

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.

\$189,200,000**THE STATE OF DELAWARE****\$33,655,000 General Obligation Bonds-Series 2006A****\$155,545,000 General Obligation Bonds-Series 2006B****Dated:** August 1, 2006**Due:** August 1, as shown on the Inside Front Cover

The Bonds consist of the \$33,655,000 General Obligation Bonds-Series 2006A (the "2006A Bonds") and the \$155,545,000 General Obligation Bonds-Series 2006B (the "2006B Bonds" and, together with the 2006A Bonds, 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.

The 2006A Bonds have been sold to retail investors residing in the State of Delaware through a negotiated sale to a group of underwriters represented by Merrill Lynch, Pierce, Fenner & Smith, Incorporated. The 2006B Bonds were awarded to Wachovia Bank, National Association through a competitive sale.

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

The Bonds maturing on or after August 1, 2015 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 August 1, 2014, 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.

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. Certain legal matters will be passed upon for the Underwriters of the 2006A Bonds by their counsel, Stradley Ronon Stevens & Young, LLP, Philadelphia, Pennsylvania. 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 August 1, 2006.

SERIES 2006A**MERRILL LYNCH & CO.****SERIES 2006B****WACHOVIA BANK, NATIONAL
ASSOCIATION**

INSIDE FRONT COVER

MATURITIES, AMOUNTS, RATES AND YIELDS

2006A BONDS*

<u>Maturity (August 1)</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Yield (%)</u>	<u>Price (\$)</u>	<u>CUSIP Number (246380)</u>
2007	5,090,000	3.750	3.690	100.058	H28
2008	3,230,000	3.750	3.740	100.019	H36
2009	2,910,000	3.875	3.780	100.267	H44
2010	2,860,000	3.875	3.820	100.202	H51
2011	1,705,000	4.000	3.860	100.631	H69
2012	2,190,000	4.000	3.900	100.530	H77
2013	2,405,000	4.000	3.960	100.242	H85
2014	2,440,000	4.000	4.020	99.864	H93
2015	1,910,000	4.000	4.080	99.402	J26
2016	2,530,000	4.125	4.130	99.959	J34
2017	495,000	4.125	4.180	99.518	J42
2018	1,820,000	4.250	4.230**	100.134	J59
2019	245,000	4.250	4.270	99.802	J67
2020	435,000	4.250	4.310	99.374	J75
2021	670,000	4.375	4.340**	100.234	J83
2022	215,000	4.375	4.370**	100.033	J91
2023	320,000	4.375	4.400	99.702	K24
2024	245,000	4.500	4.420**	100.534	K32
2025	445,000	4.500	4.440**	100.400	K40
2026	1,495,000	4.500	4.460**	100.266	K57

* The 2006A Bonds have been sold to retail investors residing in the State of Delaware through a negotiated sale to a group of underwriters represented by Merrill Lynch, Pierce, Fenner & Smith, Incorporated and including Citigroup Global Markets Inc., A.G. Edwards & Sons, Inc., Ferris, Baker Watts Inc., Janney Montgomery Scott LLC, Edward D. Jones & Co., Alta Capital Group, LLC, Banc of America Securities LLC, Stifel Nicolaus & Company, Incorporated, Apex Pryor Securities, Bear, Stearns & Co. Inc., First Albany Capital Inc., Loop Capital Markets, LLC, and UBS Investment Bank.

** Yield to call date (August 1, 2014).

2006B BONDS*

<u>Maturity (August 1)</u>	<u>Principal Amount (\$)</u>	<u>Interest Rate (%)</u>	<u>Yield (%)</u>	<u>Price (\$)</u>	<u>CUSIP Number (246380)</u>
2007	8,530,000	5.500	3.741	101.710	K65
2008	10,390,000	5.500	3.720	103.400	K73
2009	10,710,000	5.500	3.800	104.777	K81
2010	10,760,000	4.000	3.800	100.735	K99
2011	11,915,000	4.000	3.850	100.676	L23
2012	11,430,000	5.000	3.910	105.779	L31
2013	11,215,000	5.250	3.930	108.009	L49
2014	11,180,000	5.250	3.990	108.557	L56
2015	11,710,000	5.000	4.090**	106.155	L64
2016	11,090,000	4.000	4.123	99.000	L72
2017	4,805,000	4.125	4.250	98.910	L80
2018	3,480,000	5.000	4.180**	105.527	L98
2019	5,055,000	4.500	4.370**	100.869	M22
2020	4,865,000	4.250	4.430	98.136	M30
2021	4,630,000	4.500	4.460**	100.266	M48
2022	5,085,000	4.500	4.500	100.000	M55
2023	4,980,000	4.375	4.530	98.176	M63
2024	5,055,000	4.625	4.540**	100.564	M71
2025	4,855,000	4.500	4.579	99.000	M89
2026	3,805,000	4.500	4.596	98.750	M97

* The 2006B Bonds have been awarded to Wachovia Bank, National Association through a competitive sale.

** Yield to call date (August 1, 2014).

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 2006A Bonds have provided the following sentence for inclusion in this Official Statement: The underwriters of the 2006A 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 2006A 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

\$189,200,000

Consisting of

\$33,655,000 General Obligation Bonds-Series 2006A

\$155,545,000 General Obligation Bonds-Series 2006B

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 \$33,655,000 General Obligation Bonds-Series A of 2006 (the "2006A Bonds") and its \$155,545,000 General Obligation Bonds-Series B of 2006 (the "2006B Bonds", together with the Series 2006A Bonds, 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 July 13, 2006 (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 August 1, 2015 are subject to redemption at the option of the State on or after August 1, 2014, 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 \$106 million as twenty-year bonds and the remaining \$83.2 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.....	\$189,200,000.00
Net Original Issue Premium.....	<u>4,276,846.80</u>
Total Sources.....	<u>\$193,476,846.80</u>

Uses:

Capital Projects.....	\$193,052,435.60
Underwriter’s Discount	<u>424,411.20</u>
Total Uses	<u>\$193,476,846.80</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>				<u>After Issuance of Bonds</u>			
	<u>Principal</u>	<u>Interest</u>	<u>Debt Service</u>	<u>Total Principal Amount Outstanding</u>	<u>Principal</u>	<u>Interest</u>	<u>Debt Service</u>	<u>Total Principal Amount Outstanding</u>
2007	\$117.4	46.4	163.9	927.7	117.4	50.8	168.2	1,116.9
2008	108.3	41.0	149.3	819.4	121.9	49.4	171.4	995.0
2009	102.6	35.8	138.4	716.8	116.2	43.5	159.8	878.8
2010	97.0	30.8	127.9	619.8	110.7	37.9	148.5	768.1
2011	89.7	26.4	116.2	530.0	103.3	32.9	136.2	664.8
2012	85.4	24.2	109.5	444.7	99.0	30.0	129.0	565.8
2013	75.9	20.0	95.9	368.8	89.5	25.3	114.8	476.3
2014	62.4	14.9	77.3	306.3	76.1	19.5	95.5	400.2
2015	49.9	12.4	62.3	256.4	63.5	16.3	79.8	336.7
2016	41.3	10.5	51.8	215.2	54.9	13.7	68.6	281.8
2017	35.4	9.0	44.4	179.7	49.1	11.6	60.7	232.7
2018	31.1	7.6	38.7	148.6	36.4	9.8	46.2	196.3
2019	29.5	6.2	35.7	119.2	34.8	8.2	43.0	161.6
2020	25.7	5.0	30.8	93.4	31.0	6.8	37.8	130.5
2021	23.6	3.9	27.4	69.8	28.9	5.4	34.3	101.6
2022	23.3	2.9	26.2	46.6	28.6	4.2	32.8	73.1
2023	19.9	1.9	21.8	26.7	25.2	3.0	28.2	47.9
2024	14.4	1.0	15.4	12.3	19.7	1.8	21.5	28.2
2025	7.7	0.4	8.1	4.6	13.0	1.0	14.0	15.2
2026	<u>4.6</u>	<u>0.1</u>	<u>4.7</u>	0.0	9.9	0.4	10.3	5.3
2027					<u>5.3</u>	<u>0.1</u>	<u>5.4</u>	0.0
	<u>\$1,045.2</u>	<u>\$300.5</u>	<u>\$1,345.7</u>		<u>\$1,234.4</u>	<u>\$371.9</u>	<u>\$1,606.3</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 2006 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 2006 amount is based on House Joint Resolution No. 16 which provides fiscal 2006 official revenue, refund and unencumbered fund estimates. The amount for fiscal year 2007 based on Senate Joint Resolution No. 12 which provides fiscal 2007 official revenue, refund and unencumbered fund estimates. The amount for fiscal year 2008 is from the June 19, 2006 meeting of the Delaware Economic and Financial Advisory Council ("DEFAC"). See "STATE FINANCIAL OPERATIONS – Revenue Summary-Fiscal 2006E – Fiscal 2008E" herein. DEFAC projections are dependent on a variety of economic factors affecting the State's projected revenues. Fiscal 2009 and fiscal 2010 are based on the long-term growth rates of 4.2% and 4.4%, respectively, adopted by DEFAC at its September 19, 2005 meeting. See "STATE FINANCIAL OPERATIONS - Revenue and Expenditure Forecasting"

The 5% Rule
(in millions)

	<u>Fiscal 2006</u>	<u>Fiscal 2007</u>	<u>Fiscal 2008</u>	<u>Fiscal 2009</u>	<u>Fiscal 2010</u>
Estimated Net Budgetary					
General Fund Revenue.....	\$ 3,006.4	\$ 3,276.7	\$ 3,414.6	\$ 3,558.0	\$ 3,714.6
Projected New Tax-					
Supported Debt Authorizations.....	\$ 150.3	\$ 163.8	\$ 170.7	\$ 177.9	\$ 185.7

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	\$ 171.4
Less: Excluded Debt Service ⁽²⁾	(52.7)
Other Tax-Supported Debt Service ⁽³⁾	<u>16.1</u>
Total Tax-Supported Debt Service	<u>\$ 134.8</u>
Delaware Transportation Authority (TTF) Debt Service	<u>\$ 110.5</u>
Total Debt Service	<u>\$ 245.3</u>
Estimated Aggregate Budgetary General Fund and TTF Revenue ⁽⁴⁾	\$3,818.7
Total Debt Service as Percent of Total Revenue	6.4%

- (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 June 19, 2006 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	\$ 171.4
Less: Excluded Debt Service ⁽²⁾	(52.7)
Net General Obligation Debt Service	\$ 118.7
Projected Cumulative Cash Balances ⁽³⁾	\$ 505.7

-
- (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 June 19, 2006 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 May 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	\$373.9
School Facilities (State Share).....	<u>264.7</u>
Subtotal.....	<u>\$638.6</u>

General Obligation Debt Supported by Budgetary Special Funds

Highways and Other Transportation Improvements	4.2
School Facilities (Local Share).....	401.8
Housing Authority Loans	<u>0.6</u>
Subtotal.....	<u>406.6</u>

Total General Obligation Debt Outstanding.....	<u>\$1,045.2</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 May 31, 2006, \$4.2 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 \$427.0 million.

General Obligation Note Debt

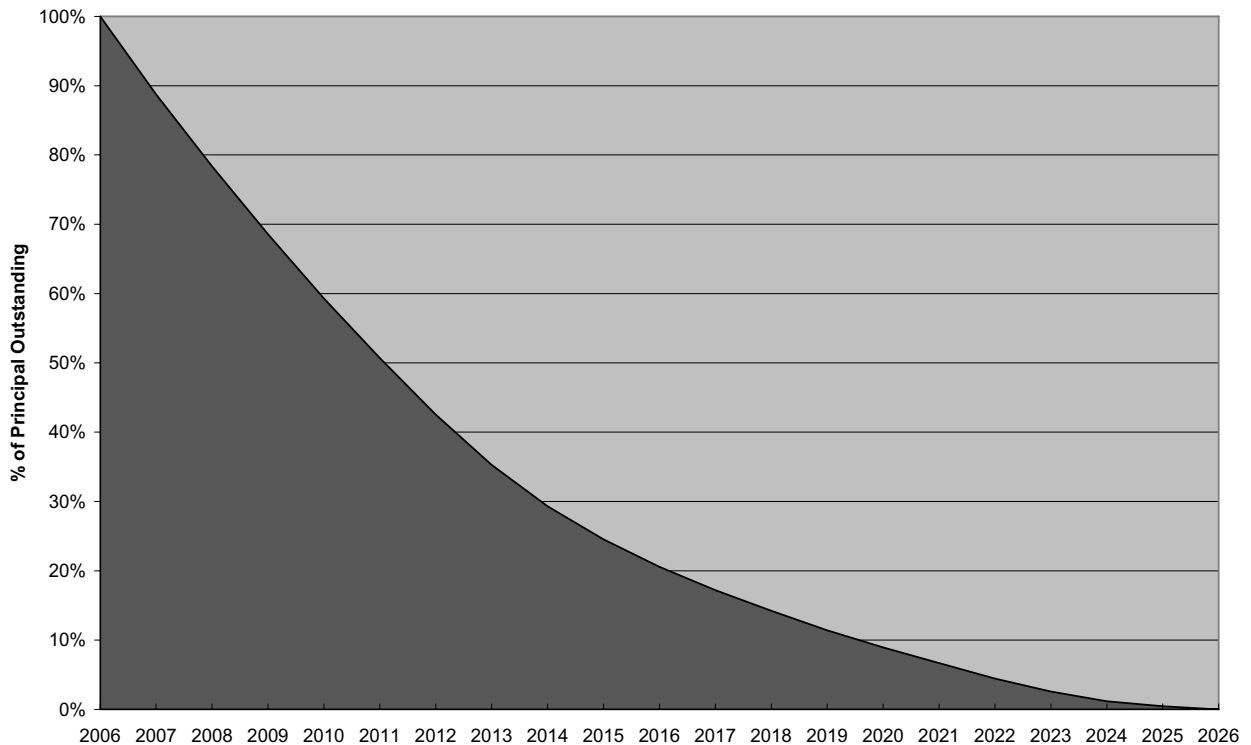
There are no outstanding State general obligation notes or any notes of any authority or agency for whose debt the State has a contingent liability as of the date of this Official Statement.

Debt Burden Comparisons

The State's general obligation debt outstanding was \$1,045.2 million on May 31, 2006 with approximately 80% scheduled to mature within ten years. The following chart further demonstrates the State's commitment to the rapid retirement of its general obligation debt.

As of May 31, 2006, 38% of the State's outstanding debt was issued on behalf of local school districts. This debt is fully supported by the property tax revenues of those districts.

General Obligation Debt Amortization as of May 31



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 a U.S. Bureau of the Census annual survey for 2002-03, Delaware ranked 5th in the percentage of overall debt that is concentrated at the state level. According to the U.S. Department of Education's National Public Education Financial Survey (2002-2003), on average, the burden of school funding is split almost equally between state government and local schools. However, in Delaware the state government assumes a greater responsibility of combined state and local public school funding. As of May 31, 2006, 38% of the State's outstanding debt 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 80% 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.

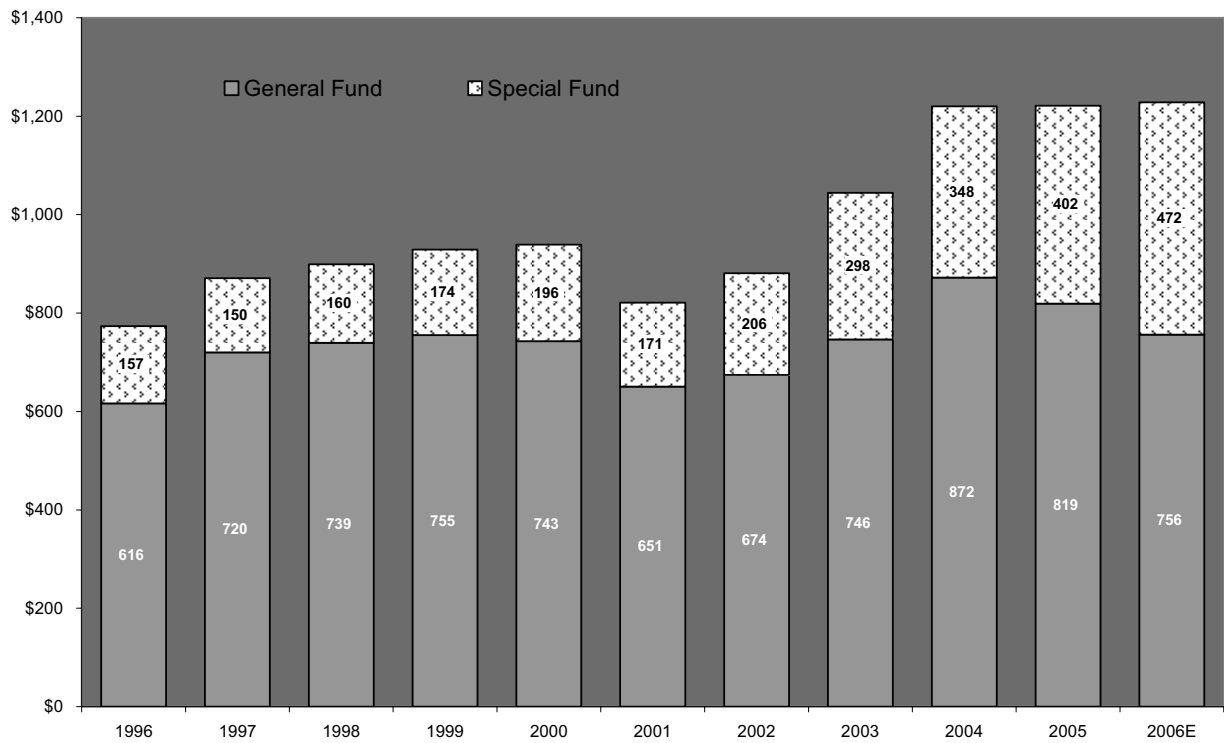
- **Significant "Pay-As-You-Go" Financing:** Over the years, the State has appropriated surplus cash for "pay-as-you-go" financing. Revenue surpluses between fiscal years 1993 to 2001 allowed the State to appropriate cash on average at a rate of 52.6% of capital expenditures. With more modest revenue growth, cash contributions in fiscal 2002 and 2003 were reduced but for fiscal 2004, 2005 and 2006, the pay-as-you-go financing levels were \$142 million, \$236 million and \$282 million, respectively.

- **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.

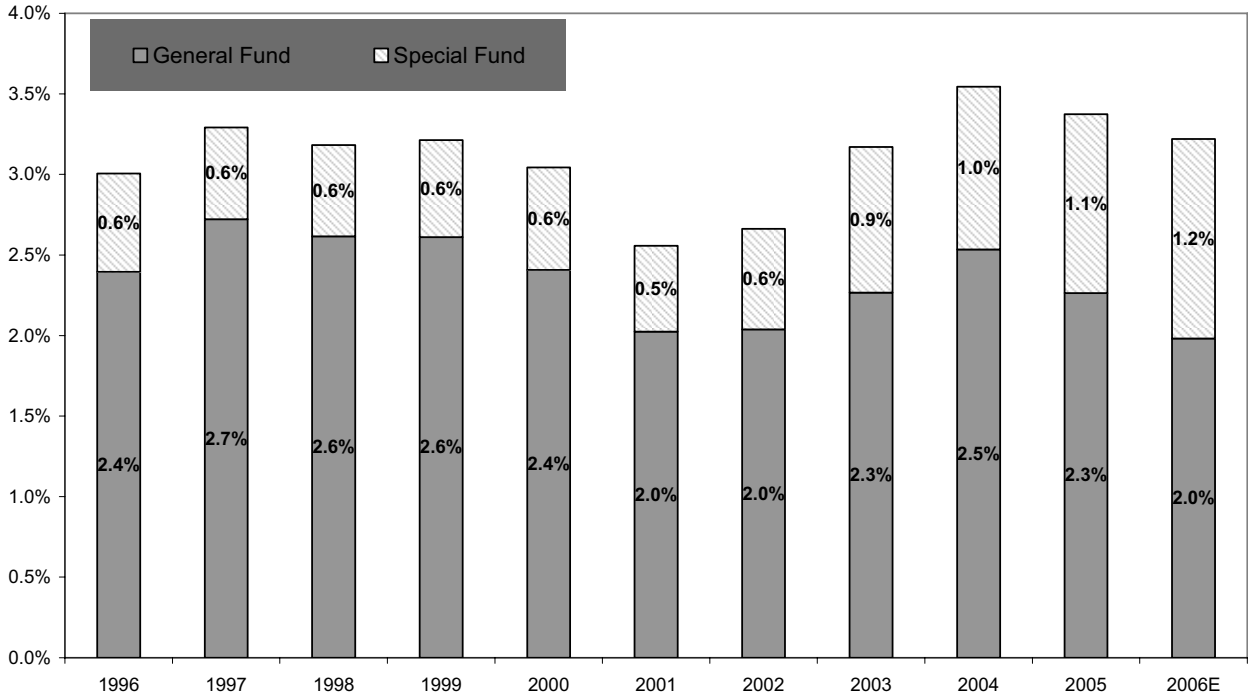
The result of these initiatives has been to reduce the rate of growth in Delaware's debt burden, as depicted on a fiscal year basis in the following three charts.

Debt Per Capita at June 30



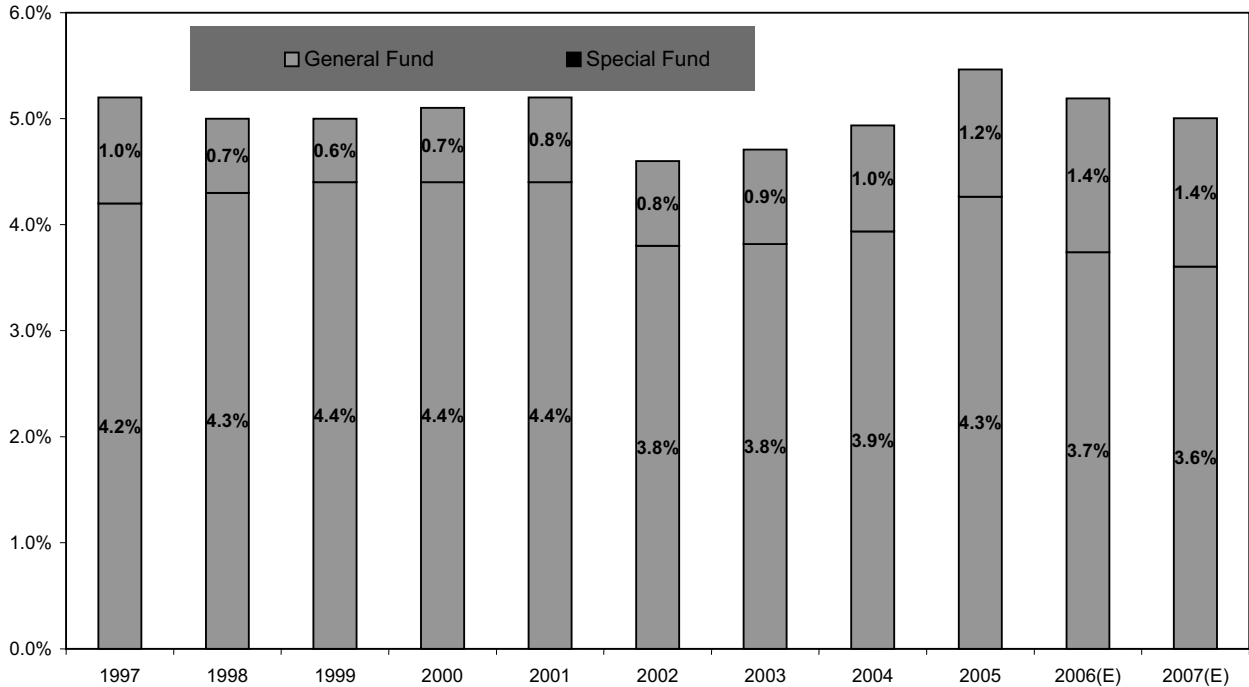
- (1) Shaded area represents portion of general obligation debt funded by the budgetary General Fund. The remainder is funded by budgetary Special Funds.
- (2) Decrease in fiscal 2001 due to a shift in timing of bond sale to fiscal 2002.
- (3) 2006 data assumes a population growth rate of 1.2%.

**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

The State issued \$649,000 Qualified Zone Academy Bonds ("QZAB") in fiscal 2002 and \$760,000 Qualified Zone Academy Bonds in fiscal 2003. 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.

The State issued \$908,000 QZABs in fiscal 2004 and \$224,177 QZABs in fiscal 2005 to finance the continued renovation of the Charlton School in the Caesar Rodney School District, Kent County, Delaware. The QZABs 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.

