33,676 | 39,246 | 46,160 | 49,037 |
| Costs of issuance of debt ⁽¹⁰⁾ | | | | | | | | 515 | 533 | 343 |
| Total Expenditures | 3,393,605 | 3,615,570 | 4,118,640 | 4,372,597 | 4,620,134 | 4,093,202 | 4,186,966 | 4,372,064 | 4,719,756 | 5,353,613 |
| Revenues over (under) Expenditures | (98,560) | 35,422 | (274,756) | (274,808) | (371,150) | (522,985) | (439,270) | (105,335) | (297,960) | (428,873) |

Other Financing Sources (Uses)

| | | | | | | | | | | |
|---------------------------------------------------------------------|-------------------|-------------------|--------------------|------------------|---------------------|---------------------|------------------|-------------------|------------------|--------------------|
| Transfer In | \$ 618,131 | \$ 670,787 | \$ 665,983 | \$ 872,635 | \$ 969,797 | \$ 337,925 | \$ 477,297 | \$ 415,886 | \$ 409,038 | \$ 374,511 |
| Transfer Out | (490,203) | (507,092) | (455,272) | (633,886) | (700,731) | (71,835) | (230,744) | (173,326) | (186,194) | (151,957) |
| Operating Transfer Out to Component Unit | (35,979) | (46,995) | (51,612) | (52,157) | (61,417) | | | | | |
| Issuance of general obligation bonds | 145,000 | 333,763 | 110,000 | 185,289 | | 159,144 | 394,474 | 327,218 | 170,559 | 132,000 |
| Premium on bond sales | | | | | | | 23,864 | 22,048 | 9,788 | 4,850 |
| Payment to bond refunding agent | | (160,907) | (12,871) | | | (20,764) | (177,728) | (79,882) | (50,145) | |
| Total Other Financing Sources (Uses) | 236,949 | 289,556 | 256,228 | 371,881 | 207,649 | 404,470 | 487,163 | 511,944 | 353,046 | 359,404 |
| Net change in Fund Balance | \$ 138,389 | \$ 324,978 | \$ (18,528) | \$ 97,073 | \$ (163,501) | \$ (118,515) | \$ 47,893 | \$ 406,609 | \$ 55,086 | \$ (69,469) |
| Debt Service as a Percentage of Non-Capital Expenditures | 4.68% | 4.72% | 4.30% | 4.20% | 4.12% | 2.90% | 2.95% | 3.19% | 3.40% | 3.18% |

Notes:

- (1) Taxes includes Personal Income Taxes and Business Taxes
- (2) General Government summarizes the expenditures of the following General Government Departments; Legislative, Executive, Technology and Information, Other Elective Offices, State, Finance, Office of Management & Budget, Agriculture, Elections, and the Advisory Council for Exceptional Citizens.
- (3) Health and Children's Services summarizes the expenditures of the Departments of Health and Social Services for Children, Youth and Their Families.
- (4) Judicial and Public Safety summarizes the expenditures of the following Departments: Judicial, Legal, Corrections, Public Safety, Fire Prevention and the Delaware National Guard.
- (5) Education summarizes the expenditures of the Departments of Higher Education and Public Education.
- (6) "Other" summarizes the expenditures of the following Departments: Labor, Agriculture, Elections, Fire Prevention, the Delaware National Guard and the Advisory Council for Exceptional Citizens. Effective fiscal year 2001, the category "Other" was eliminated and departments were grouped with similar or related functions. Fiscal year 2000 expenditures were restated for comparability purposes.
- (7) The Department of Transportation, including debt service, is reported as an Enterprise Fund effective fiscal year 2002.
- (8) Presented by Department and function prior to fiscal year 2002
- (9) Reclassification of expenses in 2002 due to GASB 34
- (10) Cost of Issuance of Debt reported as expense effective fiscal year 2004.

State of Delaware

**Fund Balance, Governmental Funds
Last Ten Fiscal Years**

(Modified accrual basis of accounting)
(Expressed in Thousands)

| | <u>1997</u> | <u>1998</u> | <u>1999</u> | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-------------------------------------------|-------------------|-------------------|-------------------|-------------------|------------------|-------------------|-------------------|---------------------|---------------------|---------------------|
| General Fund | | | | | | | | | | |
| Reserved | \$ 174,117 | \$ 197,815 | \$ 220,084 | \$ 272,137 | \$315,386 | \$ 341,391 | \$ 305,592 | \$ 286,755 | \$ 314,533 | \$ 331,388 |
| Unreserved | 497,856 | 696,007 | 659,729 | 640,218 | 447,175 | 580,248 | 643,461 | 929,157 | 999,231 | 1,039,370 |
| Total General Fund | <u>\$ 671,973</u> | <u>\$ 893,822</u> | <u>\$ 879,813</u> | <u>\$ 912,355</u> | <u>\$762,561</u> | <u>\$ 921,639</u> | <u>\$ 949,053</u> | <u>\$ 1,215,912</u> | <u>\$ 1,313,764</u> | <u>\$ 1,370,758</u> |
| All Other Governmental Funds: | | | | | | | | | | |
| Reserved | \$ 55,552 | \$ 40,970 | \$ 91,153 | \$ 83,388 | \$121,893 | \$ 125,936 | \$ 129,226 | \$ 178,201 | \$ 156,212 | \$ 196,502 |
| Unreserved, reported in: | | | | | | | | | | |
| Federal Revenue Fund | 4,147 | 769 | 1,894 | 23,095 | 8,268 | (33,705) | (47,878) | (43,422) | (40,172) | (60,841) |
| Local School District Fund | 99,286 | 113,967 | 125,945 | 112,559 | 114,232 | 110,560 | 101,445 | 101,361 | 101,052 | 74,206 |
| Debt Service Fund | 83,647 | 93,410 | 96,617 | 102,365 | 107,904 | | | | | |
| Capital Projects Fund | 32,730 | 129,375 | 58,363 | 117,096 | 72,499 | (189,822) | (149,345) | (62,942) | (86,660) | (205,898) |
| Total all other governmental funds | <u>\$ 275,362</u> | <u>\$ 378,491</u> | <u>\$ 373,972</u> | <u>\$ 438,503</u> | <u>\$424,796</u> | <u>\$ 12,969</u> | <u>\$ 33,448</u> | <u>\$ 173,198</u> | <u>\$ 130,432</u> | <u>\$ 3,969</u> |

Notes:

The State changed its fund structure when it implemented GASB 34 in Fiscal 2002. Prior to 2002, the State considered Federal and Local School District Funds to be Special Revenue Funds.

State of Delaware

Personal Income by Industry Last Five Fiscal Years

(Expressed in Millions)

| | 2002 | 2003 | 2004 | 2005 | 2006 |
|--------------------------------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| Farm Earnings | \$ 114.1 | \$ 190.3 | \$ 240.0 | \$ 306.5 | \$ 163.0 |
| Agricultural/forestry, fishing and other | 18.2 | 18.5 | 19.2 | 21.0 | 23.0 |
| Mining ⁽¹⁾ | 17.7 | 22.1 | 24.8 | 10.8 | N/A |
| Construction/Utilities ⁽¹⁾ | 1,606.3 | 1,643.1 | 1,841.1 | 1,837.0 | N/A |
| Manufacturing | 2,466.3 | 2,783.8 | 2,669.4 | 2,762.2 | 2,952.0 |
| Wholesale trade | 922.4 | 1,047.9 | 1,171.5 | 1,209.8 | 1,324.0 |
| Retail Trade | 1,471.6 | 1,547.4 | 1,639.3 | 1,683.4 | 1,766.0 |
| Transportation and warehousing | 477.9 | 495.0 | 572.1 | 570.3 | 604.0 |
| Information | 525.5 | 551.8 | 562.3 | 502.3 | 529.0 |
| Finance, Insurance and Real Estate | 3,766.2 | 3,862.5 | 4,078.1 | 4,532.4 | 5,752.0 |
| Professional and Business Services | 4,311.8 | 4,376.6 | 4,724.9 | 4,902.2 | 5,204.0 |
| Education and Health Services | 2,267.4 | 2,439.1 | 2,657.6 | 2,835.5 | 3,067.0 |
| Entertainment, accommodation, food service | 782.4 | 808.0 | 875.5 | 907.2 | 985.0 |
| Federal, civilian | 382.4 | 373.1 | 406.0 | 414.2 | 426.0 |
| Military | 371.0 | 437.4 | 451.4 | 469.2 | 441.0 |
| State and local government | 2,456.5 | 2,545.2 | 2,723.7 | 2,921.7 | 2,966.0 |
| Other ⁽²⁾ | 4,551.8 | 4,530.2 | 4,870.3 | 5,395.7 | 7,493.0 |
| Total personal income | \$26,509.5 | \$27,672.0 | \$ 29,527.2 | \$ 31,281.4 | \$ 33,695.0 |

Notes:

Source: U.S. Bureau of Economic Analysis

⁽¹⁾ Data is not available. Estimate is suppressed by U.S. Bureau of Economic Analysis to avoid disclosure of confidential information.