The QZAB proceeds are used in conjunction with the State's general obligation bond proceeds. The State provides 60-80% of the capital funding to local school districts in the form of non-repayable appropriations. The QZABs will assist in funding this commitment.

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 \$112.1 million with \$79.9 million payable through fiscal 2010. Real estate rentals account for nearly 80.0% 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 June 1, 2006, the Delaware Transportation Authority had outstanding \$906.9 million in Transportation System Senior Revenue Bonds and \$46.365 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 March 31, 2006, \$362.2 million of tax-exempt revenue bonds and \$9.3 million of taxable revenue bonds. Approximately \$312.3 million of the outstanding tax-exempt bonds were issued to finance the purchase of single-family homes, and the remainder 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 March 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 May 31, 2006, none of which are backed by the full faith and credit of the State.

Delaware State University

There were outstanding on June 30, 2005, \$11.3 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 May 31, 2006, the Authority had no outstanding solid waste revenue bonds. However, the Authority is planning the issue of approximately \$70 million in revenue bonds in the latter half of 2006 to fund a landfill expansion project.

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 \$462.8 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, 2005, \$179.5 million of revenue bonds issued by the University of Delaware for housing, dining and other auxiliary facilities. 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, 2005.

General Obligation Debt of Political Subdivisions
(in millions)

New Castle County	\$169.1
Sussex County	126.3
Kent County	24.3
Wilmington	155.7 ⁽¹⁾
Other Cities and Towns.....	125.2 ⁽²⁾
School Districts	<u>416.1⁽³⁾</u>
Total	<u>\$1,016.7</u>

- (1) Of this total, \$18.9 million in principal is supported by payments from the Diamond State Port Corporation, an instrumentality of the State. Excludes \$35.3 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"). As of May 31, 2006, the local shares of the school districts are outstanding in the aggregate principal amount of \$401.8 million.

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

In recent years, Delaware’s economic performance has largely exceeded national trends. Delaware participated fully in the late 1990’s economic expansion and followed the nation, too, through the economic downturn that followed. Despite its ties to the national economy, throughout the recent business cycle, Delaware consistently posted lower unemployment rates than the United States. Delaware’s rate of employment growth has exceeded that of the United States for the past two years. (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. Most recently, this 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. Moreover, the resulting losses of roughly 2,000 jobs due to consolidation are expected to be roughly half of what was originally anticipated.

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

Historically associated with a strong employment and income base, population growth is one of the most important indicators of the strength of a state’s economy. Delaware experienced above-average population growth through the 1990’s, outperforming both the mid-Atlantic region and the nation. Between 2004 and 2005, Delaware’s population increased 1.6% to 843,524 inhabitants, compared to 0.2% growth for the region and 0.9% growth for the nation. As in past years, net in-migration continues to account for a significant share of the population growth.

The following table presents population trends of the State, the mid-Atlantic region and the United States for 2001 through 2005.

	Population (in thousands)					
	Delaware		Mid-Atlantic Region ⁽¹⁾		United States	
	Population	Change	Population	Change	Population	Change
2001	795	1.1	46,067	0.5	285,108	1.0
2002	806	1.4	46,313	0.5	287,985	1.0
2003	818	1.5	46,563	0.5	290,850	1.0
2004	830	1.5	46,752	0.4	293,657	1.0
2005	844	1.6	46,846	0.2	296,410	0.9

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

Source: U.S. Department of Commerce.

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.¹ There are three major cities: Wilmington, the largest city, with a 2004 estimated population count of 72,784; Dover, the State capital and the site of a major U.S. Air Force base, with a 2004 estimated population count of 33,618 residents; and Newark, the site of the University of Delaware, with a 2004 estimated population count of 29,821.

The following table shows the population of the State's three counties for the years 2001 through 2005. Approximately 62% 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 40% faster than Sussex County.

Population by County

	<u>New Castle</u>	<u>Change</u>	<u>Kent</u>	<u>Change</u>	<u>Sussex</u>	<u>Change</u>
2001	505,888	0.8	129,065	1.5	160,464	1.9
2002	510,005	0.8	131,591	2.0	164,171	2.3
2003	514,801	0.9	134,626	2.3	168,400	2.6
2004	518,728	0.8	139,118	3.3	172,223	2.3
2005.....	523,008	0.8	143,968	3.5	176,548	2.5

Source: U.S. Department of Commerce.

Personal Income

Personal income figures reflect income received from participation in production, as well as from government and business transfer payments. It is widely used as a measure of residents' economic well-being. The State's total personal income grew 5.4% from calendar 2004 to 2005, compared with 5.6% for both the mid-Atlantic region and 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 3.7% from calendar 2004 to 2005. State per capita personal income was 107% of U.S. per capita personal income in calendar 2005.

¹ 2005 municipal population estimates from the Bureau of the Census were not available at the time of publication.

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%	\$34,783	2.3%	\$30,574	2.4%	105%
2002	32,925	2.6	35,027	0.7	30,810	0.8	107
2003	33,772	2.6	35,654	1.8	31,484	2.2	107
2004	35,728	5.8	37,693	5.7	33,050	5.0	108
2005	37,065	3.7	39,714	5.4	34,586	4.6	107

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 2005 rose to 4.2 percent from 4.0 percent in 2004, the fourth consecutive year of narrow fluctuation around that level. The three surrounding states have an overall average unemployment rate of 4.6 percent in 2005, down from 5.0 percent in 2004 and 5.5 percent in 2003. The following table presents the average annual unemployment rates for Delaware, the region, and the U.S. from 2000 through 2005.

	<u>Delaware</u>	<u>Mid-Atlantic Region⁽¹⁾</u>	<u>United States</u>
2000	3.3	3.9	4.0
2001	3.5	4.5	4.7
2002	4.0	5.4	5.8
2003	4.2	5.5	6.0
2004	4.0	5.0	5.5
2005	4.2	4.6	5.1

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

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

In the most recent month for which data are available, April 2006, the U.S. Bureau of Labor Statistics reports that Delaware's unemployment rate of 3.7 percent ranked 16th lowest in the nation. In the surrounding states, Maryland ranked 11th at 3.5 percent, Pennsylvania tied for 30th at 4.7 percent, and New Jersey tied for 38th at 5.1 percent.

Employment

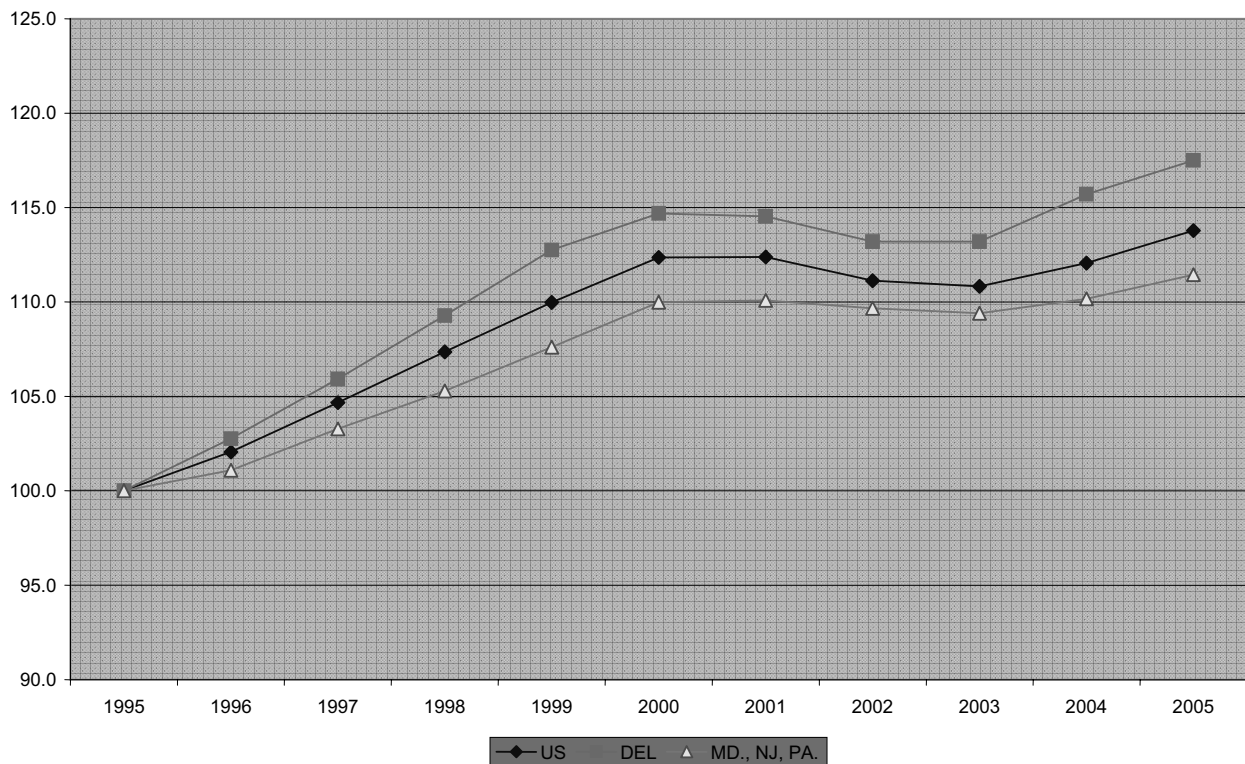
The rate of non-agricultural job growth in Delaware slowed to 1.6 percent in 2005, about on par with the national rate of job growth. Growth in the surrounding states accelerated, but still remained below Delaware's rate of growth.

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)	0.1	0.0
2002	(1.2)	(0.4)	(1.1)
2003	0.0	(0.2)	(0.3)
2004	2.2	0.7	1.1
2005	1.6	1.2	1.5

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

Total Employment Growth (1995 = 100)



Source: Delaware Department of Labor

Overall, Delaware's largest employment sectors are within the various service industries. The largest major sector is Professional and Business Services with 62,400 jobs, which includes such industries as Professional, Scientific and Technical Services, Management of Companies, and Administrative and Support Services. The Professional and Business Service sector increased by 700 jobs in 2005 – a gain of 1.1 percent which follows a 4.8 percent gain in 2004.

In terms of employment levels, the Education and Health Services industry sector gained the most jobs in 2005 adding 1,800. Within this sector, Ambulatory Health Care Services gained 700 jobs, Nursing and Residential Care Facilities gained 600 jobs, and Hospitals added 500 jobs. The second largest gains were in Government, which added 1,600 jobs. Job growth in government was led by Local Education which added 600 jobs, and State Education which added 500 jobs.

On a percentage basis, the fastest growing industry sector was Construction with 4.9 percent job growth. The Construction sector's gain of 2,000 jobs, or 8.2 percent in 2004, was followed by a gain of 1,400 jobs, or 4.9 percent in 2005. The demand for residential construction continues due to relatively low mortgage rates and an influx of retirees. Wholesale Trade, Financial Activities, and Professional and Business Services all grew by less than the overall average rate of 1.6 percent, while Manufacturing, Information, and Transportation, Warehousing and Utilities experienced job declines in 2005.

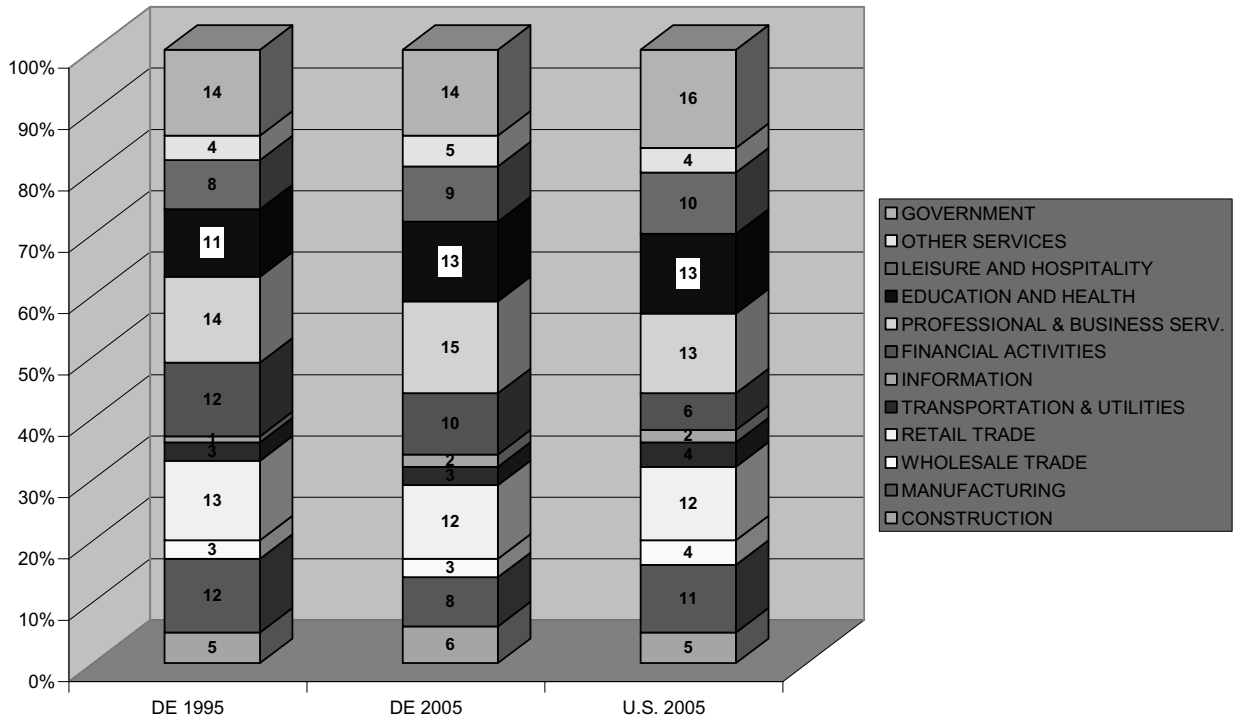
Employment By Industry Sector
(in thousands)

	<u>2000</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>
Construction and Mining	24.6	24.5	24.2	24.4	26.4	27.7
Manufacturing.....	41.5	39.4	37.1	35.7	34.6	33.2
Wholesale Trade	13.2	13.4	13.6	14.2	14.8	14.9
Retail Trade.....	51.4	50.6	51.1	51.8	52.5	53.5
Transportation, Warehousing and Utilities ...	14.2	12.8	12.3	12.7	13.5	13.3
Information	8.1	8.1	7.7	7.4	7.1	6.7
Financial Activities	46.4	46.8	46.4	45.3	44.7	45.1
Professional and Business Services	66.2	66.0	60.8	58.9	61.7	62.4
Education and Health Services	45.5	47.4	48.7	50.4	52.0	53.8
Leisure and Hospitality	35.8	36.4	37.6	38.4	40.0	40.8
Other Services.....	15.9	17.3	17.9	18.3	18.9	19.7
Government	<u>56.6</u>	<u>56.9</u>	<u>57.1</u>	<u>57.2</u>	<u>57.6</u>	<u>59.2</u>
Total Nonfarm						
Employment	<u>420.0</u>	<u>419.4</u>	<u>414.5</u>	<u>414.5</u>	<u>423.7</u>	<u>430.5</u>

Source: Delaware Department of Labor.

Over the past ten years, Delaware's employment has continued to shift to a service orientation. Once heavily reliant on the manufacturing base, Delaware has experienced gains in several of the service industries. Since 1995, the following sectors have had an increase in the percentage of Delaware jobs: Construction; Other Services; Information; Professional and Business Services; Education and Health; and Leisure and Hospitality. In 2005, Professional and Business Services made up 15% of Delaware jobs, compared to 13% for the U.S. The diversification of the State's economic base will help Delaware to continue to weather the economic downturns and strengthen the State's economic position in future years.

Percentage Distribution of Employment 1995 - 2005



The following chart lists the private employers in the State with at least 900 positions, as of September 2005:

<u>Name</u>	<u>Nature</u>	<u>Approx. Number of Employees</u>
Financial Services		
Bank of America*	Commercial banking.....	10,100
J.P. Morgan Chase & Co.	Commercial banking.....	5,200
Wilmington Trust Company	Commercial banking.....	2,100
Citicorp	Commercial banking.....	1,400
Discover Card Bank.....	Commercial banking.....	1,200
Household.....	Financial services.....	1,100
PFPC Inc.	Financial services.....	1,100
Manufacturing		
E.I. du Pont de Nemours & Co., Inc.....	Chemicals and energy; corporate headquarters	8,900
AstraZeneca	Pharmaceuticals and specialty chemicals; sales; corporate headquarters	4,700
DaimlerChrysler	Automotive assembly	2,100
General Motors Corporation.....	Automotive assembly	1,800
Dade International Inc	Electromedical apparatus	1,300
ARTEVA	Chemicals	900
Hospitals and Health Services		
Christiana Care Health Services	Hospital complex	6,500
Bay Health Medical Center	Hospital complex	2,700
Alfred I. du Pont Institute	Children's health care facility	2,600
Beebe Hospital.....	Hospital complex	1,500
St. Francis Hospital.....	Hospital complex	1,200
Agribusiness		
Mountaire Farms of Delmarva, Inc.....	Poultry Processing	3,700
Perdue Farms, Inc.	Poultry Processing	2,900
Allen Family Foods	Poultry Processing	1,100
Retail		
Wal-Mart Inc.	Retail chain	3,900
Happy Harry's Inc.	Retail chain	2,200
Acme Markets.....	Retail groceries	1,700
Home Depot.....	Retail chain	1,100
Sears.....	Retail chain	1,100
Lowe's Home Centers	Retail chain	900
Wawa Inc.	Convenience stores	900

Other Services

Dover Downs	Slots and racing.....	2,300
Integrity Staffing.....	Temporary help supply	1,700
Delaware Park, LLC	Slots and racing.....	1,500
YMCA	Civic and social organization.....	1,200
Comcast Cable.....	TV cable service	1,300
Computer Science Corp.....	Computer processing	1,000

Source: Delaware Department of Labor.

* In January 2006, Bank of America completed its acquisition of MBNA America Bank.

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 research and development, marketing, distribution, intellectual property, customer relationships, unique skills or knowledge bases, 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 the State's third largest private employer, with over 8,000 employees in Delaware as of January 2006. Operating in more than 70 countries with over \$26 billion in sales in 2005, 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, a partnership was announced between the State and DuPont that will include an \$80 million capital investment by the company in its research and development center near Wilmington and a donation of intellectual property to Delaware's Emerging Technology Center. DuPont also built an acid recovery plant within a Delaware City refinery and introduced a new product line at their Delaware titanium dioxide manufacturing site.

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 June 2004, Hercules announced a \$15 million plan to renovate its central research center located in Wilmington, DE. The center will be the "hub" for the company's future research and development efforts. In connection with the upgrade of its research center, Hercules expects to close a facility in the Netherlands resulting in a dozen additional jobs for scientists in Delaware. Sales in 2005 were over \$2 billion.

GE Energy has announced a company-wide strategy to aggressively pursue new technologies that help meet today's environmental challenges. This is anticipated to include continued investment in their Delaware solar panel manufacturing site.

AIR LIQUIDE 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 announced plans to build a state-of-the-art R&D facility in Delaware. It plans to consolidate its US research and development operations along with some of its 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, which includes 119 new/relocated jobs, 21 retained positions, and 20 student and intern positions.

In addition, CIBA Specialty Chemicals (NYSE: CSB) has expanded its business operations in Newport, DE by adding jobs and developing the site into its NAFTA business and manufacturing headquarters for its Coating Effects Business Segment. Some of this was accomplished through the relocation of positions from its Tarrytown, NY facility. CIBA anticipates spending over \$24 million in capital expenditures in the next four years. This includes the ability to produce a raw material which was previously manufactured overseas.

Companies such as Dow Reichhold, FMC BioPolymers, Noramco (division of Johnson and Johnson) and Rohm and Haas have all established capital projects at their Delaware manufacturing sites in 2006.

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

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.

On April 20, 2004, AstraZeneca celebrated the opening of 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 April 1, 2006, AstraZeneca employed 5,000 in Delaware. With annual sales in 2005 of \$24 billion globally, it is estimated that AstraZeneca's product pipeline will be worth \$7.2 billion by 2008.

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. Because of the presence of these firms and others like them, as well as its highly capable research universities, Delaware has the second highest concentration of scientists and engineers in the United States. In addition, Delaware is ranked among the top states in the nation when it comes to the number of patents issued per capita. This high quality workforce and innovative research and development environment provide excellent opportunities for technology-based business growth. The State also provides a variety of technology resource programs to foster commercialization.

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, and NanoSelect.

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 have enabled about 12,000 new jobs in life science in 20 new companies between 1998 and 2005. 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 the largest credit card issuer 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 2005 totaled 9,831 units, an 1.4% increase over 9,692 units in 2004. Single family construction decreased by 6% to 7,281 units, while multi-family starts increased by 49% to 1,248 units. The sale of mobile homes increased by 17% to 1,302 units.

The following table outlines total housing production in the State by county for 2001 through 2005. Housing production includes single and multifamily, public and private housing, as well as mobile homes. In 2005, single family housing (including condominiums) represented 74% of total production, multifamily units represented 13%, and mobile homes represented 13%.

Production of Housing Units

	<u>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>
New Castle County	2,546	2,255	2,432	2,937	2,209
Kent County	1,088	1,452	2,170	2,133	2,270
Sussex County.....	2,029	2,624	3,184	3,512	4,050
Mobile Homes.....	<u>940</u>	<u>1,128</u>	<u>1,191</u>	<u>1,110</u>	<u>1,302</u>
Total.....	<u>6,603</u>	<u>7,459</u>	<u>8,977</u>	<u>9,692</u>	<u>9,831</u>

Source: Delaware State Housing Authority.

Automotive Industry

The State is home to two major automotive assembly plants. Employment at the two plants totals 3,800 less than 1% of the total jobs in Delaware. DaimlerChrysler produces the Dodge Durango, which will be redesigned for the 2007 model year. 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. Future modifications to the floor, second-row seats and electrical system will pave the way for the Dodge Durango Hybrid Vehicle, expected to be available 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.

Chrysler's first SUV brand vehicle, the Chrysler Aspen will also be produced in Newark, and its debut is expected in 2007. Targeted for the luxury end of the SUV market, vehicles sales of the Aspen are not expected to be influenced as much by gas price increases. Approximately 30,000 Chrysler Aspens are projected to be produced annually, compared to over 109,000 for the Dodge Durango in 2005.

The General Motors Boxwood Road assembly plant near Newport currently produces two of three new vehicles based on their Kappa architecture, the Pontiac Solstice, and the Saturn Sky. Exclusively for export, the Opel GT is scheduled to launch in 2007. Both the Pontiac Solstice and Saturn Sky have upgraded versions of the vehicles that are expected to be produced as well, the Solstice GT and Sky Redline.

Demand for the Pontiac Solstice is estimated at 35,000 units per year, and the Saturn Sky is sold-out through the end of 2006. The assembly plant operates three shifts producing approximately 155 vehicles per day. General Motors is studying a possible capacity increase for the assembly plant.

Incorporations

As of December 2005, the total number of business entities registered with the Delaware Division of Corporations passed 695,000 with more than 12,800 new entities registering during December – the 28th consecutive month in which new filings surpassed the same month in the prior year. The principal driver of this growth has been alternative business entities, such as 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". Since 1989, Delaware has ranked within the top five states in the nation in the number of new business entity formations with more than 133,000 formed in 2005 alone.

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. The 2003 law also allows the Court to mediate many types of complex business disputes, providing a more cost-effective, confidential, and consensual method for resolving litigable controversies. A 2004 law provides tax incentives for businesses to form Headquarter Management Corporations in Delaware and locate headquarter services 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 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 2005, the Division processed 191,000 filings and 121,000 UCC searches with total general fund revenue of \$13.8 million in fiscal year 2005. Pursuant to legislation enacted in 2005, the City of Wilmington is now eligible to receive up to a 30% share of the State's general fund UCC revenues.

Agriculture

Agriculture is a significant industry in Delaware. In 2005, there were 2,300 farms and land in farms at 520,000 acres accounted for 42% of Delaware's total land area. Farm size averaged 226 acres in 2005.

In 2005, the total market value of agricultural land and buildings was \$4.45 billion, and the average value per farm was \$1,936,000. The average market value per acre of farmland and buildings in Delaware in 2005 was \$8,400, more than five times the national average. Only four states had a higher value per acre of farm real estate in 2005.

In 2004, the value of agricultural sector production was a record \$1.03 billion with Delaware farmers realizing a record \$933.8 million in cash receipts from all commodities. This was an increase of 23% over 2003 cash receipts of 760.4 million. Higher prices for broiler chickens and significantly higher production of soybeans and corn from 2003 levels accounted for the increase.

Delaware's 2004 net farm income increased 29% from the 2003 level of \$271 million to a record \$350 million. Delaware's 2004 broiler chicken production (pounds liveweight) decreased 1% from 2003, but price per pound increased by 10 cents per pound, increasing the value of production to \$686 million, a 27% increase from 2003. Sussex County is the #1 broiler producing county in the country. Soybean production was up 36% from 2003 while corn for grain production increased 17% from 2003.

In 2004, Delaware ranked 1st in the United States in both the agricultural production value per farm (\$448,014) and per acre (\$1,944) as well as cash receipts per acre at \$1,762 and net farm income per acre at \$660. 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 2000-2004 are outlined in the table below.

FARM CASH RECEIPTS

<u>Year</u>	DELAWARE (million dollars)			UNITED STATES (billion dollars)		
	<u>Livestock & Livestock Products</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>
2000	\$555	\$178	\$733	1.9%	\$192.1	2.4%
2001	660	184	844	15.1	200.1	4.2
2002	547	170	717	-15.0	195.0	-2.5
2003	592	168	760	6.0	216.6	11.1
2004	743	191	934	22.9	241.2	11.4

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 handler of imported fruit, juice and produce, particularly winter Chilean fruit and juice concentrate from Argentina and Brazil. Other significant food items include Moroccan Clementines, fruit from New Zealand, and frozen meat and pet food from Australia and New Zealand. 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 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 684,000 square feet of modern temperature controlled refrigerated space. Effective early in 2006, an additional 60,000 square feet of new refrigerated warehouse space will have been constructed. 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 to the City and to fund capital projects. In addition, DSPC used funds borrowed from the Transportation Trust Fund to prepay commercial loans to Wilmington Trust and the Delaware River and Bay Authority. DSPC does not have the power to pledge the credit of the State.

In fiscal 2005, a total of 4.3 million tons of cargo passed through the Port's facilities, an increase of 2% from the 4.2 million tons handled in fiscal year 2004. Increased cargo volumes combined with a richer cargo mix produced an increase in operating revenue of 8% from \$25.7 million in fiscal year 2004 to \$27.9 million in fiscal year 2005.

Over \$135 million has been appropriated by the General Assembly through fiscal 2005 for Port infrastructure improvements and debt restructuring. An additional \$10 million has been appropriated for fiscal 2006. 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 \$445.6 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, 2005, 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 31 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 18 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 June 19, 2006.

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. The 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>2001</u>	<u>2002</u>	<u>2003</u>	<u>2004</u>	<u>2005</u>
18 Months Before Fiscal Year-End	\$2,329.3	\$2,432.6	\$2,361.8	\$2,309.9	\$2,742.6
9 Months Before Fiscal Year-End	2,329.1	2,348.6	2,269.1	2,586.3	2,777.2
Actual Fiscal Year-End Revenue.....	2,329.0	2,425.7	2,436.4	2,735.5	2,877.6

Economic Projections

Based upon national forecasts by Global Insight, Inc. in June 2005, the State is expected to show continued economic growth. The following chart compares forecasted population, employment and personal income growth rates for fiscal 2006 through 2008 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 2006</u>	<u>Fiscal 2007</u>	<u>Fiscal 2008</u>	<u>Fiscal 2006</u>	<u>Fiscal 2007</u>	<u>Fiscal 2008</u>
Population Growth.....	1.2%	1.2%	1.3%	0.9%	0.9%	0.9%
Employment Growth.....	1.6	1.0	1.3	1.5	1.4	1.4
Personal Income Growth.....	6.7	6.2	5.3	5.1	6.0	5.8

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

Revenue Summary - Fiscal 2006E - Fiscal 2008E

The following table and chart include DEFAC's forecast of budgetary General Fund revenue from all sources as of June 19, 2006 for fiscal 2006, fiscal 2007 and fiscal 2008. DEFAC forecasts General Fund revenue growth of 10.3%, 3.7% and 3.7% for fiscal years 2006, 2007 and 2008, respectively. After adjusting for tax law changes and other nonrecurring items, however, the estimates reflect underlying growth rates of 9.9%, 6.2% and 5.3%, respectively, for fiscal 2006, fiscal 2007 and fiscal 2008. See "Fiscal Year Ended June 30, 2006".

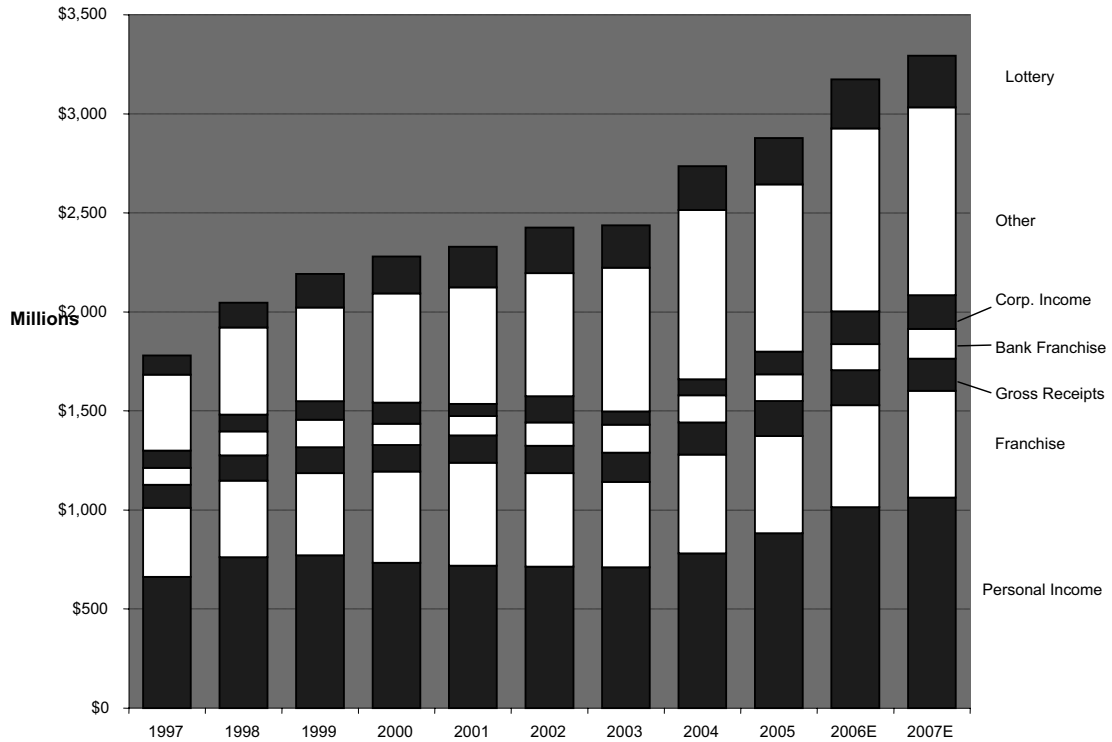
Budgetary General Fund Revenue (in millions)

	DEFAC Forecasts as of June 19, 2006					
	Fiscal 2006		Fiscal 2007		Fiscal 2008	
	Forecast	Change	Forecast	Change	Forecast	Change
Personal Income Tax.....	1,162.2	14.4%	1,222.5	5.2%	1,303.7	6.6%
Less: Refunds	<u>(147.5)</u>	10.8%	<u>(160.1)</u>	8.5%	<u>(168.2)</u>	5.1%
PIT Less Refunds.....	1,014.7	15.0%	1,062.4	4.7%	1,135.6	6.9%
Franchise Tax	526.6	3.6%	552.9	5.0%	580.6	5.0%
Less: Refunds	<u>(13.0)</u>	-23.9%	<u>(13.0)</u>	0.0%	<u>(13.0)</u>	0.0%
Franchise Tax Less Refunds.....	513.6	4.6%	539.9	5.1%	567.6	5.1%
Business Entity Fees	62.4	8.0%	66.1	5.9%	70.1	6.1%
Limited Partnerships & LLC's	77.4	22.1%	89.0	15.0%	99.7	12.0%
Uniform Commercial Code	14.5	5.0%	10.5	-27.6%	10.8	2.9%
Corporation Income Tax	187.5	19.4%	204.3	9.0%	214.8	5.1%
Less: Refunds	<u>(22.0)</u>	-48.9%	<u>(35.0)</u>	59.1%	<u>(32.5)</u>	-7.1%
CIT Less Refunds	165.5	45.3%	169.3	2.3%	182.3	7.7%
Bank Franchise Tax	132.8	-1.5%	151.3	13.9%	141.1	-6.7%
Gross Receipts Tax.....	177.0	0.2%	161.1	-9.0%	171.5	6.5%
Lottery.....	247.8	5.9%	259.3	4.6%	240.6	-7.2%
Abandoned Property	320.0	20.8%	315.0	-1.6%	315.0	0.0%
Hospital Board and Treatment.....	58.9	8.1%	62.2	5.6%	65.8	5.8%
Dividends and Interest.....	13.4	47.2%	16.1	20.1%	17.1	6.2%
Realty Transfer Tax	115.5	1.7%	108.4	-6.1%	108.4	0.0%
Estate Tax.....	4.9	-23.6%	0.0	-100.0%	0.0	NA
Insurance Taxes.....	68.5	20.2%	72.6	6.0%	77.0	6.1%
Public Utility Tax	39.2	7.4%	51.0	30.1%	52.8	3.5%
Cigarette Taxes	87.0	7.9%	91.0	4.6%	93.0	2.2%
Other Revenues	82.5	-26.2%	89.6	8.6%	88.6	-1.1%
Less: Other Refunds	(22.1)	-9.7%	(22.5)	1.8%	(22.4)	-0.4%
Total ⁽¹⁾	<u>\$3,173.5</u>	<u>10.3%</u>	<u>\$3,292.3</u>	<u>3.7%</u>	<u>\$3,414.6</u>	<u>3.7%</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 1997 and provides estimates for fiscal 2006 and fiscal 2007.

Budgetary General Fund Revenue at June 30
(in millions)



Source: For fiscal 2006 and 2007, DEFAC Report, June 19, 2006.

Expenditure Summary - Fiscal 2002 - Fiscal 2005

The following table compares total budgetary General Fund expenditures by major departments for the past four fiscal years ending with fiscal 2005. 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)

	Fiscal 2002⁽¹⁾	Change	Fiscal 2003	Change	Fiscal 2004	Change	Fiscal 2005	Change
Correction	\$179.2	(0.4%)	\$185.5	3.5%	\$189.6	2.2%	201.7	6.4%
Health and Social Services	617.6	8.2	639.4	3.5	652.6	2.1	707.4	8.4
Higher Education	213.7	(2.5)	205.2	(4.0)	207.5	1.1	228.3	10.2
Public Education	852.3	5.6	839.9	(1.5)	857.0	2.0	915.3	6.8
Safety & Homeland Security	96.1	2.6	99.7	3.6	95.4	(3.8)	99.7	4.5
Services to Children, Youth & Their Families	91.8	0.2	92.9	1.2	93.9	1.0	104.2	11.0
Other Expenditures	<u>403.0</u>	(13.4)	<u>391.5</u>	(2.9)	<u>457.2</u>	16.8	565.7	23.7
Total ⁽¹⁾	<u>\$2,453.8</u>	1.0%	<u>\$2,454.1</u>	0.0%	<u>\$2,553.7</u>	4.1	<u>\$2,822.3</u>	10.5

(1) Expenditures for fiscal 2002 include certain one-time expenditure initiatives, certain "pay-as-you-go" capital projects, and/or debt deauthorization and defeasance.

The State has elected to dedicate substantial budgetary General Funds to "one-time" expenditures, as opposed to increasing the size of the base operating budget, based on the State's economy and performance. Since 1997, \$2.5 billion of budgetary General Funds has been appropriated for capital projects and an additional \$154.8 million has been appropriated for debt reduction initiatives. These appropriations are reflected as supplemental appropriations in the chart below. The result of these supplemental appropriations is a distortion in the budgetary General Fund expenditure pattern reflected in the chart above.

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)

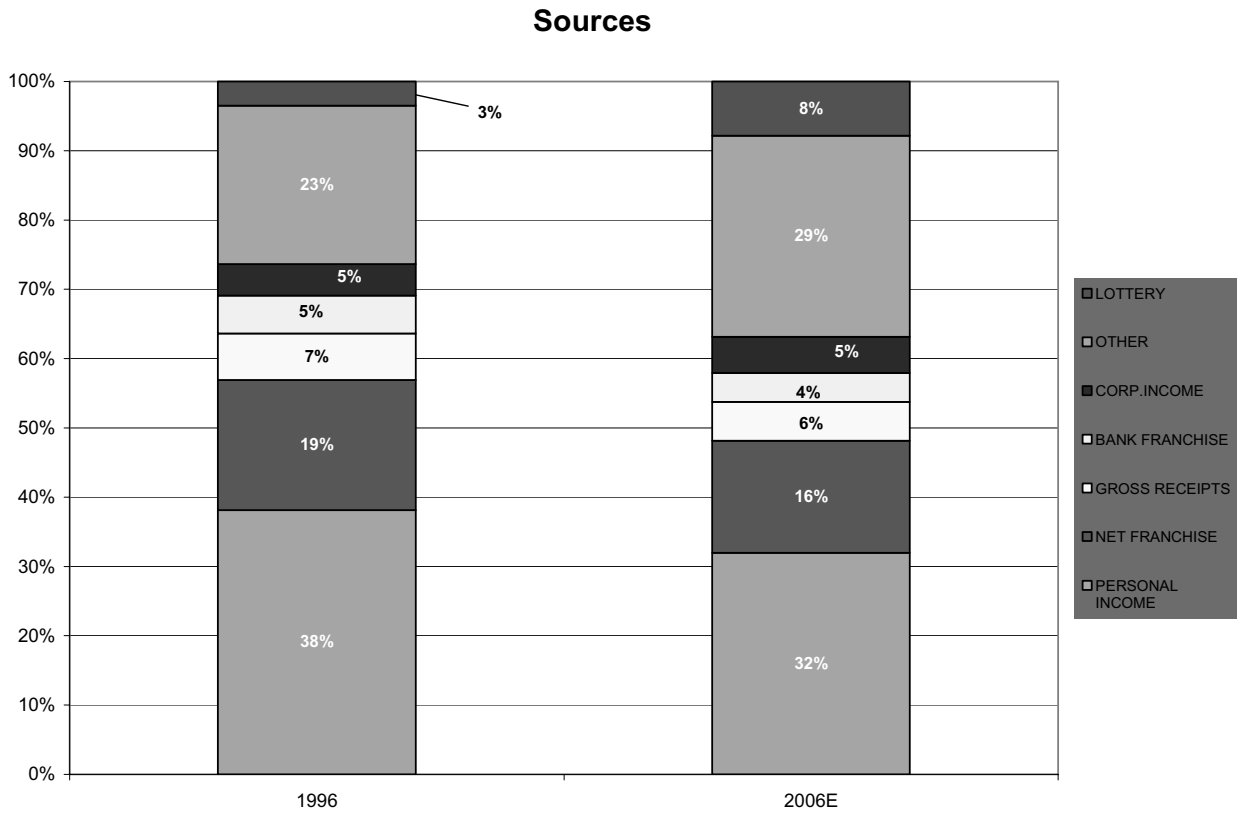
	<u>2001</u>	<u>Change</u>	<u>2002</u>	<u>Change</u>	<u>2003</u>	<u>Change</u>	<u>2004</u>	<u>Change</u>	<u>2005</u>	<u>Change</u>
Base Budget....	\$2,079.8	7.8%	\$2,195.0	5.5%	\$2,264.1	3.1%	\$2,331.5	3.0%	2,509.1	7.6%
Supplemental Appropriations	136.2	(19.9)	45.1	(66.9)	50.9	12.9	101.3	99.0	166.6	64.5
.....										
Prior Year Carryover.....	<u>213.1</u>	44.7	<u>213.8</u>	0.3	<u>139.1</u>	(34.9)	<u>120.9</u>	(13.1)	<u>146.7</u>	21.3
Total.....	\$2,429.1	8.1%	\$2,453.9	1.0%	\$2,454.1	.01%	\$2,553.7	4.1%	\$2,822.3	10.5%

Note: Totals may not add due to rounding.

Sources and Uses of State Funds

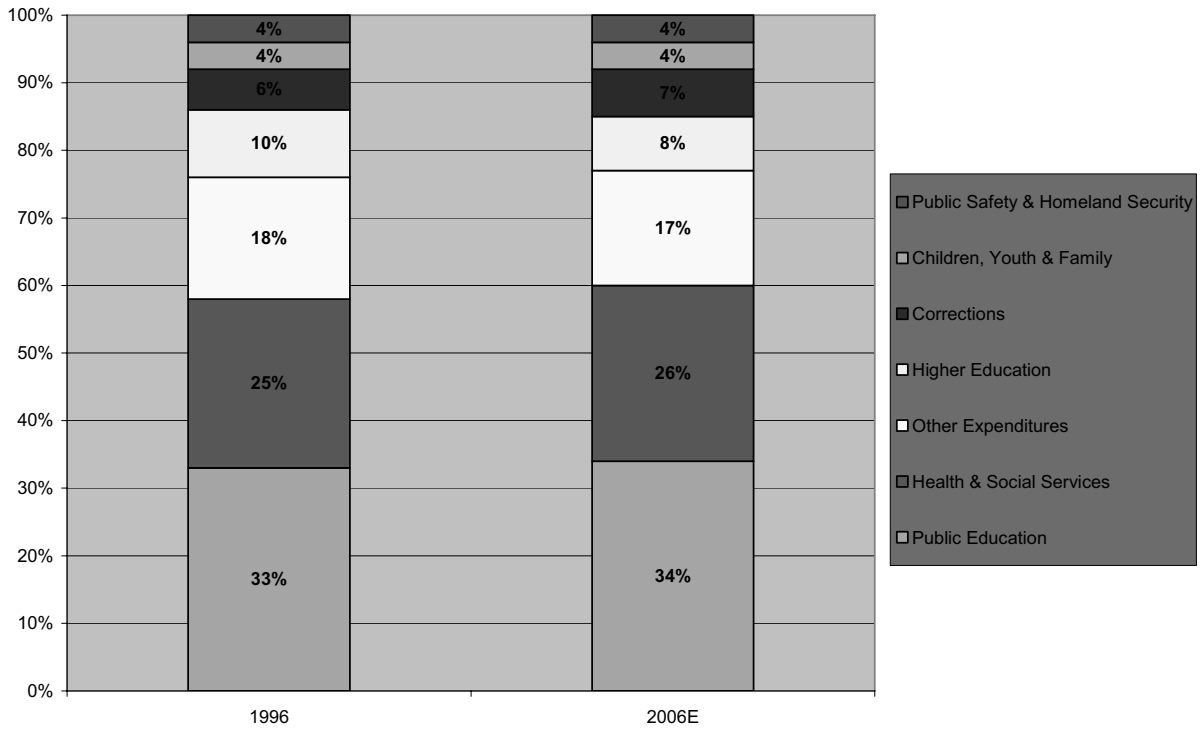
The distribution of budgetary General Fund revenues and appropriations is shown in the following bar charts, which compare fiscal 2006 estimates with ten years earlier.

SOURCES AND USES OF STATE FUNDS



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

Uses



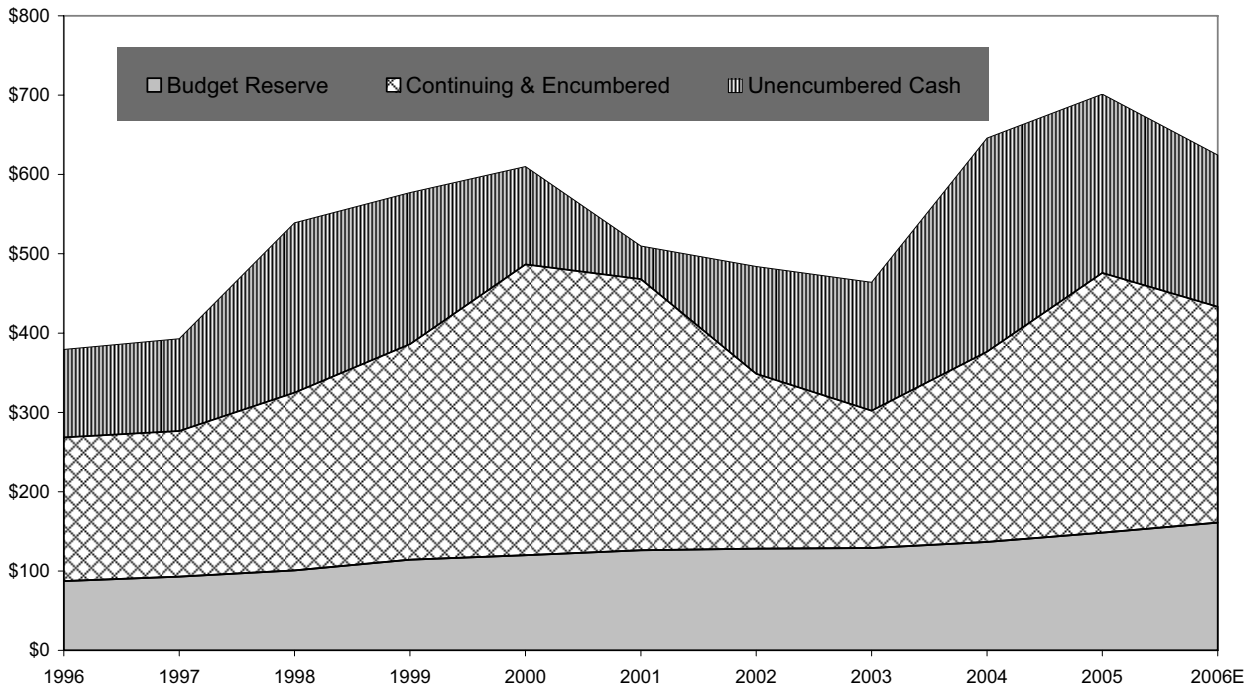
- (1) Other uses include administrative services, fire prevention, National Guard, natural resources and environmental control, other elective offices, legislative and executive branches, and agriculture.

FISCAL YEAR ENDED JUNE 30, 2004

The State ended fiscal 2004 with a cumulative cash balance of \$646.0 million. This balance represented 25.3% of the State's expenditures for the year. The Budget Reserve Account remained fully funded at the 5% level for the fiscal year, totaling \$136.5 million. An additional \$240.2 million was set aside for continuing and encumbered appropriations resulting in an unencumbered cash balance on June 30, 2004, of \$269.1 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 1996 to fiscal 2006.

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



Revenue

Net budgetary General Fund revenue for fiscal 2004 totaled \$2,735.7 million, a 6.6% increase from fiscal 2003 when adjusted for tax law changes and other one-time events. The unadjusted growth rate was 12.3%

Personal income taxes, after refunds, totaled \$781.2 million. The unadjusted growth rate was 10.0% compared to fiscal 2003.

Franchise taxes, after refunds, totaled \$499.3 million, a 15.8% increase from fiscal 2003. The adjusted growth rate was -5.5%.

Business entity fees reached \$49.5 million, a 26.3% increase from fiscal 2003. On an adjusted basis, corporation fees grew at 5.2%.

Corporate income taxes, after refunds, were \$81.0 million, a 22.1% increase from fiscal 2003.

Bank franchise taxes totaled \$136.6 million, -3.4% growth over fiscal 2003.

Business and occupational gross receipts taxes totaled \$161.5 million, an increase from fiscal 2003 of 9.5%.

Lottery revenue totaled \$222.0 million, a 4.2% increase from fiscal 2003.

Abandoned property revenue totaled \$302.0 million, a 30.5% increase from fiscal 2003.

Expenditures

Budgetary General Fund expenditures for fiscal 2004 totaled \$2,553.7 million, a 4.1% increase over fiscal 2003. The fiscal 2004 budgetary General Fund operating budget totaled \$2,445.1 million, a 2.2% increase from fiscal 2003. Grants-in-aid appropriations of \$38.4 million and the budgetary General Fund contribution to the capital budget of \$166.9 million combined with \$24.9 million in additional supplemental appropriations brought total appropriations to \$2,650.5 million. This appropriation package was within the constitutionally-prescribed limit of 98% of estimated revenues.

Balances

The following table outlines revenue, expenditures and remaining cash balances for fiscal 2004.

Actual Budgetary General Fund Balances - Fiscal 2004
(in millions)

Revenue		\$2,735.7
Expenditures		
Budget	\$2,445.1	
Grants	38.4	
Supplemental.....	<u>166.9</u>	
Total appropriations	\$2,650.4	
Continued and encumbered (prior years)	<u>173.3</u>	
Total spending authorizations	\$2,823.7	
Less: Continued and encumbered (present year).....	(240.2)	
Less: Reversions.....	<u>(29.8)</u>	
Total expenditures	<u>\$2,553.7</u>	
Operating balance.....		\$181.8 ⁽¹⁾
Prior year cash balance.....		<u>464.0</u>
Cumulative cash balance		\$646.0 ⁽¹⁾
Less: Continued and encumbered (present year).....		(240.2)
Less: Budget Reserve Account.....		<u>(136.5)</u>
Unencumbered cash balance.....		<u>\$269.3⁽¹⁾</u>

(1) Does not equal the sum of its components due to rounding of actual amounts.