⁽²⁾ Includes dividends, interest, rental income, residence adjustment, governmental transfers to individuals, and deductions for social insurance.

State of Delaware

**Personal Income Tax Rates
Last Ten Fiscal Years**

(Expressed in Millions)

| | <u>1997</u> | <u>1998</u> | <u>1999</u> | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-----------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Personal Income Tax Revenue | \$662.7 | \$761.3 | \$770.6 | \$732.8 | \$718.3 | \$713.8 | \$711.3 | \$782.4 | \$878.2 | \$1,013.2 |
| Personal Income | \$19,895.3 | \$21,565.4 | \$22,416.3 | \$24,276.9 | \$25,537.1 | \$26,509.5 | \$27,672.0 | \$29,527.2 | \$31,281.4 | \$33,695.0 |
| Average Effective Rate | 3.33% | 3.53% | 3.44% | 3.02% | 2.81% | 2.69% | 2.57% | 2.65% | 2.81% | 3.01% |

Source: Personnel Income - U.S. Bureau of Labor Statistics

Notes:

Personal income tax revenue is modified accrual, net of refunds.

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| Tax Year | Tax Rates on the Portion of Taxable Income in Ranges | | | | | | | |
|-----------------|-------------------------------------------------------------|---------|-----------|------------|-------------|-------------|-------------|-------|
| 1997-1998 | Tax Rate | 1.0% | 2.0% | 3.0% | 4.0% | 5.0% | 6.0% | 6.9% |
| | Income Bracket(in thousands) | \$0-3.0 | \$3.0-5.3 | \$5.3-8.0 | \$8.0-13.5 | \$13.5-27.0 | \$27.0-60.0 | \$60+ |
| 1999-2001 | Tax Rate | 1.0% | 2.0% | 3.0% | 4.0% | 5.0% | 5.3% | 6.4% |
| | Income Bracket(in thousands) | \$0-3.3 | \$3.3-6.0 | \$6.0-10.4 | \$10.4-19.0 | \$19.0-42.0 | \$42.0-60.0 | \$60+ |
| 2002-2005 | Tax Rate | 1.0% | 2.0% | 3.0% | 4.0% | 5.0% | 5.95% | |
| | Income Bracket(in thousands) | \$0-3.7 | \$3.7-6.8 | \$6.8-12.3 | \$12.3-25.0 | \$25.0-60.0 | \$60+ | |

As an example, for tax years 2002-2005, a taxable income over \$60,000, pays a tax of \$2,943.50 plus 5.95% of the taxable income in excess of \$60,000.

Source: State Tax Tables

State of Delaware

Personal Income Tax Filers and Liability by Income Levels

| | | Tax Year 1997 | | | | Net of Credits | | Tax Year 2004 | | | Net of credits | |
|----------------------------|-------------------------|-----------------------------|----------------------------|--------------------------------------|----------------------------|-------------------------|-----------------------------|----------------------------|--------------------------------------|----------------------------|-----------------------|--|
| Taxpayer Percentile | Number of Filers | Average Delaware AGI | Percentage of Total | Personal Income Tax Liability | Percentage of Total | Number of Filers | Average Delaware AGI | Percentage of Total | Personal Income Tax Liability | Percentage of Total | | |
| From: 0 | To: 10 | 43,555 | \$3,133 | 0.9% | | 46,299 | \$3,730 | 0.8% | | 0.0% | | |
| 10 | 20 | 43,555 | 7,825 | 2.1% | | 46,299 | 9,872 | 2.0% | | 0.0% | | |
| 20 | 30 | 43,556 | 12,595 | 3.4% | \$7,612,157 | 46,299 | 16,007 | 3.3% | \$ 5,644,806 | 0.7% | | |
| 30 | 40 | 43,556 | 17,361 | 4.7% | 18,046,640 | 46,299 | 22,152 | 4.6% | 16,412,345 | 2.1% | | |
| 40 | 50 | 43,556 | 22,327 | 6.1% | 28,524,309 | 46,299 | 28,362 | 5.8% | 28,430,887 | 3.7% | | |
| 50 | 60 | 43,556 | 27,717 | 7.6% | 40,362,258 | 46,299 | 35,100 | 7.2% | 42,162,377 | 5.5% | | |
| 60 | 70 | 43,555 | 34,122 | 9.3% | 54,336,717 | 46,300 | 43,041 | 8.8% | 57,860,924 | 7.6% | | |
| 70 | 80 | 43,556 | 42,027 | 11.5% | 71,959,966 | 46,299 | 53,580 | 11.0% | 78,379,611 | 10.3% | | |
| 80 | 90 | 43,556 | 54,676 | 14.9% | 100,225,993 | 46,299 | 70,842 | 14.6% | 111,077,928 | 14.5% | | |
| 90 | 95 | 21,778 | 75,964 | 10.4% | 75,429,685 | 23,150 | 99,292 | 10.2% | 85,105,314 | 11.1% | | |
| 95 | 99 | 17,422 | 124,593 | 13.6% | 111,515,027 | 18,519 | 168,230 | 13.8% | 134,128,654 | 17.6% | | |
| 99 | 100 | 4,356 | 562,767 | 15.4% | 148,218,427 | 4,630 | 868,941 | 17.9% | 204,375,023 | 26.8% | | |
| | | | 100.0% | | | | | | | 100.0% | | |

Notes:

The number of filers is equal for each 10 percentile.

Sources:

Delaware Division of Revenue

State of Delaware

Franchise Taxes Last Ten Fiscal Years

| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|-----------------------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| Franchise Tax (In Millions) | \$ 357.7 | \$ 395.5 | \$ 425.2 | \$ 471.5 | \$ 533.6 | \$ 492.5 | \$ 448.2 | \$ 515.8 | \$ 508.1 | \$ 512.3 |
| Number of Filers | 216,735 | 227,480 | 228,993 | 241,029 | 254,538 | 240,618 | 243,564 | 240,304 | 239,106 | 239,824 |
| Average Amount Per Filer | \$ 1,650.4 | \$ 1,738.6 | \$ 1,856.8 | \$ 1,956.2 | \$ 2,096.3 | \$ 2,046.8 | \$ 1,840.2 | \$ 2,146.4 | \$ 2,125.0 | \$ 2,136.1 |

Notes:

As a group, business taxes are the largest single category of income for the State. However, business taxes consist of several categories with different tax basis and rate structures. In terms of revenue received, franchise tax is the largest single category of business taxes, however, it is not as large as personal income taxes. Other significant business taxes include bank franchise tax, business & occupation gross receipts tax, corporate income tax, insurance tax and public utility tax.

Franchise tax is the lesser of the methods listed below:

| <u>Authorized Share Method</u> | <u>Tax Year 1997-2002</u> | <u>Tax Year 2003-2006</u> |
|------------------------------------|-------------------------------|-------------------------------|
| 3000 shares or less, minimum tax | \$30.00 | \$35.00 |
| 3001-5000 shares | \$50.00 | \$62.50 |
| 5001-10000 shares | \$90.00 | \$112.50 |
| Each additional 10,000 shares, add | \$50.00 | \$62.50 |
| Maximum yearly tax | \$150,000 | \$165,000 |

Assumed Par Value Capital Method

- 1 Calculate "assumed par" by dividing total gross assets by total issued shares carrying the decimal to six places.
- 2 Multiply the assumed par by the number of authorized shares having a par value less than the assumed par.
- 3 Multiply the number of authorized shares with a par value greater than the assumed par value by their respective value.
- 4 Add the results of #2 and #3 above. The result is your assumed par value capital.
- 5 Calculate the tax by dividing the assumed par value capital, rounded up to the next million if it is over \$1,000,000 and multiply by \$200.00 for tax years 1997-2002. For tax years 2003 to current, the multiplier was \$250.