FISCAL YEAR ENDED JUNE 30, 2005

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, an 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 ENDING JUNE 30, 2006

Based upon the June 19, 2006 DEFAC revenue forecasts, net budgetary General Fund revenue for fiscal 2006 is projected to total \$3,173.5 million, a 10.3% increase over fiscal 2005.

Revenue

Personal income taxes, after refunds, are projected to total \$1,014.7 million, an increase of 15.0% over fiscal 2005.

Franchise taxes, after refunds, are projected to total \$513.6 million, a 4.6% increase over fiscal 2005.

Business entity fees are projected to reach \$62.4 million, a 8.0% increase from fiscal 2005.

Corporate income taxes, after refunds, are estimated at \$165.5 million, a 45.3% increase from fiscal 2005.

Bank franchise taxes are projected to total \$132.8 million, an 1.5% decrease from fiscal 2005.

Business and occupational gross receipts taxes are projected to total \$177.0 million, an expected increase of 0.2% 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 is projected to total \$247.8 million, a 5.9% increase over fiscal 2005.

Abandoned property revenue is projected to total \$320.0 million, reflecting an 20.8% 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 \$35.0 million bringing total appropriations to \$3,201.5 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 estimated revenue, expenditures and remaining cash balances for fiscal 2006.

Forecast Budgetary General Fund Balances - Fiscal 2006
(in millions)

Revenue		\$3,173.5 ⁽¹⁾
Expenditures		
Budget	\$2,836.0	
Grants	42.4	
Supplemental.....	<u>323.1</u>	
Total appropriations	\$3,201.5	
Continued and encumbered (prior years)	<u>327.8</u>	
Total spending authorizations	\$3,529.3	
Less: Continued and encumbered (present year).....	(336.6)	
Less: Reversions.....	<u>(10.0)</u>	
Total expenditures		<u>\$3,182.7⁽¹⁾</u>
Operating balance.....		(9.2)
Prior year cash balance.....		<u>701.3</u>
Cumulative cash balance		692.1
Less: Continued and encumbered (present year).....		(336.6)
Less: Budget Reserve Account.....		<u>(161.1)</u>
Unencumbered cash balance.....		<u>\$ 194.4</u>

(1) Per June 19, 2006, 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 May 1, 2006, 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 2005, the General Assembly authorized appropriations of \$3,160.0 million for fiscal 2006, 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 \$161.1 million have been made which fully funded the Budget Reserve Account for fiscal 2006. 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.

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, Banister International
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. Recent 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 \$234 million, or 8% of the State's revenue in fiscal 2005. 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. In July 2004, the Commonwealth of Pennsylvania passed legislation to allow video lottery operations at various locations around the Commonwealth. Although the pace of implementation and ultimate impact on Delaware revenues are difficult to gauge, at its June 19, 2006 meeting, DEFAC estimated that competition with Pennsylvania will commence sometime in fiscal 2007 and, when fully implemented, will cost Delaware roughly \$30 million annually. 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 9% of the State's total revenue in fiscal 2005, or \$264.9 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 2005. See "STATE FINANCIAL OPERATIONS – "Expenditure Summary – Fiscal 2002–Fiscal 2006E" for a detailed explanation of the expenditure figures.

Budgetary General Fund Disbursements				
(in millions)				
	Fiscal 2002	Fiscal 2003	Fiscal 2004	Fiscal 2005
Salaries.....	\$956.0	\$966.3	\$971.6	1023.1
Debt Service.....	112.1	116.2	134.3	153.5
Contractual Services	226.3	216.1	223.9	228.8
Fringe Benefits, except Pensions ..	207.4	221.2	233.3	263.2
Pensions	98.1	106.3	127.8	147.1
Welfare and Assistance Grants	352.5	375.3	390.1	422.7
Other Grants.....	191.7	196.2	224.2	294.1
Other	<u>309.8</u>	<u>256.5</u>	<u>248.5</u>	<u>289.9</u>
Total Disbursements	<u>\$2,453.9</u>	<u>\$2,454.1</u>	<u>\$2,553.7</u>	<u>\$2,822.3</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 2004, the State provided 63.2%, the federal government 9.7% and localities 27.1% 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 2005-2006 school year, the average State-local funded classroom teacher's salary is \$58,929, of which \$38,215 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 2005 totaled \$966.4 million. Appropriations of \$1,011.4 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

(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 51,650 students in the 2005-2006 academic school year based upon Fall 2005 student headcount (36,638 on a full time equivalent ("FTE") basis). The three State-supported institutions are Delaware Technical and Community College which enrolled 13,999 students (9,057 FTE); Delaware State University, a land grant college located in Dover which enrolled approximately 3,722 students (2,853 FTE); and the University of Delaware, a land grant college located in Newark, which enrolled 20,982 students (15,615 FTE). The five privately supported institutions of higher education in the State enrolled an additional 12,947 students in 2005-2006 (9,113 FTE).

Budgetary General Fund expenditures for higher education in fiscal 2006 were \$221.4 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 \$221.4 million have been made for fiscal 2006, including \$125.0 million for the University of Delaware, \$65.7 million for Delaware Technical and Community College and \$37.4 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 2005 and provides estimates for Fiscal Years 2006 and 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>2006E</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 \$29.7 million in fiscal 2004, \$31.5 million in fiscal 2005 and has budgeted \$31.5 million in fiscal 2006 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 2004 expenditures totaled \$34.1 million. Fiscal 2005 expenditures totaled \$35.6 million, and \$37.4 million has been budgeted for fiscal 2006. 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 \$20.4 million in fiscal 2004 and \$21.1 million in fiscal 2005 and has budgeted \$23.7 million for fiscal 2006. The total Department budgetary General Fund budget for fiscal 2006 is \$106.5 million.

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 2005 were \$201.7 million. The budget for fiscal 2006 is \$210.6 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, 2005.

Real Property Valuations (in millions)

<u>County</u>	<u>Assessed Valuation</u> ⁽¹⁾	<u>Estimated Full Valuation</u>
New Castle	\$17,298.8 ⁽²⁾	\$51,065.4
Kent.....	2,823.5 ⁽³⁾	10,677.7
Sussex	<u>2,328.1</u> ⁽⁴⁾	<u>29,225.3</u>
Total	<u>\$22,443.5</u>	<u>\$90,968.5</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 \$184.3 million as of April 2006 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>2000</u>	<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>
Health & Social Services	52.8%	54.1%	55.8%	57.8%	58.5%	57.5%
Transportation	15.5%	15.7%	12.8%	12.1%	9.0%	10.4%
Public Education	10.6%	10.7%	11.1%	11.3%	12.1%	12.4%
Housing Authority	4.3%	4.5%	4.7%	4.4%	4.0%	3.7%
Labor	4.0%	3.9%	3.8%	3.7%	3.5%	3.5%
Higher Education	2.5%	2.3%	2.4%	2.8%	2.6%	2.7%
Natural Resources	2.9%	2.5%	2.9%	2.0%	3.5%	2.8%
Other	<u>7.3%</u>	<u>6.4%</u>	<u>6.4%</u>	<u>6.1%</u>	<u>6.8%</u>	<u>7.0%</u>
	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100%</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 \$15,000 in 2006. The percentage of income limit was also raised to 100% of taxable salary. An additional, phased-in catch up contribution has been added for use by those age 50 and older. Those who meet the age requirement may contribute an additional \$5,000 in 2006. After 2006, the "over 50" catch up amount will be indexed in increments of \$500 per year.

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 2006 was \$283.4 million.

STATE PENSION PLAN

The State of Delaware Employees Pension Plan (the "Plan"), established by the General Assembly, covers approximately 33,379 active employees and approximately 19,446 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 25 active officers and 550 retirees, the new State Police Pension Plan which covers the 610 officers hired after July 1, 1980 and 40 retirees, and the State Judiciary Pension Plan which covers 53 active employees and 38 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 Mercantile Safe Deposit and Trust Company, Baltimore, Maryland. The Fund's assets are managed by professional investment management firms. The total return on the Fund in fiscal 2005 was 9.6% compared to 6.3% 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 Milliman USA, Inc. on an annual basis. The most recent valuation (as of June 30, 2005) was completed in September 2005. 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 \$87.3 million as of June 30, 2005.

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)

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 Milliman USA, Inc. The new State Police Pension Plan was overfunded in the amount of \$552,000 on June 30, 2005. The State Judiciary Pension Plan showed an unfunded accrued liability on June 30, 2005 of \$8.9 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, 2005, this plan had an unfunded accrued liability of \$283.0 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 2005 was \$70.6 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>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>
Income					
Employee Contributions	\$ 31.8	\$ 33.4	\$ 35.1	\$36.0	\$37.9
State Contributions (budgetary General Fund and budgetary Special Funds)	58.7	50.1	66.0	85.2	104.5
Investment Income.....	<u>(275.6)</u>	<u>(300.5)</u>	<u>141.8</u>	<u>732.4</u>	<u>500.5</u>
Total Income.....	<u>\$(184.9)</u>	<u>\$(217.0)</u>	<u>\$242.9</u>	<u>\$855.6</u>	<u>\$642.9</u>
Disbursements					
Pension Benefits Paid	\$175.3	\$194.8	217.1	243.2	271.3
Refunds	2.5	2.4	2.6	2.3	2.4
Other Disbursements	<u>8.2</u>	<u>8.4</u>	<u>9.0</u>	<u>8.9</u>	<u>8.7</u>
Total Disbursements.....	<u>\$186.1</u>	<u>\$205.7</u>	<u>\$228.7</u>	<u>\$254.4</u>	<u>\$282.4</u>
Excess of Income over Disbursements	<u>\$(371.1)</u>	<u>\$(422.6)</u>	<u>\$ 14.2</u>	<u>\$599.2</u>	<u>\$360.5</u>
Total Plan Assets	<u>\$5,057.8</u>	<u>\$4,635.3</u>	<u>\$4,649.5</u>	<u>\$5,248.0</u>	<u>\$5,608.5</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 43.45% 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 2006 is estimated to be \$96 million, in comparison to \$84 million in fiscal 2005. 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 initial estimate of the State’s actuarially accrued liability, based on an actuarial analysis conducted in September 2005, has been determined to be approximately \$4 billion when implementation begins, assuming advance funding, as determined by an actuarial valuation. The State has begun pre-funding the obligation with lump sum payments and expects to begin contributing a percentage of payroll as

early as fiscal 2007. While the State has not yet determined how the liability will ultimately be managed, approximately \$24 million in assets have been accumulated as of May 2006.

EMPLOYEE RELATIONS

The State currently has 30,554 full-time equivalent (FTE) positions budgeted for fiscal year 2006, an increase of 2,011 FTEs from fiscal 2005. This includes 16,714 positions in the executive branch, 12,867 in the public schools, and 973 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.....	Carl C. Danberg
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.....	Stanley W. Taylor, Jr.
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. Davist
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 \$40.8 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. Certain legal matters will be passed upon for the 2006A Underwriters (defined herein) by their counsel Stradley Ronon Stevens & Young, LLP, Philadelphia, Pennsylvania. Neither Bond Counsel nor counsel for the 2006A Underwriters has 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 2006A Bonds maturing on August 1, 2014 to August 1, 2017, inclusive, on August 1, 2019 to August 1, 2020, inclusive, and on August 1, 2023, and the 2006B Bonds maturing on August 1, 2016 to August 1, 2017, inclusive, on August 1, 2020, August 1, 2023, and August 1, 2025 to August 1, 2026, 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 inside 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 2006A Bonds maturing on August 1, 2007 to August 1, 2013, inclusive, on August 1, 2018, on August 1, 2021 to August 1, 2022, inclusive, and on August 1, 2024 to August 1, 2026 inclusive, and the 2006B Bonds maturing on August 1, 2007 to August 1, 2015, inclusive, on August 1, 2018 to August 1, 2019, inclusive, on August 1, 2021 and on August 1, 2024 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 inside 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.

UNDERWRITING

The 2006A Bonds are being purchased by Merrill Lynch, Pierce, Fenner & Smith, Incorporated, as representative of a group of underwriters (the "2006A Underwriters"). The 2006A Underwriters have agreed to purchase said 2006A Bonds at a purchase price of \$33,549,351.96 (which is equal to the aggregate principal amount of \$33,655,000 plus net original issue premium of \$34,115.80 less underwriters' discount of \$139,763.84). The 2006A Underwriters' obligation to make such purchase is subject to certain terms and conditions set forth in the related purchase contract, the approval of certain legal matters by Bond Counsel and certain other conditions.

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 2001 Through 2005**

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

	Fiscal Years Ended June 30				
	<u>2001</u>⁽¹⁾	<u>2002</u>⁽¹⁾	<u>2003</u>⁽¹⁾	<u>2004</u>⁽¹⁾	<u>2005</u>⁽¹⁾
Receipts					
Tax Revenue					
Personal Income.....	\$837,805	\$841,090	\$839,879	\$906,437	\$1,015,637
Franchise	533,593	492,490	448,160	515,827	508,064
Corporation Income.....	139,392	180,383	108,522	106,335	157,022
Gross Receipts	110,370	137,865	147,556	161,511	176,622
Public Utility.....	30,422	29,246	32,762	34,083	36,504
Cigarette.....	27,386	27,869	36,714	75,670	80,655
Pari-Mutual	207	198	203	188	169
Inheritance and Estate.....	41,150	41,552	39,339	13,395	6,411
Realty Transfer	39,208	50,192	65,980	88,554	113,557
Alcoholic Beverage	11,611	11,739	12,239	13,385	13,777
Insurance Taxes	40,228	55,275	53,559	51,885	54,361
Bank Franchise	96,675	118,383	141,462	136,627	134,778
All Other	<u>189,623</u>	<u>185,815</u>	<u>264,633</u>	<u>364,693</u>	<u>339,713</u>
Total Taxes.....	2,097,670	2,172,096	2,191,008	2,468,590	2,637,271
Revenue Refunds	<u>208,930</u>	<u>215,627</u>	<u>223,604</u>	<u>190,993</u>	<u>217,801</u>
Net Taxes	1,888,740	1,956,469	1,967,405	2,277,597	2,419,470
Other Revenue					
Fees	69,806	80,237	78,020	90,187	98,985
Interest Earnings	38,223	30,538	20,777	9,044	9,105
Sales ⁽²⁾	287,956	312,607	308,556	306,053	288,789
Grants, Donations & Special Income	2,718	5,718	6,055	2,429	2,400
Licenses	7,164	7,207	8,115	9,396	13,144
Other Revenue	3,265	3,019	2,693	3,297	3,431
Non-revenue and Transfers	<u>31,156</u>	<u>29,921</u>	<u>44,736</u>	<u>37,670</u>	<u>42,260</u>
Total Other Revenue.....	440,287	469,247	468,952	458,076	458,114
Total Receipts	<u>\$2,329,026</u>	<u>\$2,425,716</u>	<u>\$2,436,358</u>	<u>\$2,735,674</u>	<u>\$2,877,584</u>
Disbursements					
Legislative.....	\$ 10,314	\$ 10,798	\$ 10,951	\$ 10,893	\$ 11,640
Judicial	61,344	65,184	66,414	69,815	75,247
Executive.....	105,000	97,454	84,334	82,371	123,842
Technology and Information.....	-	494	6,410	33,314	31,843
Other Elective Offices.....	42,049	42,649	45,177	63,356	84,839
Legal	26,002	28,713	29,765	29,219	32,177
Dept. of State.....	20,196	18,113	16,765	14,976	17,058
Dept. of Finance.....	56,921	16,936	15,508	30,074	41,730
Dept. of Administrative Services.....	71,733	55,347	50,269	55,041	74,916
Dept. of Health & Social Services.....	570,467	617,553	639,425	652,563	707,351
Dept. of Children, Youth & Their Families...	91,569	91,782	92,901	93,923	104,169
Dept. of Correction	181,610	179,228	185,493	189,619	201,694
Dept. of Natural Resources & Env. Control..	45,981	43,574	40,967	43,137	45,774
Dept. of Safety & Homeland Security.....	93,733	96,102	99,730	95,940	99,818
Dept. of Transportation.....	-	-	-	-	-
Dept. of Labor	5,832	5,991	5,967	5,987	6,574
Other	<u>20,041</u>	<u>17,711</u>	<u>18,833</u>	<u>19,040</u>	<u>19,787</u>
Total Departments.....	1,402,790	1,387,631	1,408,911	1,489,267	1,678,461
Higher Education	219,189	213,705	205,233	207,508	228,342
Public Education	<u>807,046</u>	<u>852,541</u>	<u>839,948</u>	<u>856,956</u>	<u>915,545</u>
Total Education.....	1,026,235	1,066,246	1,045,181	1,064,464	1,143,887
Total Disbursements	<u>\$2,429,025</u>	<u>\$2,453,877</u>	<u>\$2,454,092</u>	<u>\$2,553,731</u>	<u>\$2,822,348</u>
Receipts Over (Under) Disbursements	(99,999)	(28,160)	(17,734)	181,943	55,236
Cash Balance-Beginning of Period	609,913	509,913	481,753	464,019	645,961
General Fund Advances to Other Funds	-	-	-	-	-
Cash Balance.....	<u>\$ 509,913</u>	<u>\$ 481,753</u>	<u>\$ 464,019</u>	<u>\$ 645,961</u>	<u>\$ 701,197</u>

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2001 through June 30, 2004.

(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>2001⁽¹⁾</u>	<u>2002⁽¹⁾</u>	<u>2003⁽¹⁾</u>	<u>2004⁽¹⁾</u>	<u>2005⁽¹⁾</u>
Receipts					
Taxes					
Insurance	\$ 17,085	\$ 19,354	\$ 18,730	\$ 20,093	\$ 21,385
Local School Property.....	221,641	238,949	258,229	289,703	316,417
All Other.....	<u>260,427</u>	<u>273,700</u>	<u>285,845</u>	<u>247,682</u>	<u>289,979</u>
Total Taxes	<u>499,153</u>	<u>532,003</u>	<u>562,805</u>	<u>557,479</u>	<u>627,782</u>
Other Revenue					
Federal Grants and Reimbursements	862,065	886,231	958,421	1,036,703	1,127,048
Pension Fund Receipts	80,054	79,839	100,875	119,379	132,513
Interest Earnings.....	48,308	35,853	28,330	25,166	20,612
All Other.....	<u>461,177</u>	<u>556,845</u>	<u>582,092</u>	<u>641,401</u>	<u>720,641</u>
Total Other Revenue.....	<u>1,451,604</u>	<u>1,558,768</u>	<u>1,669,717</u>	<u>1,822,648</u>	<u>2,000,815</u>
Non-Revenue and Transfer					
Sale of Bonds	-	137,640	240,608	270,293	129,445
Receipts from Pension Fund.....	399,415	379,836	404,237	509,704	482,351
All Other.....	<u>540,123</u>	<u>595,891</u>	<u>566,043</u>	<u>675,926</u>	<u>790,976</u>
Total Non-Revenue and Transfer	<u>939,538</u>	<u>1,113,367</u>	<u>1,210,888</u>	<u>1,455,923</u>	<u>1,402,771</u>
Total Receipts.....	2,890,295	3,204,138	3,443,410	3,836,050	4,031,368
Total Disbursements.....	<u>2,987,257</u>	<u>3,229,914</u>	<u>3,371,434</u>	<u>3,642,961</u>	<u>4,075,696</u>
Receipts Over (Under) Disbursements	(96,962)	(25,777)	71,976	193,089	(44,328)
Operating Cash Balance-Beginning of Period...	<u>922,791</u>	<u>831,433</u>	<u>804,262</u>	<u>861,813</u>	<u>1,055,600</u>
Operating Cash Balance-End of Period.....	<u>\$ 825,828</u>	<u>\$ 805,656</u>	<u>\$ 876,238</u>	<u>\$1,054,902</u>	<u>\$1,011,272</u>
Other Cash					
Payables ⁽²⁾	5,605	(1,394)	(14,424)	698	840
Cash Balance.....	<u>\$ 831,433</u>	<u>\$ 804,262</u>	<u>\$ 861,813</u>	<u>\$1,055,600</u>	<u>\$1,012,112</u>

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2001 through June 30, 2004.

(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 founded 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>2001⁽¹⁾</u>	<u>2002⁽¹⁾</u>	<u>2003⁽¹⁾</u>	<u>2004⁽¹⁾</u>	<u>2005⁽¹⁾</u>
Receipts					
Net Taxes.....	\$ 2,387,891	\$ 2,488,472	\$ 2,530,209	\$ 2,835,076	\$ 3,047,252
Interest Earnings.....	86,531	66,392	49,107	34,210	29,718
Grants, Donations and Special Income.....	815,670	852,829	902,424	997,480	1,071,632
Licenses.....	10,519	10,350	11,905	12,639	16,989
Fees	154,033	166,613	174,080	201,376	217,144
Sales	336,237	369,458	343,556	366,224	357,300
Other Revenue.....	<u>552,441</u>	<u>632,080</u>	<u>705,991</u>	<u>751,819</u>	<u>852,188</u>
Total Revenue.....	4,343,322	4,586,193	4,717,273	5,198,823	5,592,223
Non-Revenue and Transfers.....	<u>875,998</u>	<u>1,043,661</u>	<u>1,162,494</u>	<u>1,372,901</u>	<u>1,316,728</u>
Total Receipts.....	5,219,320	5,629,854	5,879,767	6,571,724	6,908,951
Total Disbursements.....	<u>5,416,282</u>	<u>5,683,792</u>	<u>5,825,526</u>	<u>6,196,692</u>	<u>6,898,043</u>
Receipts Over (Under) Disbursements	(196,962)	(53,938)	54,242	375,031	10,908
Cash Balance-Beginning of Period.....	1,532,704	1,341,346	1,286,014	1,325,832	1,701,561
General Fund Advances to Other Funds.....	-	-	-	-	-
Operating Cash Balance-End of Period.....	<u>\$1,335,742</u>	<u>\$1,287,409</u>	<u>\$1,340,256</u>	<u>\$1,700,863</u>	<u>\$1,712,469</u>
Other Cash					
Payables ⁽²⁾	5,605	(1,394)	(14,424)	698	840
Cash Balance.....	<u>\$1,341,346</u>	<u>\$1,286,014</u>	<u>\$1,325,832</u>	<u>\$1,701,561</u>	<u>\$1,713,309</u>

(1) Unaudited. The State has audited GAAP financial statements for the fiscal years ending June 30, 2001 through June 30, 2004.

(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 founded 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, 2005**

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Appendix B

*State of Delaware
Basic Financial Statements
For the fiscal year ended
June 30, 2005*



KPMG LLP
1601 Market Street
Philadelphia, PA 19103-2499

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, 2005, 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; and certain major funds (including Lottery and DelDot) which represent 94% of the assets and 93% of the revenues of the business-type activities. The financial statements of these entities were audited by other auditors whose reports thereon have been furnished to us, and our opinions 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit 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, 2005, and the respective changes in financial position and, where applicable, cash flows 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 19, the budgetary comparison schedules for the general fund and special fund on pages 100 through 105, the information about infrastructure assets reported using the modified approach on pages 106 and 107, and the schedules of required supplementary pension data on pages 108 through 110 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 and the other auditors 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 and the other auditors did not audit the information and express no opinion on it.

KPMG LLP

January 4, 2006

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, 2005. 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-ix of this report.

These financial statements have been prepared using the financial accounting model adopted by the Governmental Accounting Standards Board (GASB). This is the third year of implementation in Delaware for these new standards.

Financial Highlights

- The assets of the State exceeded its liabilities at the close of the most recent fiscal year by \$5.2 billion (net assets). Component units reported net assets of \$596.1 million, an increase of \$49.1 million from the previous year.
- The primary government's total net assets increased by \$221.2 million (4.4%) in fiscal year 2005. Net assets of governmental activities increased by \$275.0 million (13.6%) from the previous year, while net assets of the business-type activities decreased \$53.7 million (1.8%) from the previous year. This increase relates primarily to the acquisition of capital assets.
- As of the close of the current fiscal year, the State's governmental funds reported combined ending fund balances of \$1,444.2 million, an increase of \$55.1 million (4.0%) in comparison with the prior year. This increase resulted primarily from increases in business taxes and grant revenues.
- At the end of the current fiscal year, unreserved fund balance for the general fund was \$999.2 million, or 30.5% of total general fund expenditures. For the most part, the unreserved fund balance is not available for new spending. These funds have been committed based on State statutes.
- The State's total general obligation debt increased during the fiscal year to \$1,026.9 million, an increase of \$14.4 million. Delaware's debt burden reflects the centralized role of the State government in financing capital projects that are typically funded by local governments, such as school districts, in other states. As of June 30, 2005, 32.4% or \$332.6 million, of the State's outstanding debt was issued on behalf of local school districts which are fully 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 Community College Educational Foundation and 13 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 20-21 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, unlike the government-wide financial statements, 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 fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances 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 fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances 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 this budget. The statement can be found on page 102 of this report.