Source: Secretary of State, Delaware Division of Corporations
Department of Finance, Revenue by Category

State of Delaware

Ratios of Outstanding Debt by Type Last Ten Fiscal Years (Expressed in Thousands)

| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|------------------------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| Governmental Activities | | | | | | | | | | |
| General obligation bonds | \$ 654,676 | \$ 686,116 | \$ 720,171 | \$ 738,176 | \$ 653,701 | \$ 709,958 | \$ 854,262 | \$1,012,544 | \$1,026,947 | \$1,045,166 |
| Revenue Bonds | 18,838 | 14,713 | 1,583 | 940 | 515 | 408 | | | | |
| Notes payable | | | | | | | | | 4,754 | 3,746 |
| Total Governmental Activities | <u>\$ 673,514</u> | <u>\$ 700,829</u> | <u>\$ 721,754</u> | <u>\$ 739,116</u> | <u>\$ 654,216</u> | <u>\$ 710,366</u> | <u>\$ 854,262</u> | <u>\$1,012,544</u> | <u>\$1,031,701</u> | <u>\$1,048,912</u> |
| Business -type Activities | | | | | | | | | | |
| Revenue bonds | \$ 597,550 | \$ 650,575 | \$ 618,990 | \$ 669,685 | \$ 634,385 | \$ 675,735 | \$ 863,145 | \$ 815,505 | \$ 861,710 | \$ 953,265 |
| Notes Payable | | | | | | | | | 40,000 | |
| Total Business-type Activities | <u>\$ 597,550</u> | <u>\$ 650,575</u> | <u>\$ 618,990</u> | <u>\$ 669,685</u> | <u>\$ 634,385</u> | <u>\$ 675,735</u> | <u>\$ 863,145</u> | <u>\$ 815,505</u> | <u>\$ 901,710</u> | <u>\$ 953,265</u> |
| Total Primary Government | <u>\$1,271,064</u> | <u>\$1,351,404</u> | <u>\$1,340,744</u> | <u>\$1,408,801</u> | <u>\$1,288,601</u> | <u>\$1,386,101</u> | <u>\$1,717,407</u> | <u>\$1,828,049</u> | <u>\$1,933,411</u> | <u>\$2,002,177</u> |
| Personal Income | \$19,895,348 | \$21,565,371 | \$22,416,280 | \$24,276,962 | \$25,537,078 | \$26,509,465 | \$27,672,043 | \$29,527,185 | \$31,281,400 | N/A |
| Debt as a Percentage of Personal Income | 6.39% | 6.27% | 5.98% | 5.80% | 5.05% | 5.23% | 6.21% | 6.19% | 6.18% | |
| Population (in thousands) | 751 | 763 | 775 | 786 | 795 | 806 | 818 | 830 | 844 | N/A |
| Amount of Debt Per Capita | \$1,692 | \$1,771 | \$1,730 | \$1,791 | \$1,620 | \$1,720 | \$2,100 | \$2,202 | \$2,292 | |

Notes:

Details regarding the State's debt can be found in Notes to the financial statements.
N/A - Data is not available at this time.

Sources:

Personnel Income -U.S. Bureau of Labor Statistics
Population-U.S. Department of Commerce

State of Delaware

**Debt Limits
Last Ten Fiscal Years**
(Expressed in Millions)

| | <u>1997</u> | <u>1998</u> | <u>1999</u> | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Estimated General Fund Revenue | \$ 1,723.9 | \$ 1,863.7 | \$ 2,118.9 | \$ 2,213.1 | \$ 2,348.2 | \$ 2,364.5 | \$ 2,364.8 | \$ 2,514.0 | \$ 2,765.1 | \$ 3,006.4 |
| Projected New Tax Supported Debt Authorizations (5%) | \$ 86.2 | \$ 93.2 | \$ 105.8 | \$ 110.7 | \$ 117.2 | \$ 118.2 | \$ 118.2 | \$ 125.7 | \$ 138.3 | \$ 150.3 |

Notes:

There is no constitutional debt limit for the State.

In 1991, the General Assembly passed legislation to replace prior statutory debt limits with a three-part debt limit, as follows:

- 1 The aggregate principal amount of new "tax-supported obligations of the State" may not exceed 5% of the estimated budgetary General Fund revenue for that fiscal year.

- 2 No "tax-supported obligations of the State" and no "Transportation Trust Fund debt obligations" of the Delaware Transportation Authority may be incurred if the aggregate maximum annual payments on all such outstanding obligations exceed 15% of the estimated budgetary General Fund revenue plus Transportation Trust Fund revenue for the fiscal year following the fiscal year in which such obligations is incurred (the 15% test).

- 3 No general obligation debt (with certain exceptions) may be incurred if the maximum annual debt service payable in any fiscal year on all such outstanding obligations will exceed the estimated cumulative cash balances (including all reserves) for the fiscal year following the fiscal year in which the obligation is incurred.

State of Delaware

General Obligation Debt Support Last Five Fiscal Years

(Expressed in Millions)

| | 2002 | 2003 | 2004 | 2005 | 2006 |
|-----------------------------------------------------------------------|---------|---------|-----------|-----------|-----------|
| General Obligation Debt Supported by Budgetary General Revenue | | | | | |
| State Facilities | \$415.8 | \$482.1 | \$490.6 | \$428.3 | \$373.8 |
| School Facilities (State Share) | 124.3 | 124.2 | 247.1 | 260.6 | 264.8 |
| Miscellaneous | 3.4 | 4.2 | | | |
| Subtotal | 543.5 | 610.5 | 737.7 | 688.9 | 638.6 |
| General Obligation Debt Supported by Budgetary Special Funds | | | | | |
| Highway and Other Transportation Improvements | 5.2 | 3.3 | 3.7 | 4.8 | 4.2 |
| School facilities (Local Share) | 158.8 | 240.2 | 270.6 | 332.6 | 401.8 |
| Housing Authority Loans | 2.4 | 0.3 | 0.6 | 0.6 | 0.6 |
| Subtotal | 166.4 | 243.8 | 274.9 | 338.0 | 406.6 |
| Total General Obligation Debt Outstanding | \$709.9 | \$854.3 | \$1,012.6 | \$1,026.9 | \$1,045.2 |

Notes:

This table reflects the portions of general obligation debt supported by budgetary general fund and budgetary special fund revenue.

State of Delaware
Pledged Revenue Coverage
Last Ten Fiscal Years
(Expressed in Thousands)

| | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|-----------------------------------|-----------------|-----------------|-----------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Revenue Bonds - DeIDOT | | | | | | | | | | |
| Revenue-Turnpike & Motor Vehicles | \$ 233,913 | \$ 254,887 | \$ 272,398 | \$ 284,167 | \$ 299,962 | \$ 297,894 | \$ 298,536 | \$ 314,205 | \$ 324,962 | \$ 337,350 |
| Debt Service | | | | | | | | | | |
| Principal | 26,945 | 31,585 | 33,300 | 35,330 | 35,315 | 39,565 | 41,490 | 47,640 | 53,920 | 58,445 |
| Interest | 40,119 | 30,176 | 32,718 | 30,809 | 37,537 | 35,269 | 44,957 | 38,176 | 39,370 | 40,573 |
| Debt Service Requirements | \$ 67,064 | \$ 61,761 | \$ 66,018 | \$ 66,139 | \$ 72,852 | \$ 74,834 | \$ 86,447 | \$ 85,816 | \$ 93,290 | \$ 99,018 |
| Coverage | 3.49 | 4.13 | 4.13 | 4.30 | 4.12 | 3.98 | 3.45 | 3.66 | 3.48 | 3.41 |
| Revenue Bonds - DSU | | | | | | | | | | |
| Revenue-Student tuition and fees | \$ 21,688 | \$ 23,702 | \$ 26,262 | \$ 29,899 | \$ 28,858 | \$ 32,170 | \$ 34,504 | \$ 39,191 | \$ 43,695 | \$ 50,551 |
| Less: Operating expenses | (18,226) | (19,770) | (20,203) | (14,757) | (14,689) | (15,447) | (20,992) | (24,104) | (26,227) | (32,089) |
| Net available revenue | <u>\$ 3,462</u> | <u>\$ 3,932</u> | <u>\$ 6,059</u> | <u>\$ 15,142</u> | <u>\$ 14,169</u> | <u>\$ 16,723</u> | <u>\$ 13,512</u> | <u>\$ 15,087</u> | <u>\$ 17,468</u> | <u>\$ 18,462</u> |
| Debt Service | | | | | | | | | | |
| Principal | 861 | 835 | 580 | 280 | 785 | 965 | 990 | 1,653 | 1,617 | 2,078 |
| Interest | 817 | 830 | 849 | 584 | 761 | 649 | 622 | 737 | 763 | 505 |
| Debt Service Requirements | \$ 1,678 | \$ 1,665 | \$ 1,429 | \$ 864 | \$ 1,546 | \$ 1,614 | \$ 1,612 | \$ 2,390 | \$ 2,380 | \$ 2,583 |
| Coverage | 2.06 | 2.36 | 4.24 | 17.53 | 9.16 | 10.36 | 8.38 | 6.31 | 7.34 | 7.15 |
| Revenue Bonds - DSHA | | | | | | | | | | |
| Gross Revenues | \$ 76,155 | \$ 77,098 | \$ 80,079 | \$ 94,532 | \$ 68,718 | \$ 151,538 | \$ 103,713 | \$ 150,211 | \$ 89,697 | \$ 81,632 |
| Less: Operating expenses | (1,771) | (2,105) | (1,546) | (2,015) | (1,864) | (2,030) | (6,355) | (1,794) | (1,995) | (1,137) |
| Net available revenue | <u>74,384</u> | <u>74,993</u> | <u>78,533</u> | <u>92,517</u> | <u>66,854</u> | <u>149,508</u> | <u>97,358</u> | <u>148,417</u> | <u>87,702</u> | <u>80,495</u> |
| Debt Service | | | | | | | | | | |
| Principal | 47,757 | 34,387 | 52,314 | 44,427 | 42,460 | 107,463 | 66,189 | 128,665 | 73,964 | 58,956 |
| Interest | 28,124 | 27,418 | 25,647 | 24,513 | 24,535 | 23,868 | 22,597 | 18,929 | 16,163 | 18,120 |
| Debt Service Requirements | \$ 75,881 | \$ 61,805 | \$ 77,961 | \$ 68,940 | \$ 66,995 | \$ 131,331 | \$ 88,786 | \$ 147,594 | \$ 90,127 | \$ 77,076 |
| Coverage | 0.98 | 1.21 | 1.01 | 1.34 | 1.00 | 1.14 | 1.10 | 1.01 | 0.97 | 1.04 |