The basic governmental fund financial statements can be found on pages 22-25 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 the State Lottery, Unemployment Trust Fund and the Department of Transportation operations.

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 State Lottery, Unemployment Trust Fund and

the Department of Transportation (DelDOT), all of which are considered to be major funds of the State.

The basic proprietary fund financial statements can be found on pages 26-28 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 29-30 of this report. Combining fiduciary fund statements can be found on pages 112-115.

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 34-98 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 assumption for the State's pension trusts. RSI can be found on pages 99-110 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 \$5.2 billion at the close of the most recent fiscal year.

The largest portion of the State's net assets (67.8%) reflects its investment in capital assets (e.g., land, buildings, vehicles, and equipment); less any related debt used to acquire those assets that is still outstanding. 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 7.2% 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 (25.0%), may be used at the State's

discretion, but, for the most part, these funds have been appropriated based on State statutes.

Net Assets as of June 30, 2005
State of Delaware's Net Assets

(Expressed in Thousands)

	Governmental Activities		Business-type Activities		Total	
	2005	2004	2005	2004	2005	2004
Current and other non-current assets	\$ 2,057,359	\$ 1,977,745	\$ 526,201	\$ 581,737	\$ 2,583,560	\$ 2,559,482
Capital assets	2,061,595	1,822,570	3,447,854	3,377,007	5,509,449	5,199,577
Total assets	4,118,954	3,800,315	3,974,055	3,958,744	8,093,009	7,759,059
Long-term liabilities outstanding	1,262,497	1,229,869	863,108	820,485	2,125,605	2,050,354
Other liabilities	552,595	541,545	210,916	184,485	763,511	726,030
Total liabilities	1,815,092	1,771,414	1,074,024	1,004,970	2,889,116	2,776,384
Net assets:						
Invested in capital assets, net of related debt	983,693	767,977	2,546,144	2,561,502	3,529,837	3,329,479
Restricted	161,050	148,150	212,810	219,844	373,860	367,994
Unrestricted	1,159,119	1,112,774	141,077	172,428	1,300,196	1,285,202
Total net assets	\$ 2,303,862	\$ 2,028,901	\$ 2,900,031	\$ 2,953,774	\$ 5,203,893	\$ 4,982,675

The condensed financial information on the following page was derived from the government-wide Statement of Activities and reflects how the State's net assets changed during the fiscal year.

Changes in Net Assets - Primary Government

(Expressed in Thousands)

	Governmental Activities		Business-type Activities		Total Primary Government	
	2005	2004	2005	2004	2005	2004
Revenues:						
Program revenues:						
Charges for services	\$ 405,520	\$ 428,206	\$ 1,112,137	\$ 1,045,533	\$ 1,517,657	\$ 1,473,739
Operating grants and contributions	905,737	894,779			905,737	894,779
Capital grants and contributions	5,000		105,924	92,680	110,924	92,680
General revenues:						
Taxes:						
Personal income taxes	882,020	777,969			882,020	777,969
Business taxes	1,375,828	1,356,081			1,375,828	1,356,081
Other taxes	264,165	240,296			264,165	240,296
Real estate taxes	317,664	289,346			317,664	289,346
Investment earnings	35,624	36,109	18,609	18,261	54,233	54,370
Gain (Loss) on sale of assets		(2,482)	561	(654)	561	(3,136)
Miscellaneous	37,570	37,105			37,570	37,105
Total revenues	<u>4,229,128</u>	<u>4,057,409</u>	<u>1,237,231</u>	<u>1,155,820</u>	<u>5,466,359</u>	<u>5,213,229</u>
Expenses:						
General Government	404,190	339,945			404,190	339,945
Health and Children's Services	1,450,505	1,399,354			1,450,505	1,399,354
Judicial and Public Safety	477,691	442,345			477,691	442,345
Natural Resources and Environmental Control	95,622	113,189			95,622	113,189
Labor	61,360	61,963			61,360	61,963
Education	1,592,035	1,422,046			1,592,035	1,422,046
Payment to Component Unit -						
General Government		1,952				1,952
Education	73,279	73,361			73,279	73,361
Interest Expense	44,003	50,201			44,003	50,201
Lottery			388,062	357,011	388,062	357,011
Transportation			566,110	497,499	566,110	497,499
Payment to Component Unit				8,852		8,852
Unemployment			92,284	114,136	92,284	114,136
Total expenses	<u>4,198,685</u>	<u>3,904,356</u>	<u>1,046,456</u>	<u>977,498</u>	<u>5,245,141</u>	<u>4,881,854</u>
Increase (Decrease) in net assets before transfers	30,443	153,053	190,775	178,322	221,218	331,375
Transfers	<u>244,518</u>	<u>242,560</u>	<u>(244,518)</u>	<u>(242,560)</u>		
Increase (decrease) in net assets	274,961	395,613	(53,743)	(64,238)	221,218	331,375
Net assets - beginning of year	<u>2,028,901</u>	<u>1,633,288</u>	<u>2,953,774</u>	<u>3,018,012</u>	<u>4,982,675</u>	<u>4,651,300</u>
Net assets - end of year	<u>\$ 2,303,862</u>	<u>\$ 2,028,901</u>	<u>\$ 2,900,031</u>	<u>\$ 2,953,774</u>	<u>\$ 5,203,893</u>	<u>\$ 4,982,675</u>

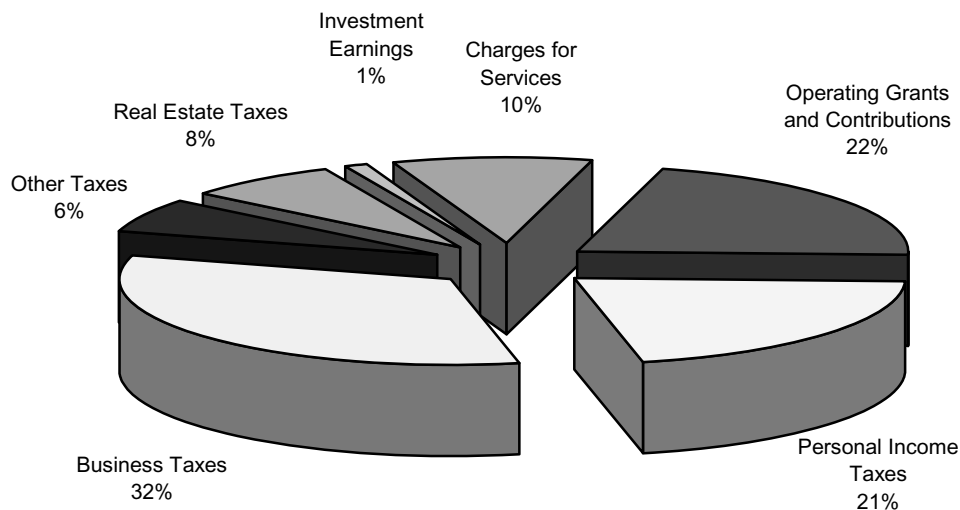
Governmental activities. Governmental activities increased the State's net assets by \$275.0 million. The decrease by the business-type activities of \$53.7 million is explained on the following page. A comparison of the cost of services by function for the State's governmental activities is shown in 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 \$178.4 million (6.5%) based on growth primarily in personal income taxes of \$104.0 million (13.4%) due, in part, to better jobs, income, and stock performance. The realty transfer tax grew by \$28.3 million (9.8%) due to low mortgage rates and a continued building boom throughout the State.

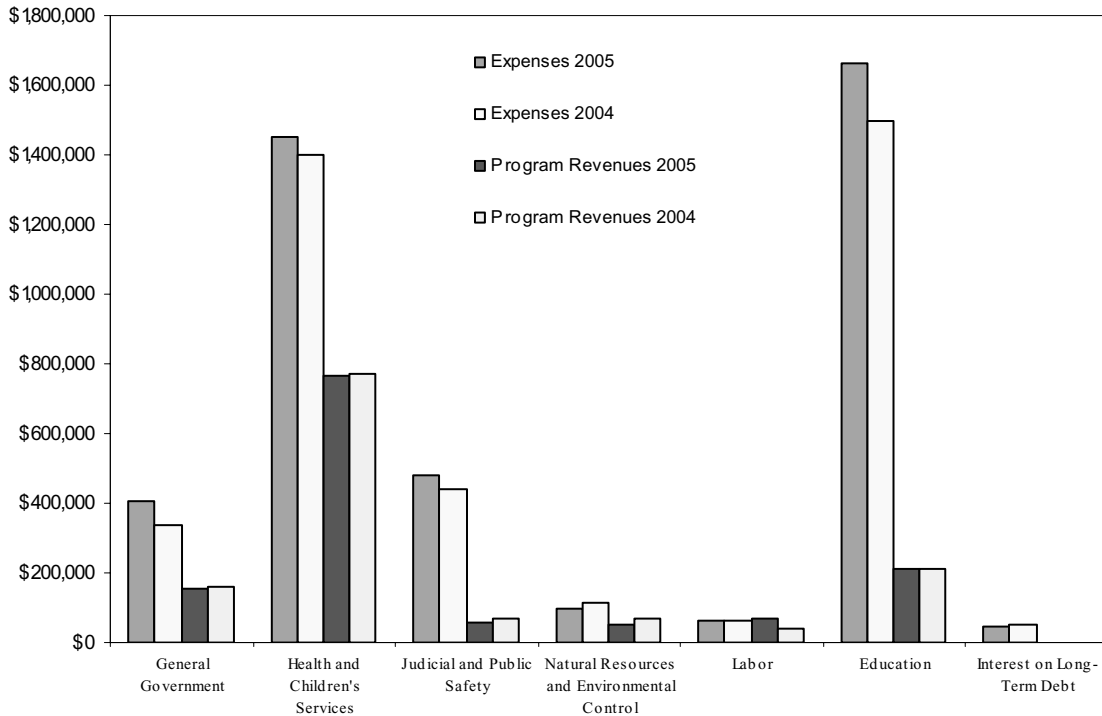
Program Revenues were approximately the same as the prior year decreasing by only \$6.7 million (.5%). Charges for services were lower by \$20.3 million for Health and Children’s Services due to a change in the federal match for Medicaid payments.

Revenues by Source – Governmental Activities



Expenses for governmental activities increased during fiscal year 2005 by \$294.3 million, or 7.5%. The largest increase occurred in Education expenses which increased by \$170.0 million due to a continued implementation of education initiatives such as the expansion of resource teachers to all elementary schools, expansion of public school transportation routes and an increase in student population. General government expenses increased by \$64.2 million due to increased costs related to economic development and flood mitigation. Health and Children’s Services spending increased by \$51.2 million over the prior fiscal year, an increase attributable to escalating Medicaid costs and an increase in the population needing public assistance. Judicial and Public Safety expenses increased by \$35.3 million due to increased caseloads within the court system and additional spending on homeland security. These increases were offset, in part, by a decrease of expenses incurred in Natural Resources and Environmental Control as expense for land purchases were capitalized. In addition, interest expense decreased by \$6.2 million (12.4%) due to the timing of advanced refunding in prior years reducing the interest rates on state debt.

Expenses and Program Revenues – Governmental Activities



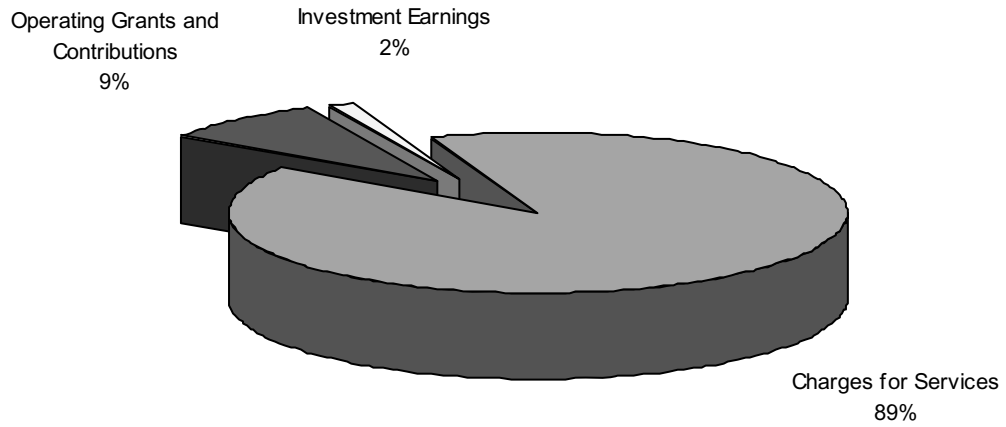
Business-type activities. Business-type activities decreased the State's net assets by \$53.7 million. This decrease is comprised of a \$7.0 million decrease in net assets by the Delaware Unemployment Insurance Trust Fund, a \$47.0 million decrease in net assets by the Delaware Department of Transportation (DelDOT) and a \$0.3 million increase in net assets of the Delaware State Lottery.

The decrease in net assets of the Delaware Unemployment Insurance Trust Fund is attributable to a 19.1% reduction in benefits paid which is partially offset by a 16.9% increase in unemployment tax collected during fiscal 2005. Even though benefits paid exceeded revenue collected by \$18.8 million, fund equity remains adequate to pay average benefits for the next two years without additional revenue.

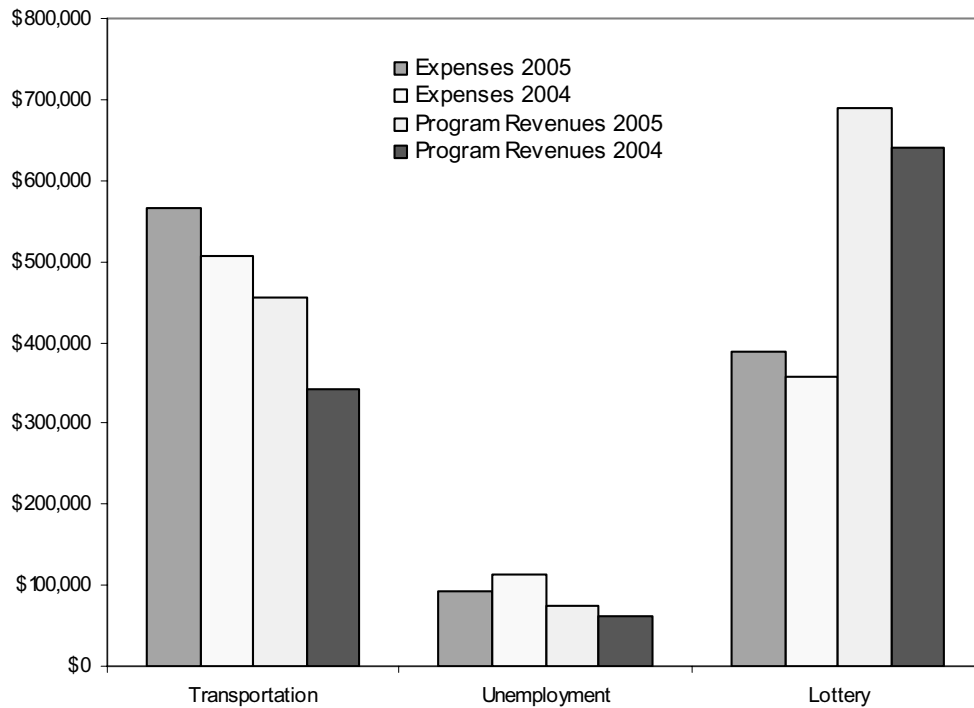
The DelDOT fund's net assets at June 30, 2005 were \$47.0 million lower than June 30, 2004 primarily due to an increase in operating expenses. DelDOT's operating revenues increased by \$7.6 million, or 2%, to \$349.4 million due to an increase in motor vehicle document and registration fees. Operating expenses increased by \$56.6 million to \$528.6 million, with the largest contributing factors being a 31% increase in payroll expenses and a 21% increase in professional fees.

The Delaware State Lottery recorded an increase in net assets of \$0.3 million in fiscal year 2005. Revenue increased by 7.6%, or \$48.4 million, over last year due to increased sales of Powerball, Powerplay, instant and video lottery games. Lottery prize expenses also increased by 12.4%, or \$6.6 million, over the previous year. By law, the Delaware Lottery's fund balance cannot exceed \$1 million. Accordingly, the Lottery transferred over \$300 million to other State funds.

Revenues by Source – Business-type Activities



Expenses and Program Revenues – Business-type Activities



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 \$1,444.2 million, an increase of \$55.1 million. Approximately 67.5% of the aggregate fund balances, \$973.4 million, constitute unreserved fund balances. Of this total \$333.7 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 Crime Fund and the development and implementation of statewide information and technology projects.

Approximately \$470.8 million of the fund balances are 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 (\$275.6 million), 2) set aside for the budget reserve account (\$161.1 million), 3) for inventories and other assets (\$4.3 million), and 4) for prepaid items (\$29.8 million).

The general fund accounts for the operation and administration of the State. Total general fund balance increased during the fiscal year by \$97.9 million. Personal tax revenue increased by \$95.8 million as a result of an increase in salaries and stock performance while spending in the general fund increased by \$220.5 million or 7.2%. Educational programs account for \$91.6 million of the increase.

At the end of the current fiscal year, unreserved fund balance of the general fund was \$999.2 million, while total fund balance reached \$1,313.8 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 30.5% of total general fund expenditures, while total fund balance represents 40.2% of that same amount.

Federal funds: Federal funds represent pass through grants used for designated purposes. Revenue increased by \$50.8 million for the year while spending increased by \$76.6 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 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 \$5 million to \$109.2 million as spending on school construction and salaries and benefits outpaced the increase in revenue from property taxes and other sources.

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 \$173.6 million in fiscal 2005, an increase of \$11.4 million. The State Legislation authorizes certain Capital Project expenditures prior to the issuance of bonds. The deficit in the Capital Projects Fund resulted from the State's debt management strategy of timing the issuance of bonds to take advantage of optimal bond market conditions. The State issued \$132 million of general obligation bonds on September 15, 2005.

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 State Lottery, Unemployment Trust Fund and the DeIDOT fund, all of which are considered to be major funds of the State.

The State's net assets decreased in fiscal 2005 by \$53.7 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 increased by \$55.5 million (8.6%). Revenues were \$142.4 million higher (5.2%) than the previous fiscal year. Continued growth in the Delaware economy resulted in greater than expected growth in employment and personal income. This translated into healthy growth in the economically sensitive revenue categories. For example, net personal income tax revenue grew by \$101.3 million, or 13%. Like the nation, the State's positive economic performance was highlighted by exceptional strength in Delaware's housing market, which resulted in Realty Transfer Taxes growing by \$25 million or over 28% for an unprecedented fourth year in a row.

Expenditures were \$268.6 million or 10.5 % higher than the previous fiscal year. Salaries and other employment costs increased by \$51.5 million (5.3%). Medicaid and Public Assistance grew by \$32.6 million (8.4%) while grants increased \$69.9 million (31.2%). In addition, debt service payments increased by \$19.1 million (14.3%) and capital outlays by \$19.0 million or 44.4%.

The original budget was modified to provide increased spending in salaries and services in education, health and children's services, self-insurance for health care and in minor capital renovations in facilities management. The final budget

consists of the original budget, encumbrances and multi-year project budgetary carry-forwards from the prior fiscal year, and all modifications to the original budget.

Authorized expenditures (final budget) exceeded actual expenditures in all departments, with significant budget variances in the following departments:

- \$75.2 million in the Executive Department (salaries and self-insurance);
- \$85.1 million in the Department of Education (salaries and educational programs);
- \$37.7 million in the Department of Health and Social Services as well as the Department of Children, Youth and Their Families. (health programs);
- \$47.5 million in Facilities Management in Administrative Services (capital renovations);
- \$25.6 million in Department of Finance Services (capital renovations).

Special Fund Budgetary Highlights

At the end of the fiscal year, the total fund balance was \$333.7 million or \$20.6 million less than the previous year.

Revenues were \$11.0 million (2.0%) less than the previous year. Other Non-Tax revenue was down by \$31.3 million (7.8%). The decrease was due in part to the receipt of \$41.5 million in one-time Federal Fiscal Relief in the previous year. The following revenue categories were up: Business Taxes, \$5.3 million; License, Permits, Fines and Fees, \$8.5 million; and Grants, \$12.1 million.

Expenditures were \$54.1 million higher than the previous year. Use of the monies from the Federal Fiscal Tax Relief and Master Tobacco Settlement to fund several initiatives, including smoking prevention, cancer prevention and treatment, a prescription drug program and housing development, resulted in increased expenditures.

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, 2005, amounts to \$5.5 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 \$239.0 million (13.1%) and the increase for business type activities was \$70.9 million (2.1%).

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

- Completion of new schools and renovations of existing schools of \$229.7 million as well as completion of the Sussex County Courthouse for \$11.3 million. In addition, construction-in-progress as of June 30, 2005 was \$143.4 million for governmental activities. Approximately 75% of this total is related to the building of new schools and improvements to existing schools.
- As of June 30, 2005, the DeIDOT fund had invested \$3,447.7 million in capital assets, including roads, bridges, land and equipment, an increase of \$70.9 million over June 30, 2004. The major contributing factor to the increase is an investment by Delaware Transit Corporation, a component unit of the DeIDOT fund, of \$16.4 million in vehicles and facilities and the Department's purchase of land for future use in capital projects of \$51 million.

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 4,464 center-line miles of roads and 1,371 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.

It is DeIDOT's policy to maintain at least 75 percent of its highways and bridge system at a Good or Better condition rating. No more than 10 percent of bridges and 15 percent of roads should be in substandard condition.

Of the State's 1,371 bridges that were rated in 2004, 1,029 or 75.1 percent received a Good or Better BCR rating, 18.6 percent were rated fair, and 6.3 percent received a substandard rating. Of the 7,163,000 square feet of bridge deck that was rated, 94 percent or 6,731,463 square feet received an OPC condition rating of Good or Better, 5.6 percent received a fair rating, and .4 percent received a substandard deck rating. In 2004, when 4,464 centerline miles were rated, 73.8 percent received a Good or Better OPC rating, 17.4 percent received a fair rating, and 8.8 percent received a poor rating.

The 2005 estimate to maintain and preserve the Department of Transportation's infrastructure was \$138.5 million. Actual expenditure of \$311.4 million includes items authorized in prior years.

Additional information on the State's capital assets can be found in Note 1 on pages 42-43, Note 12 on page 81-82 and on pages 107-108 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	
	2005	2004	2005	2004	2005	2004
Land	\$ 361,390	\$ 327,811	\$ 169,364	\$ 113,673	\$ 530,754	\$ 441,484
Land Improvements	52,958	40,096			52,958	40,096
Buildings	1,365,681	1,141,681	40,751	34,552	1,406,432	1,176,233
Easements	92,604	66,822			92,604	66,822
Equipment and Vehicles	45,577	42,897	74,048	80,301	119,625	123,198
Infrastructure			3,163,691	3,148,481	3,163,691	3,148,481
Construction-in-Progress	143,385	203,263			143,385	203,263
Total	\$ 2,061,595	\$ 1,822,570	\$ 3,447,854	\$ 3,377,007	\$ 5,509,449	\$ 5,199,577

Long-term debt. Beginning in fiscal year 2000, the three principal rating agencies, Moody's Investors Service, Fitch Ratings and Standard & Poor's, have rated Delaware's General Obligation bonds Aaa, AAA and AAA, respectively. Due to the quality of the State's financial management, manageable debt burden and above-average wealth and income levels, these ratings were reaffirmed during fiscal year 2005.

At the end of the current fiscal year, the State had total general obligation bond debt outstanding of \$1,026.9 million, backed by the full faith and credit of the State. Property tax revenues collected by the Local School Districts support \$332.6 million of the balance. During the fiscal year ended June 30, 2005, the Local School Districts transferred \$31.8 million of property tax revenue to the State to cover the related debt service.

The State of Delaware's total general obligation debt increased by only \$14.4 million, or 1.4%, during fiscal year 2005. The State's indebtedness reflects a commitment to public and higher education facilities, prisons, State offices and other facilities. The State continues to seek opportunities to reduce the cost of such indebtedness through maintenance of its triple-A bond ratings and through bond refundings, which lower the overall cost of debt. On March 8, 2005, the State

issued \$45.335 million in general obligation bonds refunding \$48.266 million of similar bonds. The result was a reduction in future debt service payments of \$2.4 million.

On February 1, 2005, the State issued \$125 million in general obligation bonds choosing to sell \$62.5 million as twenty-year bonds representing the local school districts share and the remaining \$62.5 million as ten-year bonds. This rapid amortization is another effective strategy to minimize the State's indebtedness. The average life of Series A, which was sold to Delaware's retail investors, and Series B, which was competitively bid, was 8 years and the true interest cost was 3.58%.

The Delaware Department of Transportation Trust Fund had revenue bonds outstanding of \$861.7 million as of June 30, 2005. The bonds do not constitute a debt of the State or a pledge of the general taxing power or the faith and credit of the State. Rather, the outstanding revenue bonds are obligations of the Delaware Transportation Authority 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. On October 20, 2004, the Trust Fund issued \$167.6 million of Transportation System Senior Revenue Bonds, of which \$67.4 million was used to refund higher cost senior revenue bonds. The refunding reduced future debt service payments by \$4.5 million. The remaining new money proceeds support the Authority's ongoing Capital Transportation Program. The Transportation Authority issues both insured bonds, rated 'AAA' by Standard & Poor's as well as uninsured bonds, rated 'Aa3' by Moody's Investors Service and 'AA' by Standard & Poor's.

The State has no constitutional debt limits. However, in 1991, the State enacted legislation to replace its previous limits with a three-part debt test. The 5% test restricts new debt authorization to 5% of budgetary General Fund revenue as projected on June 30 for the next fiscal year. Should actual revenue collections increase during the year, no additional authorizations are made. The 15% test restricts debt issuance, if the annual payments on all outstanding debt exceed 15% of estimated budgetary General Fund and Trust Fund revenue for the next fiscal year. Finally, the Cash Balance Test restricts debt issuance if the debt service payable in any year exceeds the estimated cumulative cash balances for the following fiscal year.

Additional information on the State of Delaware's long-term debt can be found in Note 5 on pages 64-66 of this report. Further information concerning the State's debt limits can be found on 127 of the Statistical Section.

Economic Factors and Next Year's Budgets and Rates

The Delaware Economic and Financial Advisory Council (DEFAC) met on June 19, 2005, to prepare the final revenue and expenditure estimates upon which the fiscal

year 2006 operating and capital budgets would be based. The Department of Finance estimated that employment in Delaware had increased by 2.2% during fiscal year 2005, continuing the positive trend that began during fiscal year 2004. Fiscal year 2006 employment is expected to continue to grow, with job growth pegged at 1.8%.

The fiscal year 2006 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 2005. The fiscal year 2006 operating budget is \$2,836.0 million, 9.1% greater than fiscal year 2005. The amount of cash allocated to the capital budget grew 10.4%, increasing from \$255.0 million in fiscal year 2005 to \$281.6 million in fiscal year 2006.

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, 540 South DuPont Highway, Thomas Collins Building, Suite 3, Dover, Delaware 19901. This CAFR can also be found at the following Internet address: <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, the Townsend Building, Suite #1, 401 Federal Street, Dover, DE 19901.

STATE OF DELAWARE
STATEMENT OF NET ASSETS
JUNE 30, 2005

(Expressed in Thousands)

	Primary Government			Component Units
	Governmental Activities	Business-type Activities	Total	
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 335,187	\$ 242,562	\$ 577,749	\$ 36,322
Cash and cash equivalents - restricted		2,021	2,021	14,552
Investments	374,618	142,849	517,467	39,108
Investments - restricted		2,457	2,457	3,048
Accounts and other receivables, net	193,873	39,556	233,429	28,648
Loans and notes receivable, net	4,898		4,898	13,102
Internal balances	4,385	(4,385)		
Inventories	4,275	12,657	16,932	539
Prepaid items	29,794	566	30,360	3,871
Other current assets				9,200
Total current assets	947,030	438,283	1,385,313	148,390
Noncurrent assets:				
Investments	946,294	49,247	995,541	147,768
Investments - restricted		7,393	7,393	23,404
Accrued interest receivable		592	592	
Accounts and other receivables, net	59,635		59,635	3,068
Loans and notes receivable, net	99,387	28,985	128,372	384,622
Capital assets				
Non-depreciable	597,379	3,333,055	3,930,434	135,706
Depreciable capital assets, net	1,464,216	114,799	1,579,015	308,483
Deferred bond issuance costs	5,013		5,013	4,828
Other restricted assets				2,765
Other noncurrent assets		1,701	1,701	7,704
Total noncurrent assets	3,171,924	3,535,772	6,707,696	1,018,348
Total assets	4,118,954	3,974,055	8,093,009	1,166,738
LIABILITIES				
Current liabilities:				
Accounts payable	314,309	45,545	359,854	18,067
Accrued liabilities	43,556	29,041	72,597	13,877
Interest payable	21,435	21,070	42,505	
Notes payable	2,350	40,000	42,350	5,368
Unearned revenues	12,969	367	13,336	386
Capital leases				32
Escheat liabilities	7,000		7,000	
Compensated absences	9,513	4,185	13,698	11
Claims and judgments	22,941	2,302	25,243	
Escrow deposits		2,006	2,006	110
Current Portion of Long term notes payable	1,161		1,161	
Current portion of general obligation long-term debt	113,781		113,781	
Current portion of revenue bonds		58,445	58,445	9,342
Current portion of bond issue premium, net	2,980		2,980	
Other current liabilities	600	7,955	8,555	2,562
Total current liabilities	552,595	210,916	763,511	49,755
Noncurrent liabilities:				
Compensated absences	110,377	8,109	118,486	866
Pension obligation	95,515		95,515	
Claims and judgments	63,506	12,525	76,031	
Escheat liabilities	28,000		28,000	
Escrow deposits				32,610
Liabilities payable from restricted assets		9,095	9,095	
Notes payable	3,593		3,593	49,008
General obligation long-term debt	913,166		913,166	
Revenue bonds		803,265	803,265	403,027
Bond issue premium, net	45,884	30,114	75,998	
Other long-term obligations	2,456		2,456	35,353
Total noncurrent liabilities	1,262,497	863,108	2,125,605	520,864
Total liabilities	1,815,092	1,074,024	2,889,116	570,619
NET ASSETS				
Invested in capital assets, net of related debt	983,693	2,546,144	3,529,837	292,427
Restricted				
Budgetary reserve	161,050		161,050	
Unemployment benefits		212,795	212,795	
Federal and state regulations				168,802
Bond covenants				27,982
Capital projects				36,420
Other restrictions		15	15	24,603
Unrestricted	1,159,119	141,077	1,300,196	45,885
Total net assets	\$ 2,303,862	\$ 2,900,031	\$ 5,203,893	\$ 596,119

See Accompanying Notes to the Financial Statements

**STATE OF DELAWARE
STATEMENT OF ACTIVITIES
FOR THE FISCAL YEAR ENDED JUNE 30, 2005**
(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		Total	
					Governmental Activities	Business-Type Activities		
Primary government:								
Governmental activities:								
General Government	\$ 404,190	\$ 130,493	\$ 23,419		\$ (250,278)		\$ (250,278)	
Health and Children's Services	1,450,505	117,708	652,291		(680,506)		(680,506)	
Judicial and Public Safety	477,691	55,026	33,034		(389,631)		(389,631)	
Natural Resources and Environmental Control	95,622	20,806	28,701		(46,115)		(46,115)	
Labor	61,360	2,910	38,701		(19,749)		(19,749)	
Education	1,592,035	78,577	129,591	5,000	(1,378,867)		(1,378,867)	
Payment to Component Unit - Education	73,279				(73,279)		(73,279)	
Interest	44,003				(44,003)		(44,003)	
Total governmental activities	4,198,685	405,520	905,737	5,000	(2,882,428)		(2,882,428)	
Business-type activities:								
Lottery	388,062	689,291				\$ 301,229	301,229	
Transportation	566,110	349,397		105,924		(110,789)	(110,789)	
Unemployment	92,284	73,449				(18,835)	(18,835)	
Total business-type activities	1,046,456	1,112,137		105,924		171,605	171,605	
Total primary government	\$ 5,245,141	\$ 1,517,657	\$ 905,737	\$ 110,924				
Component units:								
Delaware State Housing Authority	\$ 71,041	\$ 30,299	\$ 47,538	\$ 498				\$ 7,294
Diamond State Port Corporation	28,251	27,744		15,989				15,482
Riverfront Development Corporation	8,818	947	7,100	13,382				12,611
Delaware State University	75,215	26,425	22,082	10,506				(16,202)
Delaware Technical & Community College (DTCC) Educational Foundation	694	58	737					101
Delaware Charter Schools	53,233	1,701	4,324	75				(47,133)
Total component units	\$ 237,252	\$ 87,174	\$ 81,781	\$ 40,450				(27,847)
General Revenues								
Taxes:								
Personal income					882,020		882,020	
Business					1,375,828		1,375,828	
Real estate					317,664		317,664	
Other					264,165		264,165	
Payments from primary government								73,279
Investment earnings					35,624	18,609	54,233	3,856
Gain on sale of assets						561	561	65
Miscellaneous					37,570		37,570	(217)
Transfers					244,518	(244,518)		
Total General Revenues and Transfers					3,157,389	(225,348)	2,932,041	76,983
Change in Net Assets					274,961	(53,743)	221,218	49,136
Net Assets - Beginning of Year (as restated)					2,028,901	2,953,774	4,982,675	546,983
Net Assets - End of Year					\$ 2,303,862	\$ 2,900,031	\$ 5,203,893	\$ 596,119

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
 COMBINED BALANCE SHEET
 GOVERNMENTAL FUNDS
 JUNE 30, 2005
 (Expressed in Thousands)

	General	Federal	Local School District	Capital Projects	Total Governmental Funds
ASSETS					
Cash and cash equivalents	\$ 326,966	\$ 519	\$ 7,702		\$ 335,187
Investments	1,166,113		137,114	\$ 17,685	1,320,912
Accounts receivable, net	65,446	6,324	222		71,992
Taxes receivable, net	77,412		17,079		94,491
Intergovernmental receivables, net	122	86,841	62		87,025
Due from other funds	35,186				35,186
Inventories	4,237		38		4,275
Prepaid items	14,870	14,924			29,794
Loans and notes receivable	85,371	18,914			104,285
Total assets	<u>\$ 1,775,723</u>	<u>\$ 127,522</u>	<u>\$ 162,217</u>	<u>17,685</u>	<u>\$ 2,083,147</u>
LIABILITIES AND FUND BALANCES					
Liabilities					
Accounts payable	\$ 222,480	\$ 36,662	\$ 37,195	\$ 17,972	\$ 314,309
Accrued liabilities	43,556				43,556
Claims and judgments	850				850
Escheat liability	7,000				7,000
Due to other funds		30,801			30,801
Other obligations	600				600
Deferred revenues	187,473	38,534	15,828		241,835
Total liabilities	<u>461,959</u>	<u>105,997</u>	<u>53,023</u>	<u>17,972</u>	<u>638,951</u>
Fund balances (deficit)					
Reserved for:					
Encumbrances	134,376	46,773	8,104	86,373	275,626
Inventories	4,237		38		4,275
Prepaid items	14,870	14,924			29,794
Budgetary reserve	161,050				161,050
Unreserved (deficit)	999,231	(40,172)	101,052	(86,660)	973,451
Total fund balances (deficit)	<u>1,313,764</u>	<u>21,525</u>	<u>109,194</u>	<u>(287)</u>	<u>1,444,196</u>
Total liabilities and fund balances	<u>\$ 1,775,723</u>	<u>\$ 127,522</u>	<u>\$ 162,217</u>	<u>\$ 17,685</u>	<u>\$ 2,083,147</u>

See Accompanying Notes to the Financial Statements

**STATE OF DELAWARE
RECONCILIATION OF THE GOVERNMENTAL FUNDS BALANCE SHEET
TO THE STATEMENT OF NET ASSETS**

(Expressed in Thousands)

Total Fund Balances - Governmental Funds \$ 1,444,196

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	\$	361,390	
Land improvements		52,958	
Buildings		1,365,681	
Easements		92,604	
Equipment and vehicles		45,577	
Construction in progress		<u>143,385</u>	
			2,061,595

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. 228,866

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	\$	(21,435)	
Claims and judgments		(85,597)	
Compensated absences		(119,890)	
Pension obligation		(95,515)	
General obligation long-term debt and related accounts		(1,070,798)	
Notes Payable (current and long-term)		(7,104)	
Other long term obligations		(2,456)	
Escheat liability		<u>(28,000)</u>	
			<u>(1,430,795)</u>

Net assets of governmental activities \$ 2,303,862

See Accompanying Notes to the Financial Statements

STATE OF DELWARE
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCES (DEFICITS)
GOVERNMENTAL FUNDS
FOR THE YEAR ENDED JUNE 30, 2005
(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	\$ 878,189				\$ 878,189
Business taxes	1,378,017				1,378,017
Other tax revenue	264,845		\$ 315,504		580,349
Licenses, fees, permits and fines	295,121		890		296,011
Rentals and sales	20,292	\$ 11	36,943		57,246
Federal government	35,583	892,444	1,676		929,703
Interest & other investment income	30,107	244	5,273		35,624
Other	233,251		33,406		266,657
TOTAL REVENUES	<u>3,135,405</u>	<u>892,699</u>	<u>393,692</u>		<u>4,421,796</u>
EXPENDITURES					
Current:					
General government	482,826	20,271			503,097
Health and children's services	866,193	613,807			1,480,000
Judicial and public safety	435,735	36,671			472,406
Natural resources and environmental control	130,759	30,081			160,840
Labor	29,295	38,861			68,156
Education	1,115,589	146,883	371,362		1,633,834
Payment to component unit - Education	57,433		15,846		73,279
Capital outlay				\$ 173,561	173,561
Debt service:					
Principal	107,890				107,890
Interest and other charges	46,160				46,160
Costs of issuance of debt				533	533
TOTAL EXPENDITURES	<u>3,271,880</u>	<u>886,574</u>	<u>387,208</u>	<u>174,094</u>	<u>4,719,756</u>
REVENUES OVER (UNDER) EXPENDITURES	<u>(136,475)</u>	<u>6,125</u>	<u>6,484</u>	<u>(174,094)</u>	<u>(297,960)</u>
OTHER SOURCES (USES) OF FINANCIAL RESOURCES					
Transfers in	388,676		20,362		409,038
Transfers out	(104,204)		(31,845)	(50,145)	(186,194)
Issuance of general obligation bonds				170,559	170,559
Premiums on bond sales				9,788	9,788
Payment to bond refunding agent	(50,145)				(50,145)
TOTAL OTHER SOURCES (USES) OF FINANCIAL RESOURCES	<u>234,327</u>		<u>(11,483)</u>	<u>130,202</u>	<u>353,046</u>
Net change in fund balances	97,852	6,125	(4,999)	(43,892)	55,086
Fund balances - beginning	1,215,912	15,400	114,193	43,605	1,389,110
Fund balances (deficits) - ending	<u>\$ 1,313,764</u>	<u>\$ 21,525</u>	<u>\$ 109,194</u>	<u>\$ (287)</u>	<u>\$ 1,444,196</u>

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
Reconciliation of the Net Changes in Fund Balances
- Total Governmental Funds to Change in Net Assets
of Governmental Activities

(Expressed in Thousands)

Net Changes in Fund Balances	\$ 55,086
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.	239,025
Revenues in the statement of activities that do not provide current financial resources are not reported as revenues in the funds.	28,117
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	107,890
New debt issued (face value)	(170,559)
Premium received	(9,788)
Payment to refunding agent	50,145
Issuance costs	533
Amortization of premium/issuance costs	<u>2,105</u>
	(19,674)
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	52
Claims and judgments	(10,878)
Notes payable	(7,104)
Compensated absences	(2,722)
Pension obligation	(6,897)
Physician loan and scholarships	<u>(44)</u>
Change in Net Assets of Governmental Activities	\$ <u>274,961</u>

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF NET ASSETS
PROPRIETARY FUNDS
JUNE 30, 2005
(Expressed in Thousands)

	Business-Type Activities - Enterprise Funds			
	Unemployment	Lottery	DELDOT	Total
Asset				
Current Assets:				
Cash and cash equivalents	\$ 213,767	\$ 5,804	\$ 22,991	\$ 242,562
Cash and cash equivalents - restricted			2,021	2,021
Investments			142,849	142,849
Investments - restricted		2,457		2,457
Accounts receivable, net	6,238	6,444	6,763	19,445
Taxes receivable, net	17,009			17,009
Intergovernmental receivables, net	449		1,853	2,302
Interest receivable			800	800
Inventories			12,657	12,657
Prepaid items		489	77	566
Total current assets	<u>237,463</u>	<u>15,194</u>	<u>190,011</u>	<u>442,668</u>
Noncurrent assets:				
Investments			49,247	49,247
Investments - restricted		7,393		7,393
Interest receivable			592	592
Loans and notes receivable			28,985	28,985
Other assets		1,701		1,701
Capital assets, non-depreciable			3,333,055	3,333,055
Capital assets, depreciable, net		199	114,600	114,799
Total noncurrent assets		<u>9,293</u>	<u>3,526,479</u>	<u>3,535,772</u>
Total assets	<u>237,463</u>	<u>24,487</u>	<u>3,716,490</u>	<u>3,978,440</u>
Liabilities				
Current liabilities				
Accounts payable		4,532	41,013	45,545
Accrued liabilities	22,254		6,787	29,041
Interest payable			21,070	21,070
Deferred revenue			367	367
Compensated absences			4,185	4,185
Claims and judgments			2,302	2,302
Prizes liability		5,541		5,541
Escrow deposits			2,006	2,006
Note payable			40,000	40,000
Current portion of revenue bonds			58,445	58,445
Tax refunds payable	2,414			2,414
Due to other funds		4,385		4,385
Total current liabilities	<u>24,668</u>	<u>14,458</u>	<u>176,175</u>	<u>215,301</u>
Noncurrent Liabilities				
Compensated absences			8,109	8,109
Claims and judgments			12,525	12,525
Liabilities payable from restricted assets		9,095		9,095
Revenue bonds			803,265	803,265
Bonds issue premium, net			30,114	30,114
Total noncurrent liabilities		<u>9,095</u>	<u>854,013</u>	<u>863,108</u>
Total liabilities	<u>24,668</u>	<u>23,553</u>	<u>1,030,188</u>	<u>1,078,409</u>
Net assets				
Invested in capital assets, net of related debt		199	2,545,945	2,546,144
Restricted for:				
Unemployment benefits	212,795			212,795
Other			15	15
Unrestricted		735	140,342	141,077
Total net assets	<u>\$ 212,795</u>	<u>\$ 934</u>	<u>\$ 2,686,302</u>	<u>\$ 2,900,031</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, 2005
(Expressed in thousands)

	Business-Type Activities - Enterprise Funds			Total
	Unemployment	Lottery	DELDOT	
Operating revenues				
Unemployment taxes	\$ 73,449			\$ 73,449
Gaming revenue		\$ 689,291		689,291
Pledged revenues				
Turnpike revenue			\$ 60,703	60,703
Motor vehicle and related revenue			234,098	234,098
Turnpike revenue			30,161	30,161
Passenger fares			9,323	9,323
Miscellaneous			15,112	15,112
Total operating revenues	<u>73,449</u>	<u>689,291</u>	<u>349,397</u>	<u>1,112,137</u>
Operating expenses				
Unemployment benefits	92,284			92,284
Cost of sales		321,042		321,042
Prizes		59,830		59,830
Transportation			500,596	500,596
Depreciation		131	19,654	19,785
General and administrative		7,059	8,302	15,361
Total operating expenses	<u>92,284</u>	<u>388,062</u>	<u>528,552</u>	<u>1,008,898</u>
Operating income (loss)	<u>(18,835)</u>	<u>301,229</u>	<u>(179,155)</u>	<u>103,239</u>
Nonoperating revenues (expenses)				
Interest and investment revenue	11,800		6,809	18,609
Interest expense			(37,558)	(37,558)
Gain on disposal of assets			561	561
Total nonoperating revenues (expenses)	<u>11,800</u>		<u>(30,188)</u>	<u>(18,388)</u>
Income (loss) before transfers and capital contributions	(7,035)	301,229	(209,343)	84,851
Capital contributions			105,924	105,924
Transfers in			83,842	83,842
Transfers out		(300,922)	(27,438)	(328,360)
Change in net assets	(7,035)	307	(47,015)	(53,743)
Total net assets - beginning	<u>219,830</u>	<u>627</u>	<u>2,733,317</u>	<u>2,953,774</u>
Total net assets - ending	<u>\$ 212,795</u>	<u>\$ 934</u>	<u>\$ 2,686,302</u>	<u>\$ 2,900,031</u>

See Accompanying Notes to the Financial Statements

**STATE OF DELAWARE
STATEMENT OF CASH FLOWS
PROPRIETARY FUNDS
FOR THE YEAR ENDED JUNE 30, 2005**
(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	\$ 72,850			\$ 72,850
Payments for insurance claims	(100,418)		\$ (2,711)	(103,129)
Receipts from customers and users		\$ 687,386	342,686	1,030,072
Other operating receipts			1,470	1,470
Payments to suppliers for goods and services		(44,580)	(512,375)	(556,955)
Payments to employees for services		(1,512)		(1,512)
Payments for prizes		(63,993)		(63,993)
Payment for commissions		(286,021)		(286,021)
Net cash provided (used) by operating activities	<u>(27,568)</u>	<u>291,280</u>	<u>(170,930)</u>	<u>92,782</u>
Cash flows from noncapital financing activities				
Transfers in			83,842	83,842
Transfers out		(298,259)	(5,764)	(304,023)
Net cash provided (used) by noncapital financing activities		<u>(298,259)</u>	<u>78,078</u>	<u>(220,181)</u>
Cash flows from capital and related financing activities				
Capital grants			114,504	114,504
Purchases of capital assets			(114,896)	(114,896)
Principal paid on capital debt			(53,920)	(53,920)
Interest paid on capital debt			(44,816)	(44,816)
Proceeds from sale of equipment			3,152	3,152
Proceeds from issuance of debt			207,550	207,550
Premium from bond sale			9,223	9,223
Payment to escrow agent for refunding of debt			(67,425)	(67,425)
Net cash provided by capital and related financing activities			<u>53,372</u>	<u>53,372</u>
Cash flows from investing activities				
Interest and investment revenues	11,800		5,128	16,928
Purchase of investments			(4,845)	(4,845)
Proceeds from sales and maturities of investments		1,935	41,192	43,127
Net cash provided by investing activities	<u>11,800</u>	<u>1,935</u>	<u>41,475</u>	<u>55,210</u>
Net increases (decrease) in cash/cash equivalents	<u>(15,768)</u>	<u>(5,044)</u>	<u>1,995</u>	<u>(18,817)</u>
Cash/cash equivalents - beginning of year	<u>229,535</u>	<u>10,848</u>	<u>23,017</u>	<u>263,400</u>
Cash/cash equivalents - end of year	<u>\$ 213,767</u>	<u>\$ 5,804</u>	<u>\$ 25,012</u>	<u>\$ 244,583</u>
Reconciliation of operating income (loss) to net cash used by operating activities				
Operating Income (loss)	\$ (18,835)	\$ 301,229	\$ (179,155)	\$ 103,239
Adjustments to reconcile operating income (loss) to net cash provided by operating activities:				
Depreciation expense		131	19,654	19,785
Decrease (increase) in assets:				
Decrease (increase) in receivables, net	(657)	(1,905)	(2,575)	(5,137)
Decrease (increase) in inventories			(2,199)	(2,199)
Decrease (increase) in prepaid items		(65)	(5)	(70)
Increase (decrease) in liabilities:				
Increase (decrease) in accounts and other payables	(9,077)	(3,962)	(7,614)	(20,653)
Increase (decrease) in accrued liabilities	943	17	(2,666)	(1,706)
Increase (decrease) in accrued expenses		(4,165)	449	(3,716)
Increase (decrease) in accrued payroll and related expenses			3,181	3,181
Increase (decrease) in due to/from other governments	58			58
Net cash provided (used) by operating activities	<u>\$ (27,568)</u>	<u>\$ 291,280</u>	<u>\$ (170,930)</u>	<u>\$ 92,782</u>
Supplemental disclosures of noncash investing and capital related financing activities				
Interest capitalized on loan	<u>\$</u>	<u>\$</u>	<u>\$ 1,911</u>	<u>\$ 1,911</u>
Transfers of land to other State agencies	<u>\$</u>	<u>\$</u>	<u>\$ 21,674</u>	<u>\$ 21,674</u>

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
STATEMENT OF FIDUCIARY NET ASSETS
FIDUCIARY FUNDS
JUNE 30, 2005
(Expressed in thousands)