Notes:

Gross revenues represent mortgage principal repayment, mortgage insurance claims received, unused bond proceeds and excess reserves. Expenses do not include interest or amortization.
Abbreviations: Delaware Department of Transportation (DelDOT), Delaware State University (DSU), Delaware State Housing Authority (DSHA)

State of Delaware

Demographic and Economic Statistics Last Ten Calendar Years

(Expressed in Thousands, unless otherwise stated)

| | 1996 | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 |
|-----------------------------------------------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| Population | | | | | | | | | | |
| State | 741 | 751 | 763 | 775 | 786 | 796 | 806 | 818 | 830 | 844 |
| Percentage change | 1.5% | 1.3% | 1.6% | 1.6% | 1.4% | 1.3% | 1.3% | 1.5% | 1.5% | 1.7% |
| National | 269,394 | 272,647 | 275,854 | 279,040 | 282,193 | 285,108 | 287,985 | 290,850 | 293,657 | 296,410 |
| Percentage change | 1.2% | 1.2% | 1.2% | 1.2% | 1.1% | 1.0% | 1.0% | 1.0% | 1.0% | 0.9% |
| Total Personal Income | | | | | | | | | | |
| State (in millions) | \$19,063.3 | \$19,895.3 | \$21,565.4 | \$22,416.3 | \$24,277.0 | \$25,537.1 | \$26,530.0 | \$27,495.6 | \$29,453.8 | \$31,281.4 |
| Percentage change | 6.6% | 4.4% | 8.4% | 3.9% | 8.3% | 5.2% | 3.9% | 3.6% | 7.1% | 9.8% |
| National (in billions) | \$6,513 | \$6,907 | \$7,416 | \$7,796 | \$8,422 | \$8,717 | \$8,873 | \$9,151 | \$9,717 | \$10,225 |
| Percentage change | 9.9% | 6.1% | 7.4% | 5.1% | 8.0% | 3.5% | 1.8% | 3.1% | 6.2% | 5.2% |
| Per Capita Personal Income | | | | | | | | | | |
| State | \$25,726 | \$26,492 | \$28,264 | \$28,924 | \$30,887 | \$32,082 | \$32,916 | \$33,613 | \$35,487 | \$37,063 |
| Percentage change | 4.6% | 2.9% | 6.3% | 2.3% | 6.4% | 3.7% | 2.5% | 2.1% | 5.3% | 4.3% |
| National | \$24,175 | \$25,334 | \$26,883 | \$27,939 | \$29,845 | \$30,574 | \$30,809 | \$31,463 | \$33,090 | \$34,496 |
| Percentage change | 4.4% | 4.6% | 5.8% | 3.8% | 6.4% | 2.4% | 0.8% | 2.1% | 4.9% | 4.1% |
| Resident Civilian Labor Force and Employment | | | | | | | | | | |
| Civilian labor force | 388,500 | 393,500 | 397,300 | 401,100 | 416,500 | 418,700 | 420,500 | 424,500 | 428,900 | 438,000 |
| Employed | 372,000 | 378,100 | 383,300 | 387,800 | 402,800 | 404,100 | 403,800 | 406,700 | 411,600 | 419,500 |
| Unemployed | 16,500 | 15,400 | 14,000 | 13,300 | 13,700 | 14,600 | 16,700 | 17,800 | 17,300 | 18,500 |
| Unemployment rate | 4.2% | 3.9% | 3.5% | 3.3% | 3.3% | 3.5% | 4.0% | 4.2% | 4.0% | 4.2% |

Sources:

U. S. Department of Commerce

Delaware Department of Labor

Civilian labor force and employment information has been updated for prior years to reflect changes in census

State of Delaware

Largest Private Employers Current Fiscal Year and Nine Years Ago

| | 1997 | | | 2006 | | |
|-----------------------------------|-----------|------|--------------------------------------|-----------|------|--------------------------------------|
| | Employees | Rank | Percentage of Total State Employment | Employees | Rank | Percentage of Total State Employment |
| MBNA America Bank | 10,900 | 2 | 2.98% | | | |
| Bank of America | | | | 9,117 | 1 | 2.06% |
| E. I. duPont | 12,950 | 1 | 3.54% | 8,869 | 2 | 2.00% |
| Christina Care Health Services | 5,500 | 3 | 1.50% | 7,289 | 3 | 1.65% |
| J.P. Morgan Chase & Co. | | | | 5,147 | 4 | 1.16% |
| AstraZeneca, Inc. | 2,800 | 5 | 0.77% | 4,759 | 5 | 1.07% |
| Wal-Mart Inc. | | | | 3,932 | 6 | 0.89% |
| Mountaire Farms of Delmarva, Inc. | | | | 3,513 | 7 | 0.79% |
| Dover Downs | | | | 2,929 | 8 | 0.66% |
| Alfred I. duPont Institute | | | | 2,745 | 9 | 0.62% |
| Perdue Farms | 2,300 | 8 | 0.63% | 2,672 | 10 | 0.60% |
| Chrysler Corporation | 3,000 | 4 | 0.82% | | | |
| General Motors | 2,700 | 6 | 0.74% | | | |
| Wilmington Trust | 2,500 | 7 | 0.68% | | | |
| Delmarva Power | 2,200 | 9 | 0.60% | | | |
| First USA Bank | 1,900 | 10 | 0.52% | | | |
| Total | 46,750 | | 12.78% | 50,972 | | 11.51% |

Sources:

Delaware Department of Labor

State of Delaware

Largest Public Employers Current Fiscal Year and Nine Years Ago

| | 1997 | | | 2006 | | |
|------------------------------------|---------------|------|--------------------------------------|---------------|------|--------------------------------------|
| | Employees | Rank | Percentage of Total State Employment | Employees | Rank | Percentage of Total State Employment |
| State of Delaware (Non-Education) | 17,100 | 1 | 4.68% | 18,855 | 1 | 4.44% |
| University of Delaware | 5,138 | 2 | 1.40% | 5,566 | 2 | 1.31% |
| Christina School District | 2,857 | 3 | 0.78% | 3,097 | 3 | 0.73% |
| U. S. Postal Service | 2,051 | 4 | 0.56% | 2,198 | 4 | 0.52% |
| Red Clay School District | 1,996 | 5 | 0.55% | 2,014 | 5 | 0.47% |
| New Castle County Government | 1,927 | 6 | 0.53% | 1,981 | 6 | 0.47% |
| Delaware Tech. & Community College | 1,263 | 9 | 0.35% | 1,639 | 7 | 0.39% |
| Brandywine School District | 1,703 | 7 | 0.47% | 1,585 | 8 | 0.37% |
| U. S. Department of Defense | 1,141 | 10 | 0.31% | 1,437 | 9 | 0.34% |
| Colonial School District | 1,383 | 8 | 0.38% | 1,268 | 10 | 0.30% |
| Total | 36,559 | | 10.00% | 39,640 | | 9.34% |