	<u>Pension Trust Funds</u>	<u>Investment Trust Funds</u>	<u>Agency Funds</u>
Assets			
Cash and cash equivalents	\$ 6,192	\$ 12	\$ 23,954
Receivables:			
Employer contributions	5,639		
Member contributions	1,985		
Other receivables			24,704
Investments, at fair value:			
Domestic fixed income	1,079,668	4,382	
Domestic equities	1,653,990	6,715	
Pooled equity & fixed income	1,687,511	6,851	
Alternative investments	612,614	2,488	
Short term investments	223,814	906	9,817
Foreign equities	633,768	2,573	
Total assets	<u>5,905,181</u>	<u>23,927</u>	<u>58,475</u>
Liabilities			
Accounts payable			58,475
Benefits payable	774		
Accrued administrative expenses	330		
Total liabilities	<u>1,104</u>		<u>58,475</u>
Net Assets			
Assets held in trust for pension benefits and pool participants	<u>\$ 5,904,077</u>	<u>\$ 23,927</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, 2005
(Expressed in thousands)

	Pension Trust Funds	Investment Trust Funds
Additions		
Contributions:		
Employer contributions	\$ 137,718	
Transfer of assets from outside the system	2,546	\$ 7,115
Member contributions	43,421	
Other	37	
Total contributions	<u>183,722</u>	<u>7,115</u>
Investments:		
Investment earnings	84,543	343
Net increase in fair value of investments	458,956	1,281
Total investment earnings	<u>543,499</u>	<u>1,624</u>
Less investment manager/advisor/custody fees	(18,495)	(76)
Less investment administrative expenses	(321)	(1)
Net investment earnings	<u>524,683</u>	<u>1,547</u>
Total additions	<u>708,405</u>	<u>8,662</u>
Deductions		
Transfer of assets outside the system	2,224	
Pension payments	296,092	
Refunds of contributions to members	2,819	
Group life payments	4,601	
Administrative expenses	4,554	
Total deductions	<u>310,290</u>	
Change in net assets	398,115	8,662
Net assets - beginning of year	<u>5,505,962</u>	<u>15,265</u>
Net assets - end of year	<u>\$ 5,904,077</u>	<u>\$ 23,927</u>

See Accompanying Notes to the Financial Statements

STATE OF DELAWARE
COMBINING STATEMENT OF NET ASSETS
COMPONENT UNITS
JUNE 30, 2005
(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>DTCC * Educational Foundation</u>	<u>Delaware Charter Schools</u>	<u>All Component Units Total</u>
ASSETS							
Current assets:							
Cash and cash equivalents	\$ 167	\$ 3,449	\$ 3,379	\$ 18,972	\$ 81	\$ 10,274	\$ 36,322
Cash and cash equivalents - restricted		13,638	121			793	14,552
Investments	34,730			2,257	2,121		39,108
Investments - restricted					3,048		3,048
Accounts and other receivables, net	19,875	3,183	213	4,916		461	28,648
Loans and notes receivable, net	13,100				2		13,102
Inventories		539					539
Prepaid items	3,006	375	24			87	3,492
Deferred bond issuance costs	379						379
Other current assets				9,086	15	99	9,200
Total current assets	<u>71,257</u>	<u>21,184</u>	<u>3,737</u>	<u>35,231</u>	<u>5,267</u>	<u>11,714</u>	<u>148,390</u>
Noncurrent Assets:							
Long-term investments	143,030		4,738				147,768
Long-term investments - restricted			9,583	13,760	61		23,404
Accounts and other receivables, net	3,068						3,068
Loans and notes receivable, net	382,168		2,060	394			384,622
Capital assets - non-depreciable	6,420	28,887	49,811	50,338		250	135,706
Capital assets - depreciable, net	15,819	121,578	20,354	116,247		34,485	308,483
Deferred bond issuance costs	4,619			209			4,828
Other restricted assets					2,765		2,765
Other noncurrent assets			3,112	3,950		642	7,704
Total noncurrent assets	<u>555,124</u>	<u>150,465</u>	<u>89,658</u>	<u>184,898</u>	<u>2,826</u>	<u>35,377</u>	<u>1,018,348</u>
Total assets	<u>626,381</u>	<u>171,649</u>	<u>93,395</u>	<u>220,129</u>	<u>8,093</u>	<u>47,091</u>	<u>1,166,738</u>
LIABILITIES							
Current liabilities:							
Accounts payable	5,552	179	4,516	6,918		902	18,067
Accrued liabilities	1,251	2,575	165	5,629		4,257	13,877
Deferred revenue	134	143	89			20	386
Current portion - capital leases		32					32
Compensated absences	11						11
Escrow deposits			4			106	110
Notes payable	2,283	2,985		100			5,368
Current portion of revenue bonds	7,752		240	1,350			9,342
Current portion of other long-term debt			205	545		1,812	2,562
Total current liabilities	<u>16,983</u>	<u>5,914</u>	<u>5,219</u>	<u>14,542</u>		<u>7,097</u>	<u>49,755</u>
Noncurrent liabilities:							
Compensated absences	866						866
Escrow deposits	32,610						32,610
Notes payable	555	48,120		333			49,008
Revenue bonds	333,992		4,740	64,295			403,027
Long-term debt			6,907	1,814		26,117	34,838
Other noncurrent liabilities	515						515
Total noncurrent liabilities	<u>368,538</u>	<u>48,120</u>	<u>11,647</u>	<u>66,442</u>		<u>26,117</u>	<u>520,864</u>
Total liabilities	<u>385,521</u>	<u>54,034</u>	<u>16,866</u>	<u>80,984</u>		<u>33,214</u>	<u>570,619</u>
NET ASSETS							
Invested in capital assets, net of related debt	22,240	99,328	58,073	103,631		9,155	292,427
Restricted							
Federal and state regulations	158,282			4,628	5,892		168,802
Bond covenants	27,982						27,982
Capital projects		13,638	9,213	13,569			36,420
Other	10,816			12,262		1,525	24,603
Unrestricted	21,540	4,649	9,243	5,055	2,201	3,197	45,885
Total net assets	<u>\$ 240,860</u>	<u>\$ 117,615</u>	<u>\$ 76,529</u>	<u>\$ 139,145</u>	<u>\$ 8,093</u>	<u>\$ 13,877</u>	<u>\$ 596,119</u>

* Fiscal year end December 31, 2004

**STATE OF DELAWARE
COMBINING STATEMENT OF ACTIVITIES
COMPONENT UNITS
FOR THE YEAR ENDED JUNE 30, 2005**
(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	\$ 71,041	\$ 30,299	\$ 47,538	\$ 498
Diamond State Port Corporation	28,251	27,744		15,989
Riverfront Development Corporation	8,818	947	7,100	13,382
Delaware State University	75,215	26,425	22,082	10,506
Delaware Technical & Community College (DTCC) Educational Foundation	694	58	737	
Delaware Charter Schools	53,233	1,701	4,324	75
Total component units	<u>\$ 237,252</u>	<u>\$ 87,174</u>	<u>\$ 81,781</u>	<u>\$ 40,450</u>

General Revenues

Payments from primary governments
Investment earnings (loss)
Gain (Loss) on sale of assets
Impairment 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, 2004

See Accompanying Notes to the Financial Statements

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

Delaware State Housing Authority	Diamond State Port Corporation	Riverfront Development Corporation	Delaware State University	DTCC * Educational Foundation	Delaware Charter Schools	Totals
\$ 7,294						\$ 7,294
	\$ 15,482					15,482
		\$ 12,611				12,611
			\$ (16,202)			(16,202)
				\$ 101		101
					\$ (47,133)	(47,133)
						(27,847)
			26,245		47,034	73,279
4,632	(2,103)	287	656	144	240	3,856
				65		65
		719	(1,741)		805	(217)
4,632	(2,103)	1,006	25,160	209	48,079	76,983
11,926	13,379	13,617	8,958	310	946	49,136
228,934	104,236	62,912	130,187	7,783	12,931	546,983
\$ 240,860	\$ 117,615	\$ 76,529	\$ 139,145	\$ 8,093	\$ 13,877	\$ 596,119

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. Blended component units, 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 it is 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.

Blended Component Unit

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 blended component unit and is shown in the financial statements as part of the primary government as a pension trust fund. The financial report of DPERS for the year ended June 30, 2005 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.

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, 2004, each discretely presented component unit has a June 30, 2005 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 the 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 8 of the 19 board members; however, five of the remaining seven directors consist of the Governor and four 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 funded 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 and private donations and grants. The Board of Trustees is comprised of 11 members, 6 appointed by the Governor of Delaware and 5 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

Delaware Technical and Community College Educational Foundation (DTCC Foundation), a component unit of the Delaware Technical and Community College, 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, 2004.

Delaware Charter Schools

Delaware Charter Schools are public schools funded primarily through State appropriations. State appropriations without restrictions as to use are reported by the Charter Schools in general revenue. Additional funding is derived from unrestricted locally raised real estate taxes and federal grants passed through from the primary government and private donations. 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, 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 account-

ability 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 State 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 State is reported separately 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 not properly included 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. 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.

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, subject to availability. All other

revenue items are considered to be measurable and available only when cash is received by the State. Revenue related to expenditure driven and reimbursement type grants is recognized, subject to availability, 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 nonoperating 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 DelDOT 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 nonoperating revenues and expenses.

The State reports the following major proprietary funds:

DelDOT Fund- The DelDOT 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 program.

Lottery Fund - The lottery fund accounts for the activities relating to the State 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. Agency funds are custodial in nature and do not present results of operations and, therefore, do not have a measurement focus.

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 - Pension trust funds account for transactions, assets, liabilities and net assets available for plan benefits of the Delaware Public Employees' Retirement System (DPERS) (Note 14).

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).

(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.

In March 2003, the GASB issued 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. The new 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. The State has implemented the provisions of this Statement for the fiscal year ended June 30, 2005.

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 an initial, individual cost of more than \$25,000 at the date of acquisition and an estimated useful life in excess of one year. This threshold was increased from \$15,000 effective, July 1, 2004. 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 as provided on the following page.

<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

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 \$161.1 million at June 30, 2005. In the government-wide financial statements, restricted net assets represent balances that are subject to external restrictions or were created by enabling legislation.

(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 \$12.4 million has been recorded pursuant to the settlement. The Master Settlement agreement receipts of \$25.2 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, 2005, 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, 2005, the carrying value and the bank balances of the State's deposits were \$604,157,000 and \$673,443,000 respectively. Of the bank balances, \$32,786,000 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. \$426,890,000 is uninsured and uncollateralized. The remaining \$213,767,000 represents unemployment insurance taxes collected from Delaware employers that are held in escrow by the U.S. Treasury. (Disclosures relating to \$5,771,000 of Cash and all Investments of the Delaware Public Employees Retirement System (DPERS) are found on pages 52-56.)

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 Millions)

Investment Type	Fair Value
Commercial Paper	\$ 105,268
U.S. Government Agency Securities	272,293
Corporate Obligations	245,738
Government Agency Bonds and Notes	496,047
Foreign Government Securities	824
Master Notes	3,297
Municipal Bonds	99,395
Certificates of Deposit	36,025
Other Pooled Investments	10,498
Private Placements	97,009
TOTAL	\$ 1,366,394

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

State of Delaware

Investment Maturity

(Expressed in Thousands)

Investment Type	Fair Value	Investment Maturities (in years)			
		Less than 1	1 - 5	6 - 10	Over 10
1) Fixed Income:					
A) U.S. Government					
U.S. Government Treasuries, Notes, Bonds	\$ 252,098	\$ 80,027	\$148,768	\$23,303	
U.S. Government Agency	499,051	286,868	201,551	10,632	
B) Mortgage Backed					
Government Pass-Through	21,386		10,331	5,028	\$ 6,027
C) Corporate					
Corporate Bonds	213,318	131,799	77,043	2,963	1,513
Corporate Asset Backed	4,500				4,500
Private Placements	92,288	53,329	38,959		
D) Municipals					
	99,395	6,064	59,050	23,049	11,232
E) Pooled Investments					
	30,098	20,308	4,300	5,490	
F) Non-U.S. Fixed Income					
1) Developed Markets					
Government / Sovereign	824	824			
Corporate	32,642	17,341	15,301		
2) Short Term					
Commercial Paper	154,555	154,555			
Certificate of Deposit	36,025	27,067	8,958		
Treasury Bills	27,213	27,213			
Agencies	112,669	112,669			
Master Notes	3,297		3,297		
Total Invested Assets	\$1,579,359	\$918,064	\$567,558	\$70,465	\$23,272
Less: Pooled Component Unit Investments	(46,684)				
Total State Investments	\$1,532,675				

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, 2005.

State of Delaware							
Credit Risk - Quality Ratings							
(Expressed in Thousands)							
Investment Type	Agency *	AAA	AA+	AA	A+ and A	A-1 and AA-	NRP **
1) Fixed Income:							
A) U.S. Government							
U.S. Government Treasuries, Notes, Bonds		\$252,098					
U.S. Government Agency	\$56,498	442,553					
B) Mortgage Backed							
Government Pass-Through	15,359	6,027					
C) Corporate							
Corporate Bonds		88,285		\$100,247	\$24,786		
Corporate Asset Backed		4,500					
Private Placements		3,017		79,257	10,014		
D) Municipals							
		89,365		6,685	2,368		\$ 977
E) Other Pooled							
			\$ 5,570	2,489	1,006	\$ 785	20,248
F) Non-U.S. Fixed Income							
1) Developed Markets							
Government / Sovereign		824					
Corporate				32,642			
2) Short Term							
Commercial Paper						153,653	902
Certificate of Deposit			15,009	16,093		2,904	2,019
Treasury Bills		27,213					
Agencies		5,026				107,643	
Master Notes							3,297
TOTAL	\$71,857	\$918,908	\$20,579	\$237,413	\$38,174	\$264,985	\$27,443

* 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.

** NRP = Non-Rated Pooled accounts

Derivatives

The State's cash management prohibits investment in derivatives.

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, 2005, the State had no issuers with investments at fair value in excess of 5% of the investment portfolio.

Investment Commitments

The State has made no investment commitments as of June 30, 2005.

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 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, 2005, the System has operated in all material respects in accordance with these policies.

Investments

The schedule on the following page 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, 2005.

Investment Maturities (in Years)

(Expressed in Thousands)

Investment Type	Fair Value	Less than 1	1 - 4.9	5 - 9.9	10 - 19.9	20 - 30	More than 30
Financials	\$ 99,135	\$ 25,307	\$ 28,541	\$ 17,684	\$ 8,037	\$ 8,305	\$ 11,261
Foreign Government	119,077	13,288	39,441	19,980	28,703	17,665	
Industrials	81,120		11,182	19,392	14,277	36,269	
Other Bonds/Bond							
Mutual Funds	88,120	1,216	25,615	6,446	7,866	26,571	20,406
Telephone	19,157		1,051	4,861	1,870	11,375	
Transportation	4,741			1,489	3,252		
Treasury Notes & Bonds	125,967	24,383	62,983	13,322	20,913	4,366	
U.S. Gov't Agencies	199,859	38,789	49,635	6,058	27,246	74,139	3,992
Utilities	13,366	835	4,657	6,183	451	1,240	
World Bank	12,429		12,429				
Certificates of Deposit	19,454	19,454					
Discount Commercial Paper	156,395	156,395					
Discount Commercial Notes	20,905	20,905					
Other Investments*	265,098						
Total:	\$ 1,224,823	\$ 300,572	\$ 235,534	\$ 95,415	\$ 112,615	\$ 179,930	\$ 35,659

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

The State has delegated 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, 2005, the System's fixed income and short-term investments (as noted above) had the following risk characteristics:

Moody's Ratings or Comparable	Percent of Total Fund	Market Value	Callable Amount	Callable Dates
		(Expressed in Thousands)		
AAA to A	12.0%	\$ 710,022		
BBB to B	2.6%	151,596	\$ 5,762	Through October 20, 2010
CCC to C	0.3%	19,803	1,027	Through April 15, 2009
Not Rated	1.3%	78,304	300	Through April 15, 2011
Other Investments*	4.5%	265,098		
Total:	20.7%	\$ 1,224,823	\$ 7,089	

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

Custodial Credit Risk

Of the System's \$6,204,000 cash balance, \$433,000 represents pooled deposits held by the State Treasurer's Office. The balance of \$5,771,000 represents pooled deposits in short-term investments held by the custodian bank. Both of these accounts are uninsured and uncollateralized.

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

The following managers have investments at fair value in excess of 5% of the System's net assets held in trust for pension benefits as of June 30, 2005:

	Fair Value (Expressed in Thousands)
Mellon Capital Asset Allocation Fund	\$ 1,324,978
Oaktree International Convertibles	405,627
T. Rowe Price Natural Resource Fund	398,192
Mellon Capital Global Asset Allocation Fund	369,384
Lehman Capital - Fixed	357,171
Loomis-Sayles & Company LP	309,612

Investment Commitments

The System has commitments to invest up to an additional \$393 million in venture capital limited partnerships in varying amounts as of June 30, 2005, to be drawn down, as called upon, over a period of years. Generally, these commitments are self-funding, in that the capital calls are met using cash flows generated by the existing 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. In conjunction with certain of these foreign investments, the System has entered into forward exchange contracts to sell or purchase certain foreign currencies at specified rates at stated dates. At June 30, 2005, 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, 2005, excluding foreign-issuer assets valued at \$155.7 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	Fixed Income	Cash	Equities
Australian Dollar	\$14,503	\$9,551	\$ 4	\$ 4,948
Canadian Dollar	3,383	3,383		
Swiss Franc	36,484	13,980		22,504
Euro	266,551	179,578	4,468	82,505
British Pound	75,447	30,487	166	44,794
Hong Kong Dollar	4,399	113		4,286
Japanese Yen	65,374	33,000	12	32,362
Norwegian Krone	391	391		
Swedish Krona	4,980			4,980
Singapore Dollar	8,816	1,258		7,558
Other Investments*	229,210	53,053		176,157
Total:	\$709,538	\$324,794	\$4,650	\$380,094

* 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. 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 table on the following page 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

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.

COMPONENT UNITS

Diamond State Port Corporation

At June 30, 2005, the carrying value and bank balances of the Diamond State Port Corporation's cash deposits amounted to \$17,087,220 and \$17,251,891 respectively. Of the bank balances, \$100,000 is insured by the FDIC and the remaining \$17,151,891 is uninsured and uncollateralized.

Riverfront Development Corporation

At June 30, 2005, the Riverfront Development Corporation's cash deposits carrying value and bank balances amounted to \$3,499,910 and \$3,655,628 respectively. Cash deposits include \$120,595 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, \$400,068 is insured by the FDIC and \$3,250,988 is uninsured and uncollateralized. An additional \$4,572 is deposited in the State Treasurer's Investment Pool.

Delaware State University

At June 30, 2005, Delaware State University's deposits carrying value and bank balance was \$7,943,354 and \$6,940,153 respectively. An additional \$11,029,018 of cash and cash equivalents related to unexpended State appropriations are included on the Statement of Net Assets. Of the bank balances, \$774,686 was uninsured and uncollateralized. An additional \$891,402 represents pooled deposits held by the State Treasurer's Office.

Delaware Technical and Community College Educational Foundation

At December 31, 2004, the DTCC Foundation's cash deposits amounted to \$80,538. All bank balances were insured by the FDIC.

Delaware Charter Schools

At June 30, 2005, the Delaware Charter Schools deposits carrying value was \$11,067,741. Deposits include \$8,415,776 held in the State Investment Pool. Carrying value of the remainder of deposits was \$2,651,965. Bank balances totaled \$2,242,837, consisting of \$737,699 insured by FDIC and \$1,505,138 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 following is a listing of investments and their maturities.

<u>Investment Type</u>	<u>Fair Value</u>	<u>Investment Maturities (in Years)</u>				
		<u>Less than 1</u>	<u>1 to 5</u>	<u>5 to 10</u>	<u>10 to 20</u>	<u>20 to 30</u>
U.S.Treasury Notes	\$ 18,602,113	\$ 9,258,174	\$ 8,865,138	\$ 126,000		\$ 467,000
U.S.Treasury Bonds	196,311			143,000		19,000
U.S.Treasury Bills	1,111,440	1,129,000				
U.S.Treasury Strips	2,630,614	455,000	1,819,000	681,000		
U.S.Agencies	19,182,155	7,413,000	6,765,000			
Repurchase Agreements	240,697	240,697				
Corporate Notes	7,022,762	3,100,000	3,969,000			
Resolution Funding Corp. Coupon Strips	267,680			362,000		
Municipal Bonds	2,189,801		2,195,000	335,000		
Investment Agreements	95,629,431		65,402,391	4,449,554	\$ 12,053,981	13,723,504
Money Market Savings Accounts	679,771	679,771				
Bank Money Market Accounts	2,773,159	2,773,159				
State of Delaware Investment Pool	27,234,067	27,234,067				
Total Investments	<u>\$ 177,760,001</u>	<u>\$ 52,282,868</u>	<u>\$ 89,015,529</u>	<u>\$ 6,096,554</u>	<u>\$ 12,053,981</u>	<u>\$ 14,209,504</u>

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, 2005, the Authority's investments were rated as follows:

Investment Type	Rating (S & P)				
	Agency *	AAA	AA	A+	AA-
U.S. Agencies	\$19,182,155				
Corporate Notes		\$1,213,392	\$1,742,500	\$1,102,014	\$2,964,856
Resolution Funding Corp. Coupon Strips		267,680			
Municipal Bonds		248,627			1,941,174
Total	\$19,182,155	\$1,729,699	\$1,742,500	\$1,102,014	\$4,906,030

* 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 \$177,760,001 investment balance, \$95,629,431 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.

Diamond State Port Corporation

At June 30, the Diamond State Port Corporation held no investments.

Riverfront Development Corporation

The Riverfront's restricted investments totaling \$9,582,745 consist of \$3,787,133 of short-term investments (rated A1 or better), \$5,665,612 of Governmental bonds (rated AAA), and \$130,000 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	5.2 %
General Electric Capital Corp. Note	1,000,000	10.4 %
AIG Funding Corp. Note	500,000	5.2 %
Household Finance Corp. Note	500,000	5.2 %
Toyota Motor Credit Corp. Note	500,000	5.2 %

Delaware State University

Investments of the University totaled \$16,017,216 stated at quoted market value. These investments consist of pooled investments where the University does not own specific securities.

Delaware Technical and Community College Educational Foundation

Investments of the DTCC Foundation totaled \$5,169,339, stated at quoted market value. These investments consist of pooled investments where the University does not own specific securities. An additional \$61,000 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, 2005. Uncollectability 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	\$ 179,575		\$ 17,144	\$ 196,719
Interest	19		12	31
Accounts	659,167	\$ 31,252	381	690,800
Loans and Notes	85,834	18,914		104,748
Intergovernmental	122	86,841	62	87,025
Total receivables	<u>924,717</u>	<u>137,007</u>	<u>17,599</u>	<u>1,079,323</u>
Allowance for doubtful accounts	<u>(696,366)</u>	<u>(24,928)</u>	<u>(236)</u>	<u>(721,530)</u>
Total receivable (net)	<u>\$ 228,351</u>	<u>\$ 112,079</u>	<u>\$ 17,363</u>	<u>\$ 357,793</u>
Amounts not scheduled for collection during the subsequent year	<u>\$ 126,904</u>	<u>\$ 21,956</u>	<u>\$ 10,162</u>	<u>\$ 159,022</u>

Business-type Activities

(Expressed in Thousands)

	<u>Unemployment</u>	<u>Lottery</u>	<u>DelDOT</u>	<u>Total Receivables</u>
Receivables:				
Taxes	\$ 31,318			\$ 31,318
Interest			\$ 1,392	1,392
Accounts	6,238	\$ 7,149	6,763	20,150
Loans and Notes			28,985	28,985
Intergovernmental	449		1,853	2,302
Total receivables	<u>38,005</u>	<u>7,149</u>	<u>38,993</u>	<u>84,147</u>
Allowance for doubtful accounts	<u>(14,309)</u>	<u>(705)</u>		<u>(15,014)</u>
Total receivable (net)	<u>\$ 23,696</u>	<u>\$ 6,444</u>	<u>\$ 38,993</u>	<u>\$ 69,133</u>
Amounts not scheduled for collection during the subsequent year	<u>\$</u>	<u>\$</u>	<u>\$ 29,577</u>	<u>\$ 29,577</u>

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

	<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>Total Receivables</u>
	(Expressed in Thousands)						
Receivables:							
Interest	\$ 20,689						\$ 20,689
Accounts	2,099	\$ 2,959	\$ 213	\$ 3,189		\$ 461	8,921
Loans and Notes	396,225		3,998		\$ 2		400,225
Intergovernmental	155	281		3,565			4,001
Total receivables	419,168	3,240	4,211	6,754	2	461	433,836
Less: Allowance for doubtful accounts	(957)	(57)	(1,938)	(1,444)			(4,396)
Total receivables (net)	<u>\$ 418,211</u>	<u>\$ 3,183</u>	<u>\$ 2,273</u>	<u>\$ 5,310</u>	<u>\$ 2</u>	<u>\$ 461</u>	<u>\$ 429,440</u>
Amounts not scheduled for collection during the subsequent year	<u>\$ 385,236</u>	<u>\$</u>	<u>\$ 2,060</u>	<u>\$ 394</u>	<u>\$</u>	<u>\$</u>	<u>\$ 387,690</u>

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 presented below.