Sources:

Delaware Department of Labor

State of Delaware

**State Employees by Function
Last Seven Fiscal Years**

| | <u>2000</u> | <u>2001</u> | <u>2002</u> | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|-------------------------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Full Time Employees | | | | | | | |
| General Government | 1,798 | 1,838 | 1,857 | 1,859 | 1,847 | 1,861 | 1,884 |
| Health & Children's Services | 5,611 | 5,995 | 6,014 | 6,079 | 5,992 | 6,011 | 6,031 |
| Judicial and Public Safety | 4,502 | 4,627 | 4,687 | 4,776 | 4,438 | 4,548 | 4,618 |
| Natural Resources & Environmental Control | 787 | 791 | 793 | 798 | 805 | 817 | 834 |
| Transportation | 1,574 | 1,585 | 1,587 | 1,596 | 1,822 | 1,825 | 1,838 |
| Department of Labor | 491 | 193 | 495 | 503 | 502 | 503 | 503 |
| Education | 14,043 | 14,107 | 14,310 | 14,468 | 14,688 | 15,098 | 15,526 |
| | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> | <hr/> |
| State Total | <u>28,806</u> | <u>29,136</u> | <u>29,743</u> | <u>30,079</u> | <u>30,094</u> | <u>30,663</u> | <u>31,234</u> |

Sources:

Delaware Human Resource Management System
Includes employees of Local School Districts but not those of Charter Schools.

State of Delaware

**Operating Indicators by Function
Last Four Fiscal Years**

| Department/Agency | 2003 | 2004 | 2005 | 2006 |
|--------------------------------------------------------------------|-------------|-------------|-------------|-------------|
| Children, Youth and Their Families | | | | |
| Number of Youths in Care | 7,949 | 8,130 | 7,885 | 8,284 |
| Corrections | | | | |
| Average Daily Inmate Population | 6,568 | 6,672 | 6,655 | 6,837 |
| Department of Natural Resources & Environmental Control | | | | |
| Number of visitors to State Parks | N/A | N/A | 5,341,852 | 4,556,931 |
| Education | | | | |
| Public School Enrollment, Grades K-12 | 116,288 | 117,777 | 119,109 | 120,491 |
| Delaware State University - Students enrolled | 3,367 | 3,270 | 3,270 | 3,722 |
| Delaware Technical & Community College - enrolled | 17,501 | 18,783 | 19,462 | 19,593 |
| Health and Social Services | | | | |
| Medicaid eligibles | 118,775 | 130,411 | 136,885 | 142,515 |
| Prescription assistance program | 5,150 | 5,837 | 6,609 | 9,065 |
| Childcare caseloads | 13,334 | 13,813 | 13,926 | 14,769 |
| Client visits to Service Centers | 610,190 | 538,503 | 612,170 | 406,487 |
| Judicial | | | | |
| Court of Common Pleas-filings | 82,719 | 87,834 | 85,867 | 90,964 |
| Superior Court-civil case filings | 10,696 | 10,922 | 10,878 | 11,041 |
| Labor | | | | |
| Workers compensations petitions filed | 6,609 | 7,031 | 7,488 | 7,619 |
| Safety and Homeland Security | | | | |
| Number of criminal histories requested | 29,027 | 29,770 | 38,382 | 35,263 |
| Calls to 911 centers | 209,388 | 617,769 | 346,044 | 605,194 |
| Transportation | | | | |
| Licensed Drivers | 591,713 | 604,124 | 614,410 | N/A |
| Registered Motor Vehicles | 778,016 | 803,942 | 821,716 | N/A |
| Bus Ridership-Fixed Routes | 7,493,214 | 7,792,570 | 8,052,452 | 8,472,093 |
| Train Ridership-Newark to Philadelphia | 732,210 | 783,663 | 838,578 | 974,890 |

Notes:

Transportation - Licensed drivers and registered motor vehicles are tracked on a calendar year. N/A - Information is not available.

Sources:

Delaware Office of Management and Budget

State of Delaware

**Capital Assets Statistics by Functions
Last Four Fiscal Years**

| | <u>2003</u> | <u>2004</u> | <u>2005</u> | <u>2006</u> |
|------------------------------------------------------|-------------|-------------|-------------|-------------|
| General Government | | | | |
| Acres of Farmland Permanently Preserved | 5,886 | 5,360 | 2,770 | 3,216 |
| Health & Children's Services | | | | |
| Hospitals | 5 | 5 | 5 | 5 |
| Service Centers | 14 | 14 | 14 | 14 |
| Natural Resources & Environmental Control | | | | |
| Acres of Wildlife Habitat Actively Managed | 6,817 | 6,910 | 7,250 | 7,975 |
| Transportation | | | | |
| Centerline Miles | 4,464 | 4,464 | 4,453 | N/A |
| Centerline Miles Rated Good | 3,459 | 3,296 | 3,070 | N/A |
| Number of Bridges | 1,360 | 1,371 | 1,374 | N/A |
| Structural rating of good | 1,012 | 1,029 | 1,048 | N/A |
| Square feet of bridge deck | 7,145,202 | 7,163,000 | 7,241,809 | N/A |
| Square feet of bridge deck rated good | 6,932,464 | 6,731,463 | 6,808,227 | N/A |
| National Guard | | | | |
| Number of Armory facilities | 15 | 14 | 14 | 14 |
| Education | | | | |
| Local School Districts | | | | |
| Number of Elementary Schools | 101 | 102 | 102 | 105 |
| Number of Middle Schools | 31 | 33 | 33 | 35 |
| Number of High Schools | 29 | 29 | 31 | 33 |
| Number of Special Schools | 14 | 14 | 14 | 14 |
| Number of Administration Buildings | 19 | 19 | 19 | 19 |

Notes:

Delaware Department of Transportation tracks this information on a calendar year basis. N/A - Information not available.

State of Delaware

**Capital Asset Balances by Function
Last Ten Fiscal Years**

(Expressed in Thousands)

| Function | 1997 | 1998 | 1999 | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 |
|-------------------------------------------|----------------|----------------|----------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Buildings | | | | | | | | | | |
| General Government | \$ 193,058 | \$ 221,952 | \$ 227,901 | \$ 279,788 | \$ 399,497 | \$ 163,140 | \$ 332,079 | \$ 344,179 | \$ 373,127 | \$ 405,941 |
| Health & Children's Services | 48,741 | 70,190 | 78,950 | 71,777 | 64,363 | 61,733 | 29,329 | 123,800 | 145,342 | 149,535 |
| Judicial & Public Safety | 122,038 | 120,165 | 129,569 | 144,242 | 193,957 | 181,777 | 311,261 | 349,902 | 350,393 | 353,106 |
| Natural Resources & Env. Control | 4,351 | 216 | 1,436 | 2,364 | 3,851 | 4,032 | 6,180 | 6,521 | 7,522 | 10,892 |
| Transportation | 31,030 | 33,642 | 35,361 | 43,271 | 56,332 | 50,658 | 51,971 | 53,415 | 60,820 | 54,857 |
| Education | 419,264 | 439,042 | 448,975 | 513,131 | 576,096 | 615,108 | 758,520 | 946,668 | 1,162,450 | 1,251,807 |
| Other ⁽¹⁾ | 49,556 | 49,523 | 50,259 | 50,772 | | | | | | |
| Total Buildings | 868,038 | 934,730 | 972,451 | 1,105,345 | 1,294,096 | 1,076,448 | 1,489,340 | 1,824,485 | 2,099,654 | 2,226,138 |
| Land & Land Improvements | | | | | | | | | | |
| General Government | 30,490 | 25,624 | 25,623 | 25,513 | 44,486 | 110,247 | 113,283 | 139,444 | 171,809 | 184,916 |
| Health & Children's Services | 5,061 | 3,542 | 3,542 | 3,542 | 3,333 | 2,436 | 753 | 3,894 | 10,282 | 10,620 |
| Judicial & Public Safety | 1,231 | 483 | 483 | 483 | 14,358 | 13,454 | 11,430 | 22,502 | 25,521 | 25,521 |
| Natural Resources & Env. Control | 96,763 | 109,724 | 137,713 | 155,832 | 184,224 | 192,378 | 213,635 | 239,717 | 263,703 | 284,814 |
| Transportation | 5,253 | 5,323 | 5,536 | 5,834 | 13,949 | 11,230 | 11,230 | 113,673 | 164,703 | 211,272 |
| Education | 23,153 | 27,412 | 27,207 | 28,698 | 33,158 | 45,219 | 47,775 | 47,214 | 60,491 | 64,374 |
| Other ⁽¹⁾ | 17,258 | 16,873 | 19,894 | 24,925 | | | | | | |
| Total Land & Land Improvements | 179,209 | 188,981 | 219,998 | 244,827 | 293,508 | 374,964 | 398,106 | 566,444 | 696,509 | 781,517 |
| Equipment & Vehicles | | | | | | | | | | |
| General Government | 22,751 | 18,577 | 18,623 | 20,073 | 27,073 | 25,442 | 25,947 | 32,084 | 36,248 | 38,801 |
| Health & Children's Services | 15,400 | 11,217 | 11,056 | 11,254 | 11,517 | 12,614 | 6,065 | 14,385 | 13,740 | 14,639 |
| Judicial & Public Safety | 42,348 | 17,287 | 21,681 | 24,683 | 26,871 | 27,087 | 29,457 | 31,693 | 33,825 | 33,761 |
| Natural Resources & Env. Control | 12,912 | 9,386 | 10,270 | 11,148 | 12,173 | 12,673 | 14,005 | 15,467 | 18,445 | 19,963 |
| Transportation | 87,669 | 94,582 | 107,987 | 126,052 | 130,930 | 143,377 | 152,567 | 149,831 | 158,779 | 161,945 |
| Labor ⁽¹⁾ | | | | | 830 | 807 | 807 | 715 | 730 | 712 |
| Education | 90,041 | 53,693 | 54,909 | 54,964 | 54,362 | 46,430 | 43,325 | 46,326 | 50,422 | 49,955 |
| Other ⁽¹⁾ | 9,727 | 7,596 | 7,628 | 7,956 | | | | | | |
| Total Equipment & Vehicles | 280,848 | 212,338 | 232,154 | 256,130 | 263,756 | 268,430 | 272,173 | 290,501 | 312,189 | 319,776 |
| Infrastructure | | | | | | | | | | |
| Transportation ⁽²⁾ | | | | | | 3,201,814 | 3,226,811 | 3,157,072 | 3,201,817 | 3,255,998 |

Notes:

⁽¹⁾ "Other" summarizes capital assets of the following departments: Labor, Agriculture, Elections, Fire Prevention, the National Guard and the Advisory Council of Exceptional Citizens. Effective with fiscal year 2001, the category "Other" was eliminated and the departments were grouped with similar or related functions.

⁽²⁾ Reflects changes as a result of GASB 34.

Information regarding Infrastructure can be found in the Required Supplementary Information contained on page 107. Information is given as to the number of bridges and their condition as well as the center-lane miles and their condition for the past three years. The State preserves farmland under the Department of Agriculture which is part of General Government. In addition, land is preserved as park land under the Department of Natural Resources and Environmental Control. Other land is used for functional purposes of the department, including housing building to perform the Department's function.

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APPENDIX C
CONTINUING DISCLOSURE AGREEMENT

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CONTINUING DISCLOSURE AGREEMENT

This Continuing Disclosure Agreement dated as of April 15, 1996 (the “Disclosure Agreement”) is executed and delivered by THE STATE OF DELAWARE (as more fully defined below, the “State”) in connection with the issuance of its General Obligation Bonds - Series 1996A. The State, intending to be legally bound, hereby covenants and agrees as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the State for the benefit of the Holders from time to time of the Bonds and in order to assist the Participating Underwriters in complying with S.E.C. Rule 15c2-12(b)(5).

SECTION 2. Definitions. In addition to the definitions set forth in the 1996A Bond Resolution, which apply to any capitalized term used in this Disclosure Agreement unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

“Additional Bonds” shall mean any indebtedness of the State issued subsequent to the 1996A Bonds which the State has declared in writing to be covered by this Disclosure Agreement.

“Annual Report” shall mean any Annual Report provided by the State pursuant to, and as described in, Sections 3 and 4 of this Disclosure Agreement.

“Bond Resolution” shall mean the 1996A Bond Resolution and, to the extent relevant, any other bond resolution or authorizing document with respect to Additional Bonds.

“Bonds” shall mean the 1996A Bonds and any Additional Bonds, if any.

“Dissemination Agent” shall mean any agent of the State designated in writing by the State which has filed with the State a written acceptance of such designation.

“Holder” shall mean any registered holder of Bonds, provided however, that with respect to any Bond registered in a “street name” or the name of a nominee such as The Depository Trust Company, the term “holder” shall mean the beneficial owner of that Bond as defined in S.E.C. Rule 13d-3.

“Issuing Officers” shall mean the Governor, Secretary of Finance, Secretary of State and State Treasurer of the State.

“Listed Events” shall mean any of the events listed in Section 5(a) of this Disclosure Agreement.

“MSRB” shall mean the Municipal Securities Rulemaking Board, or any successor organization. The current address of the MSRB is:

MUNICIPAL SECURITIES RULEMAKING BOARD
Continuing Disclosure Information System
1640 King Street, Suite 300
Alexandria, VA 22314-2719
(202) 223-9503 (phone)
(703) 683-1930 (fax)

“National Repository” shall mean any Nationally Recognized Municipal Securities Information Repository for purposes of the Rule. Currently, the following are National Repositories:

BLOOMBERG MUNICIPAL REPOSITORY

Attn: Municipal Dept.
Bloomberg Business Park
100 Business Park Drive
Skillman, New Jersey 08558
(609) 279-3200 (phone)
(609) 279-3224 (phone)
(609) 279-5962 (fax)
[U.S. Mail: P.O. Box 840
Princeton, NJ 08542-0840]

THE BOND BUYER

Attn: Secondary Market Disclosure
395 Hudson Street, 3rd Fl.
New York, New York 10004
(212) 807-3814 (phone)
(212) 807-3868 (phone)
(212) 989-9282 (fax)
Internet: disclosure@muller.com

DISCLOSURE, INC.

Attn: Document Acquisitions/Municipal Securities
5161 River Road
Bethesda, Maryland 20816
(301) 951-1450 (phone)
(301) 718-2329 (fax)

R.R. DONNELLEY & SONS

Municipal Securities Disclosure Archive
559 Main Street
Hudson, Mass. 01749
(800) 580-3670 (phone)
(508) 562-1969 (fax)
Internet: <http://www.municipal.com>

KENNY INFORMATION SYSTEMS, INC.

Attn: Kenny Repository Service
65 Broadway, 16th Fl.
New York, New York 10006
(212) 770-4595 (phone)
(212) 797-7994 (fax)

MOODY'S NRMSIR

Attn: Public Finance Information Center
99 Church Street, 6th Floor
New York, New York 10007-2701
(800) 339-6306 (phone)
(212) 553-1460 (fax)

“1996A Bond Resolution” shall mean the bond resolution duly adopted by the Issuing Officers of the State with respect to the 1996A Bonds on April 23, 1996.

“1996A Bonds” shall mean the State's \$100,000,000 aggregate principal amount General Obligation Bonds - Series 1996A dated April 15, 1996.

“1996A Underwriter” shall mean Lehman Brothers.

“Obligated Person” shall have the meaning set forth in the Rule, provided that the sole objective criteria used to select the Obligated Person shall be the entity obligated to repay all debt service with respect to the relevant Bonds.

“Participating Underwriter” shall mean the 1996A Underwriter and any of the original underwriters of any Additional Bonds required to comply with the Rule in connection with offering of such Additional Bonds.

“Repository” shall mean each National Repository and the State Repository, if any.

“Rule” shall mean Rule 15c2-12 adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time, any successor provisions of similar import promulgated by the Securities and Exchange Commission in the future, and any applicable no-action letters and other authoritative interpretations of Rule 15c2-12 released by the Securities and Exchange Commission including, by way of example, the staff interpretive guidance dated June 23, 1995 from Robert L.D. Colby, Deputy Director or the letter dated September 19, 1995 from Catherine McGuire, Chief Counsel, Division of Market Regulation addressed to John S. Overdorff, Esquire.

“State” shall mean The State of Delaware, or any successor Obligated Person that assumes either by operation by law or by contract both (i) the obligation to pay debt service on the Bonds and (ii) the obligations of the State under this Disclosure Agreement.

“State Repository” shall mean any public or private repository or entity designated by the State as a state repository for the purpose of the Rule. As of the date of this Agreement, there is no State Repository.

Section 3. Provision of Annual Reports.

(a) The State shall, or shall cause the Dissemination Agent to, not later than the first day of the eleventh calendar month immediately following the end of the State's fiscal year, provide to each Repository an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Agreement. Not later than fifteen (15) Business Days prior to said date, the State shall provide the Annual Report to the Dissemination Agent, if any. Given the State's current fiscal year, this obligation to provide an Annual Report occurs by not later than May 1 of each year, commencing May 1, 1997. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided however that the audited financial statements of the State may be submitted separately from the balance of the Annual Report.

(b) If the State is unable to provide the Annual Report to Repositories by the date required in subsection (a), the State shall send a notice to each Repository (or to the MSRB and the State Repository) in substantially the form attached as Exhibit A.

(c) The Dissemination Agent, if any, shall: (i) determine each year prior to the date for providing the Annual Report the name and address of each National Repository and the State Repository, if any; and (ii) file a report with the State certifying that the Annual Report has been provided pursuant to this Disclosure Agreement, stating the date it was provided and listing all the Repositories to which it was provided.

(d) Audited financial statements of the State not submitted as part of the Annual Report shall be provided to each Repository, if and when available to the State, and in any event not more than thirty (30) days after receipt thereof from the State's auditors. In the event that audited financial statements are not submitted as part of the Annual Report, the State shall provide in lieu thereof unaudited financial statements meeting the description set forth in Section 4(a)(i) hereof.

(e) The State shall promptly provide written notice of any change in its fiscal year to the MSRB and to each Repository.

SECTION 4. Content of Annual Reports.

(a) The State's Annual Report shall contain or incorporate by reference the information listed in Exhibit B with respect to the relevant fiscal year.

(b) Notwithstanding the provisions of Section 4(a) above, in the event the State provides for the repayment of the Bonds through an economic defeasance, such that repayment of the principal of and interest on the Bonds are expected to be derived from escrowed securities, and not the general revenues of the State (the "Defeased Bonds"), the State's Annual Report with respect to such Defeased Bonds shall only contain or incorporate by reference a report by a certified public accountant (the "Verification Report") as to the mathematical accuracy of computations showing the sufficiency of the receipts from the escrowed securities to pay, when due, the principal, interest and redemption premium (if any) requirements of the Defeased Bonds; provided that the State receive an opinion of counsel with expertise in federal securities law to the effect that such Annual Report is permitted by the Rule. Any cross reference to the Verification Report may be contained in a footnote to the State's audited financial statements.

(c) Any or all of the items required may be incorporated by reference from other documents, including official statements of debt issues of the State or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The State shall clearly identify each such other document so incorporated by reference.

(d) If any information described in Section 4(a) above can no longer be generated because the operations to which such information relates have been materially changed or discontinued, a statement to that effect shall satisfy the obligations of the State under this Section 4, provided however that the State shall, to the greatest extent feasible, provide in lieu thereof similar information with respect to any substitute or replacement operations.

SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events with respect to the Bonds:

1. Principal and interest payment delinquencies;
2. Non payment-related defaults;
3. Unscheduled draws on debt service reserves reflecting financial difficulties;
4. Unscheduled draws on credit enhancements reflecting financial difficulties;
5. Substitution of credit or liquidity providers, or their failure to perform;
6. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;
7. Modifications to rights of Bondholders;
8. Bond calls (other than mandatory sinking fund redemptions);
9. Defeasances of Bonds;
10. Release, substitution, or sale of property securing repayment of any Bonds; or
11. Rating changes.

(b) If a Listed Event occurs, the State shall as soon as possible determine if such event would constitute material information for holders of Bonds, in accordance with the applicable “materiality” standard under then-current securities laws.

(c) If the occurrence of a Listed Event would be material to holders of Bonds in accordance with the applicable “materiality” standard under then-current securities laws, the State shall in a timely manner file, or cause the Dissemination Agent to file, a notice of such occurrence with the MSRB and the State Repository (if any). Notwithstanding the foregoing, notice of Listed Events need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds pursuant to the Bond Resolution, provided that such notice is given in a timely manner.

SECTION 6. Accounting Standards. The financial statements described in Section 4(a)(i) above shall be audited by either a certified public accountant or an independent public accountant and shall be prepared in accordance with both (a) generally accepted accounting principles applicable in the preparation of financial statements of municipalities and other public entities as such principles are from time to time promulgated by the Financial Accounting Standards Board, the Governmental Accounting Standards Board, or such other body recognized as authoritative by the American Institute of Certified Public Accountants or any successor body (“GAAP”), and (b) applicable federal and state auditing statutes, regulations, standards and/or guidelines; provided however that the State may from time to time modify its accounting principles to the extent necessary or desirable to comply with changes in either GAAP or applicable federal and state statutes, regulations, standards and/or guidelines. The State currently utilizes a combination of modified accrual and GAAP bases for its budgeting and

reporting obligations. To the extent the State shifts solely to a GAAP basis, the State reserves the right to provide its Annual Report based solely on that basis. Any such modification of accounting standards to conform to changes in either GAAP or applicable federal or state auditing statutes, regulations, standards or guidelines shall not constitute an amendment to this Disclosure Agreement within the meaning of Section 9 hereof, provided that such modifications are disclosed in the first Annual Report to be provided subsequent to such modifications.

SECTION 7. Termination of Reporting Obligation. The State's obligations under this Disclosure Agreement shall terminate upon (a) the legal defeasance, prior redemption or payment in full of all of the Bonds or (b) the assumption by a successor Obligated Person of all of the obligations of the prior Obligated Person both hereunder and under the Bonds. The prior State shall provide timely written notice to each Repository of any termination of its obligations hereunder.

SECTION 8. Dissemination Agent. The State may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such agent, with or without appointing a successor Dissemination Agent.

SECTION 9. Amendments. (a) Notwithstanding any other provision of this Disclosure Agreement, the State may modify or amend this Disclosure Agreement if the following preconditions are satisfied:

(i) the modification or amendment is being made in connection with a change of circumstances that arises from a change in legal requirements, change in law, change in the identity, nature or status of the State, or change in the type of business conducted by the State;

(ii) this Disclosure Agreement, as amended, would have complied with the requirements of the Rule as of the date of issuance of the relevant Bonds, after taking into account any amendment or interpretations of the Rule, as well as any change in circumstances; and

(iii) the modification or amendment does not materially adversely affect the interests of Holders, as determined either by a party unaffiliated with the State (such as a paying agent or nationally recognized bond counsel) or by an approving vote of a majority of Holders.

Compliance with the provisions of this Section 9(a) shall be conclusively evidenced by a written opinion of nationally recognized bond counsel to the effect that the modification or amendment satisfies the requirements of this Section 9(a).

(b) The State shall report any modification or amendment of this Disclosure Agreement as required by the Rule. To the extent required by the Rule, the State shall include as a component of the first Annual Report to be provided subsequent to the relevant amendment, a copy of the amendment, together with a notice explaining in narrative form both (i) the reasons for the amendment and (ii) the impact of the change in the type of operating data or financial information being provided. To the extent required by the Rule, if the amendment relates to changes in accounting principles to be followed in preparing financial statements, the first Annual Report to be provided subsequent to the relevant amendment shall also include a comparison between the financial statements or information prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting

principles and a qualitative (and to the extent reasonably feasible, quantitative) discussion of the differences in the accounting principles and the impact of the change in the accounting principles upon the presentation of the financial information. Written notice of any such change in accounting principles shall be provided in a timely fashion to each Repository.

SECTION 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the State from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including disclaimers or any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the State chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Agreement, the State shall have no obligation under this Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. Default. In the event of a failure of the State to comply with any provision of this Disclosure Agreement, a paying agent, any Participating Underwriter or any Holder may take such actions as may be necessary and appropriate, including seeking a writ of mandamus or specific performance by court order to cause the State to comply with its obligations under this Disclosure Agreement. A default under this Disclosure Agreement shall not be deemed an Event of Default under the Bond Resolution, and the sole remedy under this Disclosure Agreement in the event of any failure of the State to comply with this Disclosure Agreement shall be an action to compel performance; provided however that nothing herein shall limit any Holder's rights under applicable federal securities law.

SECTION 12. Severability. In case any section or provision of this Disclosure Agreement or any covenant, stipulation, obligation, agreement, or action, or any part thereof, made, assumed, entered into or taken under this Disclosure Agreement, or any application thereof, is for any reason held to be illegal or invalid or is at any time inoperable, such illegality, invalidity or inoperability shall not affect the remainder thereof or any other section or provision or the Disclosure Agreement, or any other covenant, stipulation, obligation, agreement, act or action, or part thereof, made, assumed, entered into or taken under this Disclosure Agreement, which shall at the time by construed and enforced as if such illegal or invalid or inoperable portion were not contained therein.

SECTION 13. Entire Agreement. This Disclosure Agreement contains the entire agreement of the State with respect to the subject matter hereof and supersedes all prior arrangements and understandings with respect thereto, provided however that this Disclosure Agreement shall be interpreted and construed with reference to and in *pari materia* with the Rule.

SECTION 14. Captions. The captions or headings herein shall be solely for convenience of reference and shall in no way define, limit or describe the scope or intent of any provisions or sections hereof.

SECTION 15. Beneficiaries. This Disclosure Agreement is being entered into solely for the benefit of the Participating Underwriters and Holders from time to time of the Bonds, and nothing in this Disclosure Agreement expressed or implied is intended to or shall be construed to give to any other person or entity any legal or equitable right, remedy or claim under or in respect of this Disclosure Agreement or any covenants, conditions or provisions contained herein.

SECTION 16. Governing Law. This Disclosure Agreement shall be deemed to be a contract made under the laws of the State of Delaware, and all provisions hereof shall be governed and construed in accordance with the laws of the State of Delaware, without reference to the choice of law principles thereof.

IN WITNESS WHEREOF, The State of Delaware has caused this Disclosure Agreement to be duly executed by the Secretary of Finance as of the day and year first above written.

Sarah Jackson
Secretary of Finance
The State of Delaware

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of State: The State of Delaware

Name of Bond Issue: \$100,000,000 General Obligation Bonds - Series 1996A

Date of Issuance: April 30, 1996

CUSIP: _____

NOTICE IS HEREBY GIVEN that the State has not provided an Annual Report with respect to the above-named Bonds as required by Section 16 of the Bond Resolution adopted April 23, 1996 in a timely manner. [The State anticipates that the Annual Report will be filed by _____.]

Dated: _____

THE STATE OF DELAWARE

By: _____
Authorized Officer

EXHIBIT B

CONTENTS OF ANNUAL REPORT

The Annual Report shall contain the following:

1. Audited financial statements for the prior fiscal year in form and content substantially the same as those appended to the State's Official Statement with respect to the 1996A Bonds.
2. A Summary of the Cash Basis Financial Statements for the prior fiscal year in form and content substantially the same as those appended to the State's Official Statement with respect to the 1996A Bonds.
3. An update of the type of information included in the below-listed tables and sections in the Official Statement to the extent not included in Item Nos. 1 or 2 above:
 - (a) General Obligation Debt Service (p. 3) - updated for the issuance of general obligation debt through the prior fiscal year.
 - (b) The 5% Rule (p. 4) - updated for the current fiscal year.
 - (c) The 15% Test and the Cash Balances Test (p. 5-6) - updated for the current fiscal year.
 - (d) DEFAC Budgetary General Fund Revenue Projections (p. 29) - updated for the prior fiscal year.
 - (e) Budgetary General Fund Revenue (p. 30) - updated for the prior fiscal year.
 - (f) Budgetary General Fund Expenditures (p. 31) - updated for the prior fiscal year.
 - (g) Sources and Uses of State Funds (p. 32) - updated to compare the prior fiscal year to the fiscal year ten years prior.
 - (h) Budgetary General Fund Disbursements (p. 45) - updated for the prior fiscal year.
 - (i) Public School Enrollment (p. 46) - updated for the prior year.
 - (j) Welfare Expenditures (p. 47) - updated for the prior fiscal year.
 - (k) Total Federal Funds (p. 50) - updated for the prior fiscal year.
4. An update of the type of information included in the text and tables under the heading "Bonded Indebtedness of the State" beginning with the subsection "General Obligation Debt" through "State Revenue Debt" (p. 7-10) for the prior fiscal year. The information under the heading "Lease Obligations" shall be updated to cover the five fiscal year period beginning with the prior fiscal year.

5. An update of the type of information included in the text under the heading “Indebtedness of Authorities, Certain Higher Education Institutions and Political Subdivisions - Authorities - Delaware Transportation Authority” (p. 11) for the prior fiscal year; and “- Delaware State Housing Authority” (p. 12) updated for the prior fiscal year.

6. An update of the type of information included in the text and tables under the heading “Fiscal Year Ended June 30, 1995” (p. 33-35) for the prior fiscal year.

7. An update of the type of information included in the text and tables under the heading “State Pension Plan” (p. 51-53) for the prior fiscal year.

8. An update of the text appearing in the first paragraph under the heading “Employee Relations” (p. 53) for the prior fiscal year.

APPENDIX D

FORM OF OPINION OF BOND COUNSEL

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[FORM OF OPINION OF BOND COUNSEL]

May 10, 2007

OPINION OF BOND COUNSEL

RE: The State of Delaware
\$192,500,000 General Obligation Bonds - Series 2007A

TO THE PURCHASERS OF THE ABOVE-CAPTIONED BONDS:

We have acted as bond counsel in connection with the issuance of \$175,000,000 General Obligation Bonds – Series 2007A (the “Bonds”) by The State of Delaware (the “State”) on the date hereof. The Bonds are issued as fully registered Bonds as provided in the Bonds and in a resolution of the Issuing Officers of the State adopted May 3, 2007 (the “Resolution”).

The Bonds are issued pursuant to the Constitution and laws of the State including Chapter 74, Title 29, Delaware Code, as amended and the Resolution.

As Bond Counsel, we have examined a certified copy of the Resolution and the form of Bonds. We have examined originals (or copies certified or otherwise identified to our satisfaction) of such other instruments, certificates and documents as we have deemed necessary or appropriate for the purposes of the opinion rendered below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies.

We have relied on a certificate of the State as to the due execution and delivery of, and payment for, the Bonds. As to any facts material to our opinion we have, when such facts were not independently established, relied upon the aforesaid instruments, certificates and documents including the State's Federal Tax Certificate as to Arbitrage and Instructions as to Compliance with Provisions of Section 103(a) of the Internal Revenue Code of 1986, as amended, dated the date of issuance of the Bonds, and the statement of reasonable expectations of future events set forth in such certificate.

We have not verified the accuracy, completeness or fairness of the information set forth in any offering statement or other similar documents of the State delivered to the purchasers or prospective purchasers of the Bonds, and we take no responsibility therefor.

Based on the foregoing, we are of the opinion as of the date hereof and under existing law that:

1. The Bonds have been duly authorized, executed and delivered and constitute legal and valid general obligations of the State.

2. The State has pledged its faith and credit for the payment of the principal of and interest on the Bonds. The Constitution of the State does not contain any limitation upon the rate or amount of taxes which may be levied by the State for the payment of principal of and interest on the

Bonds with the exception that any law which shall have the effect of increasing the rates of taxation on personal income for any year or part thereof prior to the date of the enactment thereof, or for any year or years prior to the year in which the law is enacted, would be void.

3. Interest on the Bonds (including accrued original issue discount) is not includable in gross income for purposes of federal income taxation under existing statutes, regulations, rulings and court decisions. The opinion set forth in the preceding sentence is subject to the condition that the State comply with all applicable federal income tax law requirements that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon continues to be excluded from gross income. Failure to comply with certain of such requirements could cause the interest on the Bonds to be includable in gross income retroactive to the date of issuance of the Bonds. The State has covenanted to comply with all such requirements. Interest on the Bonds is not treated as an item of tax preference under Section 57 of the Internal Revenue Code of 1986, as amended (the "Code") for purposes of the individual and corporate alternative minimum taxes; however, we call to your attention that under the Code, to the extent that interest on the Bonds is a component of a corporate holder's "adjusted current earnings", a portion of that interest may be subject to the corporate alternative minimum tax. We express no opinion regarding other federal tax consequences relating to the Bonds or the receipt of interest thereon.

4. Interest on the Bonds is excluded from taxable income for the purposes of personal and corporate income taxes imposed by the State.

It is to be understood that the rights of the holders of the Bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