Deferred Revenues

(Expressed in Thousands)

Unavailable	
Taxes Receivable	\$ 69,628
Non-tax Receivables	159,238
Subtotal Unavailable	<u>228,866</u>
Unearned	
Advance Park Reservation Fees	874
Federal Grant Advance Drawdowns	12,095
Total Deferred Revenue	<u>\$ 241,835</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, 2005 expressed in thousands is as follows.

Receivable Fund	Payable Fund	Amount
General Fund	Federal Fund	\$ 30,801
	Delaware State Lottery	<u>4,385</u>
	Total	<u>\$ 35,186</u>

The amounts due from the Federal 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 negative balance is considered to be a borrowing from the General Fund. 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, 2005 is presented below.

	(Expressed in Thousands)	
	Transfers In	Transfers Out
Governmental Fund Types		
General Fund	\$ 388,676	\$ 104,204
Federal Fund		
Local School Fund	20,362	31,845
Capital Projects Fund		50,145
Proprietary Fund Types		
Lottery		300,922
DelDOT Fund	83,842	27,438
Primary Government (Entity-wide Only)		
Transfer of Capital Assets from DelDOT	<u>21,674</u>	
Total All Funds	<u>\$ 514,554</u>	<u>\$ 514,554</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 December 22, 2004, the State issued \$224,177 in General Obligation Qualified Zone Academy Bonds (QZABs). The QZABs are debt instruments that provide a substantial federal tax credit to the lending financial institution. The lender receives no interest payment from the borrower but receives an interest tax credit. The lender benefits from the tax credit that provides a greater return than bond interest would provide, while the State benefits because the loan is essentially interest free. Proceeds were used for renovation of public schools. The bonds mature in 2020.

On February 1, 2005, the State issued \$125,000,000 of general obligation bonds. These serial bonds mature between February 1, 2006 and February 1, 2025. The Series A Bonds totaling \$32,425,000 were sold to retail investors and bear average annual interest rates of 3.75%. The Series B Bonds totaling \$92,575,000 were sold competitively and bear average annual interest rates of 4.28%. Proceeds were used to provide funds for capital improvements to various State facilities.

On March 8, 2005, the State issued \$45,335,000 of general obligation bonds. These bonds mature between March 1, 2016 and March 1, 2023. The proceeds of these bonds were used to advance refund \$48,266,000 of general obligation bonds. Investments were purchased and placed in an irrevocable trust with an escrow agent. The investments and fixed earnings on the investments are sufficient to fully provide for all future debt service on the refunded bonds. The refunding resulted in an economic gain of \$1.9 million and a debt service cash savings over the next 8 years of \$2,372,104.

Bonds issued and outstanding totaled \$1,026,947,000 at June 30, 2005. Of this amount, \$332.6 million is supported by property taxes collected by the Local School

District Funds. During fiscal year 2005, the Local School District Funds transferred \$31.8 million of property tax revenue to the General Fund to meet the required debt service on their share of the debt.

The State is authorized to issue an additional \$267.6 million of general obligation bonds at June 30, 2005. Interest rates and maturities of the outstanding General Obligation Bonds are detailed below.

General Obligation Bonds				
Sale #	Description	Interest Rates	Maturity Date (Fiscal Year)	Balance Outstanding June 30, 2005 (Expressed in Thousands)
195	GO Refunding 2005C	5%	2023	\$ 45,335
194	GO 2005B	2.625% - 5.0%	2024	92,575
193	GO 2005A	2.25% - 4.25%	2025	32,425
192	QZAB 2004B	0%	2020	224
191	GO + Refunding 2004A	3.0% - 6.0%	2024	193,010
190	QZAB 2003D	0%	2019	908
189	GO Refunding 2003C	4.0% - 6.0%	2024	103,000
188	GO Refunding 2003B	4.0% - 5.0%	2012	31,485
187	GO 2003A	4.0% - 5.0%	2023	82,700
186	QZAB 2002B	0%	2017	760
185	GO + Refunding 2002A	4.0% - 5.25%	2023	218,855
184	QZAB 2001B	0%	2012	649
183	GO + Refunding 2001A	4.0% - 4.75%	2022	70,260
182	GO 2000 A	5.0% - 5.5%	2010	37,500
181	GO 1999 A	4.0% - 4.625%	2019	35,750
179	GO + Refunding 1998A	4.5% - 4.75%	2018	50,490
178	GO 1997 B	5.0%	2007	9,750
177	GO 1997 A	5.0%	2007	12,000
176	GO 1996 A	4.5% - 5.125%	2006	7,500
170	GO 1992 B	4.7% - 6.1%	2013	1,771
				<u>\$ 1,026,947</u>

The table presented on the following page sets forth the future debt service requirements on outstanding general obligation bonds at June 30, 2005.

Total General Obligation Bonds

(Expressed in Thousands)

Fiscal Year Ending June 30	Principal	Interest	Total
2006	\$ 113,781	\$ 46,373	\$ 160,154
2007	108,829	40,821	149,650
2008	99,715	35,765	135,480
2009	94,020	30,923	124,943
2010	88,440	26,377	114,817
2011-2015	320,316	82,073	402,389
2016-2020	136,039	30,075	166,114
2021-2025	<u>65,807</u>	<u>6,719</u>	<u>72,526</u>
Totals	<u>\$ 1,026,947</u>	<u>\$ 299,126</u>	<u>\$ 1,326,073</u>

Changes in general obligation bonded debt during the year ended June 30, 2005, are summarized in Note 10.

In the current and 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 therefore has been removed as a liability from the Government-wide financial statements. As of June 30, 2005, a total of \$216.3 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.

On October 20, 2004, the Authority issued \$167,550,000 of Transportation System Senior Revenue Bonds, 2004 Series, of which \$67,425,000 was to advance refund Transportation System Senior Revenue Bonds. The refunding was undertaken to reduce the total future debt service payments. The transaction resulted in an economic gain of \$3,305,552 and a reduction of \$4,462,624 in future debt service payments.

The Authority has previously defeased various other 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 removed as a liability of the Authority. As of June 30, 2005, a total of \$151,760,000 of defeased bonds is outstanding.

The Delaware Transportation Authority had a total of \$95,219,525 in authorized but unissued bonds at June 30, 2005. Bonds outstanding at June 30, 2005 amounted to \$861,710,000 and are detailed on the following page.

Delaware Transportation Authority Revenue Bonds

Description	Interest Rates	Maturity Date (Fiscal Year)	Balance Outstanding June 30, 2005 <small>(Expressed in Thousands)</small>
Transportation System Senior Revenue Bonds - Series			
1997	5.0% - 6.0%	2017	\$ 60,090
1998	4.15% - 5.5%	2016	52,385
2000	5.5% - 6.0%	2020	20,770
2001	4.5% - 5.5%	2021	53,815
2002	4.0% - 5.0%	2008	39,905
2002 B	4.0% - 5.25%	2022	153,100
2003	3.0% - 5.0%	2023	256,575
2004	3.0% - 5.0%	2024	167,550
Transportation System Junior Revenue Bonds - Series			
1993	5.0%	2005	10,260
2002	4.375% - 5.0%	2009	47,260
Totals			861,710
Less: Current portion			58,445
			\$ 803,265

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
2006	\$ 58,445	\$ 40,573	\$ 99,018
2007	60,370	37,591	97,961
2008	63,980	34,478	98,458
2009	67,320	31,179	98,499
2010	64,595	27,882	92,477
2011-2015	239,995	100,579	340,574
2016-2020	192,540	47,319	239,859
2021-2025	114,465	9,926	124,391
Totals	\$ 861,710	\$ 329,527	\$ 1,191,237

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 2.90% to 7.375% with maturities through October 1, 2038.

The Authority's Single Family Mortgage Revenue Bonds 2004 Series A consisted of a total of \$60,000,000 being issued in tranches. From March 4, 2004 to June 10, 2004, the Authority issued a total of \$15,172,199. From September 2004 to May 2005, the Authority issued a total of \$44,825,721. Proceeds of the sales were used for making new qualified residential mortgage loans.

On May 18, 2005, the Authority issued \$60,000,000 of Single Family Mortgage Revenue Bonds, 2005 Series A. Proceeds of the sales are being used to make new qualified residential mortgage loans.

Outstanding bonds at June 30, 2005 amounted to \$341,744,154. Future debt service requirements for the Authority's bonds are shown on the following page.

Delaware State Housing Authority Revenue Bonds

(Expressed in Thousands)

Year Ending June 30	Principal	Interest	Total
2006	\$ 7,752	\$ 14,501	\$ 22,253
2007	8,470	14,133	22,603
2008	8,980	13,727	22,707
2009	9,420	13,287	22,707
2010	9,940	12,818	22,758
2011-2015	45,435	56,251	101,686
2016-2020	41,320	46,420	87,740
2021-2025	46,264	36,814	83,078
2026-2030	51,355	27,070	78,425
2031-2035	32,331	20,194	52,525
2036-2038	80,477	3,997	84,474
Total	<u>\$ 341,744</u>	<u>\$ 259,212</u>	<u>\$ 600,956</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, 2005 was 5.125%. The bonds mature December 1, 2017. Debt service requirements are as follows:

Riverfront Development Corporation Revenue Bonds

(Expressed in Thousands)

Year Ending June 30	Principal	Interest	Total
2006	\$ 240	\$ 249	\$ 489
2007	245	237	482
2008	275	224	499
2009	300	209	509
2010	320	193	513
2011-2015	2,140	669	2,809
2016 - 2018	1,460	100	1,560
Total	<u>\$ 4,980</u>	<u>\$ 1,881</u>	<u>\$ 6,861</u>

Delaware State University

Revenue bonds payable of the University at June 30, 2005 are shown below.

**Delaware State University
Revenue Bonds Payable**

(Expressed in Thousands)

Revenue Refunding Bonds	\$ 11,306
Student Housing Foundation Bonds	<u>54,339</u>
Total	<u>\$ 65,645</u>

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 3.90% to 5.25% on the outstanding Revenue Refunding Bonds. Debt service requirements for the Delaware State University Bonds are shown on below.

Delaware State University Revenue Refunding Bonds

Year Ending June 30	(Expressed in Thousands)		
	Principal	Interest	Total
2006	\$ 940	\$ 476	\$ 1,416
2007	690	446	1,136
2008	720	417	1,137
2009	745	387	1,132
2010	775	356	1,131
2011 - 2015	4,365	1,259	5,624
2016 - 2018	3,130	211	3,341
Total	\$ 11,365	\$ 3,552	\$ 14,917
Less: Unamortized Bond Discount	(59)		
	\$ 11,306		

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, 2004. 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 refunding of the Prior Bonds was at par. A loss of \$776,745 was recorded as a result of the refinancing and relates to the write-off of issue costs related to the refunded Prior Bonds and write-off of unamortized issue discount.

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 Prior Bonds were called for optional redemption on February 2, 2004. The Taxable Refunded Bonds are not callable prior to their respective maturity dates on October 1, 2004 and October 1, 2006. Funds were deposited with the Trustee to accomplish the defeasance of the Taxable Refunded 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, 2004 and 2003, is \$173,806 and \$62,471, respectively.

At July 31, 2004, bonds payable of the Foundation consisted of \$54,245,000 of tax-exempt term bonds with maturities through July 2036 and \$755,000 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, 2004 are presented on the following page.

**Delaware State University
Student Housing Foundation
Revenue Bonds**

Year Ending July 31	(Expressed in Thousands)		
	Tax-exempt	Taxable	Total
2005	\$ 250	\$ 160	\$ 410
2006	325	495	820
2007	650	100	750
2008	840		840
2009	935		935
2010 - 2014	5,690		5,690
2015 - 2019	7,085		7,085
2020 - 2024	8,890		8,890
2025 - 2029	11,215		11,215
2030 - 2034	14,140		14,140
2035 - 2039	4,225		4,225
Subtotal	\$ 54,245	\$ 755	55,000
Less: bond discount (net of accumulated amortization)			(661)
Total			\$ 54,339

NOTE 7. LOANS AND NOTES PAYABLE

PRIMARY GOVERNMENT

DeIDOT Fund

Delaware Transportation Authority

On May 6, 2005, the Authority issued a \$40,000,000 note to PNC Bank, Delaware. Proceeds of the note are for the purpose of providing interim financing for the DeIDOT Fund's capital program in anticipation of issuance of long-term bonds, which will provide permanent financing for the capital program. The note bears interest at 2.92% for the period from May 6, 2005 to (but excluding) August 3, 2005, and is adjusted each business day thereafter to a variable rate based on LIBOR [(LIBOR + 25 basis points) (0.65 + 68 basis points)]. Interest is calculated on the basis of a 360-day year comprised of twelve 30-day months. The note, together with all interest accrued, is payable on October 3, 2005. The balance outstanding on the note at June 30, 2005 was \$40,000,000.

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 \$6,300,000 loan agreement with FNMA in May 2003 to provide construction financing for three Housing Development Fund (HDF)/Tax Credit developments through FNMA's American Community Fund (ACF). The note

was paid in full during fiscal 2005 as the construction project loans converted to permanent HDF loans.

The Authority entered into a second ACF loan agreement with FNMA in September 2004 to provide construction financing for five additional HDF/tax Credit developments. The total principal balance at June 30, 2005 was \$2,236,233. The note is payable as the construction projects convert to permanent HDF mortgages through September 2007 with interest accruing at an adjustable rate obtained by adding one hundred forty (140) basis points (1.40%) to the three month LIBOR, adjusted quarterly, based on such rate as published in The Wall Street Journal on the last business day of the month immediately preceding each quarter.

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 FAF issues in advance. Debt service requirements for these notes are shown below.

**Delaware State Housing Authority
Financing Adjustment Factor (FAF) Notes**
(Expressed in Thousands)

Year Ending June 30	Principal	Interest	Total
2006	\$ 46	\$ 23	\$ 69
2007	46	21	67
2008	115	19	134
2009	72	14	86
2010	72	10	82
2011-2015	250	239	489
Total	<u>\$ 601</u>	<u>\$ 326</u>	<u>\$ 927</u>

Diamond State Port Corporation (DSPC)

Loan and notes payable of the DSPC at June 30, 2005 are shown below.

Diamond State Port Corporation
Loan and Notes Payable
(Expressed in Thousands)

City of Wilmington:	
Port Debt Service Notes	\$ 21,453
Transportation Trust Fund Loan	<u>29,652</u>
Total	<u>\$ 51,105</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 \$25,500,000

on February 2, 2002 and \$2,000,000 on May 2, 2002. 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 addition, the loan provided \$8,648,136 to establish a fund to be invested. This fund was restricted to pay portions of debt service as they become due. In 2004 the remaining funds were used for debt service. No funds restricted for debt service remain.

In July 2005 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 twenty years. The rate of interest of 4.6% remained unchanged. Beginning July 1, 2006, payments of principal and interest are due semi-annually over a twenty-year period. Interest capitalized as principal during fiscal year 2005 as part of the restructuring amounted to \$1,318,319.

In July 2004, a similar restructuring occurred whereby the loan was restructured to allow for the deferral of debt service principal and interest payments due January 1, 2004, July 1, 2004 and January 1, 2005, and to restructure the repayment of the outstanding principal balance effective July 1, 2005 over the next 20 years. Interest capitalized as principal during fiscal year 2004 as part of the restructuring amounted to \$1,259,707.

Interest expense charged to operations in 2005 and 2004 was \$1,318,319 and \$1,259,707, respectively.

The schedule of future maturities below includes \$681,987 interest to be capitalized as principal in fiscal year 2006 as part of the loan restructuring of 2005.

Transportation Trust Fund Loan

(Expressed in Thousands)

Year Ending June 30	Principal	Interest	Total
2006	\$ -	\$ -	\$ -
2007	952	1,385	2,337
2008	996	1,340	2,336
2009	1,042	1,294	2,336
2010	1,091	1,245	2,336
2011-2015	6,263	5,417	11,680
2016-2020	7,862	3,818	11,680
2021-2025	9,870	1,810	11,680
2026	2,258	78	2,336
Total	<u>\$ 30,334</u>	<u>\$ 16,387</u>	<u>\$ 46,721</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%.

On October 5, 2004, the City issued \$12,945,000 of general obligation bonds with an average interest rate of 3.73% to advance refund \$11,655,000 of outstanding 1993 B Series general obligation bonds with an average interest rate of 5.0%, and a portion of interest of \$161,921 due January 1, 2005. The Port-related portions of the new bonds issued and the old bonds redeemed were \$3,992,497 and \$3,594,635, respectively, passed through to the Corporation. Although the effect of the City's advance refunding on the Port Debt Service Note resulted in a deferred accounting loss of \$397,862, it reduces the Corporation's debt service payments by \$251,815 over the next seventeen and a half years resulting in an economic gain. The deferred loss on the refunding is accreted over the seventeen and a half year life of the debt. The deferred loss balance on the 2004 refunding as of June 30, 2005 was \$397,401.

On October 20, 2001, the City issued \$22,165,000 of general obligation bonds with an average interest rate of 3.7% to advance refund \$21,335,000 of outstanding 1992 A, B, and C Series general obligation bonds with an average interest rate of 6.16%. The Port related portions of the new bonds issued and old bonds redeemed were \$7,206,705 and \$6,945,086 respectively, passed through to the Corporation. Although the effect of the City's advance refunding on the Port Debt Service Note resulted in a deferred accounting loss of \$261,619 for the year ended June 30, 2002, it reduces the Corporation's debt service payments by \$281,293 over the next eleven years resulting in an economic gain. The deferred loss on the refunding is accreted over the eleven years of the life of the debt. The deferred loss balance as of June 30, 2005 was \$70,436.

Total deferred loss balance as of June 30, 2005 was \$467,837.

Principal and interest payments made on the notes during 2005 were \$3,300,589 and \$902,916, respectfully. Interest expense in 2005 was \$872,590.

The future principal and interest payments on Port Debt Service Notes are shown on the following page.

Port Debt Service Note

(Expressed in Thousands)

<u>Year Ending June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2006	\$ 2,985	\$ 1,002	\$ 3,987
2007	3,156	827	3,983
2008	3,302	676	3,978
2009	2,291	541	2,832
2010	2,405	424	2,829
2011-2015	4,572	1,180	5,752
2016-2020	2,253	388	2,641
2021-2025	957	61	1,018
Subtotal	21,921	5,099	27,020
Deferred Loss on Refunding	(468)		(468)
Total	<u>\$ 21,453</u>	<u>\$ 5,099</u>	<u>\$ 26,552</u>

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 \$7,112,000 at June 30, 2005. Interest rates for the mortgages vary between 5.25% and 10.0% and mature between January 2005 and October 2009. Estimated future annual debt service requirements are shown below.

Riverfront Development Mortgage Debt

(Expressed in Thousands)

<u>Year Ending June 30</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2006	\$ 205	\$ 411	\$ 616
2007	217	399	616
2008	230	386	616
2009	944	373	1,317
2010	5,516	104	5,620
Total	<u>\$ 7,112</u>	<u>\$ 1,673</u>	<u>\$ 8,785</u>

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 (7.5% at June 30, 2005) and is due on demand. There was no outstanding balance on this line as of June 30, 2005.

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 \$112.1 million, of which \$89.0 million relates to property leases and \$23.1 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 \$24.6 million were made by the General Assembly to meet the rental payments in fiscal 2005, of which \$17.3 million was for office space and \$7.3 million was for equipment consisting mainly of computers, data processing equipment and fleet vehicles.

Significant annual equipment rentals include \$1.8 million for computers and data processing equipment for the Department of Technology and Information and \$3.9 million for fleet vehicles and data processing equipment with the Department of Administrative Services. Significant annual real estate rentals include \$4.8 million for leases for Health and Social Services facilities, \$2.5 million for the Department of Labor and \$1.9 million for office space of the Department of Services for Children, Youth and Their Families.

Future minimum lease commitments for operating leases as of June 30, 2005 are shown in the following table.

State of Delaware Lease Commitments

(Expressed in Thousands)

Year Ending June 30	Operating Leases
2006	\$ 24,435
2007	18,884
2008	16,143
2009	11,656
2010	8,747
2011-2015	23,309
2016-2020	4,812
2021-2025	1,956
2026-2030	1,779
2031-2035	416
	<u>\$ 112,137</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, 2005. 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. \$119.9 million has been accrued in long-term obligations for the Governmental Activities and \$12.3 million in the Business-type Activities for the compensated absences liability. The current portion of the long-term obligation for compensated absences is \$9.5 million in the Governmental Activities and \$4.2 million in the business-type Activities. Approximately \$104.2 million (86.9%) of the long-term obligation for compensated absences will be liquidated by the General Fund. Of the remainder, approximately \$6.7 million (5.6%) and \$9.0 million (6.8%) 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 table below provides a summary of changes in long-term obligations of the Primary Government for the year ended June 30, 2005.

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	\$ 1,012.5	\$ 170.6	\$ (156.2)	\$ 1,026.9	\$ 113.8
Bond issue premium, net of accumulated amortization	42.1	9.8	(3.0)	48.9	3.0
Notes payable		4.8		4.8	1.2
Physician & scholarship programs	2.8	0.9	(0.6)	3.1	0.6
Claims and judgments (notes 13 and 17)	74.9	83.0	(71.5)	86.4	22.9
Compensated absences	117.2	12.0	(9.3)	119.9	9.5
Net pension obligation (note 14)	88.6	24.0	(17.1)	95.5	
Escheat payable	35.0	7.0	(7.0)	35.0	7.0
Governmental activities long-term liabilities	<u>\$ 1,373.1</u>	<u>\$ 312.1</u>	<u>\$ (264.7)</u>	<u>\$ 1,420.5</u>	<u>\$ 158.0</u>
Business-type Activities					
Revenue bonds	\$ 815.5	\$ 167.5	\$ (121.3)	\$ 861.7	\$ 58.4
Bond issue premium, net of accumulated amortization	29.4	9.2	(8.5)	30.1	
Compensated absences	11.1	1.2		12.3	4.2
Claims and judgments (notes 13 and 17)	14.8	3.7	(3.7)	14.8	2.3
Business type Activities long-term liabilities	<u>\$ 870.8</u>	<u>\$ 181.6</u>	<u>\$ (133.5)</u>	<u>\$ 918.9</u>	<u>\$ 64.9</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	Ending Balance	Due Within One Year
Delaware State Housing Authority					
Notes payable	\$ 5.3	\$ 3.9	\$ (6.4)	\$ 2.8	\$ 2.3
Revenue bonds	307.2	108.5	(74.0)	341.7	7.8
Compensated absences	0.8	0.5	(0.4)	0.9	
Total long term obligations	<u>\$ 313.3</u>	<u>\$ 112.9</u>	<u>\$ (80.8)</u>	<u>\$ 345.4</u>	<u>\$ 10.1</u>
Diamond State Port Corporation					
Notes and loans payable	\$ 53.0	1.3	\$ (3.2)	\$ 51.1	\$ 3.0
Other non-current	0.1		(0.1)	0.0	
Total long term obligations	<u>\$ 53.1</u>	<u>\$ 1.3</u>	<u>\$ (3.3)</u>	<u>\$ 51.1</u>	<u>\$ 3.0</u>
Riverfront Development Corporation					
Bonds payable	\$ 5.2		\$ (0.2)	\$ 5.0	\$ 0.2
Long term debt	8.2		(1.1)	7.1	0.2
Total long term obligations	<u>\$ 13.4</u>	<u>\$ 0.0</u>	<u>\$ (1.3)</u>	<u>\$ 12.1</u>	<u>\$ 0.4</u>
Delaware State University					
Other long term obligations	\$ 2.2	\$ 0.6	\$ (0.4)	\$ 2.4	\$ 0.5
Notes payable	0.6		(0.2)	0.4	0.1
Revenue bonds	30.1	37.3	(1.8)	65.6	1.4
Total long term obligations	<u>\$ 32.9</u>	<u>\$ 37.9</u>	<u>\$ (2.4)</u>	<u>\$ 68.4</u>	<u>\$ 2.0</u>
Delaware Charter Schools					
Long term debt	\$ 26.5	\$ 4.4	\$ (3.0)	\$ 27.9	\$ 1.8
Total long term obligations	<u>\$ 26.5</u>	<u>\$ 4.4</u>	<u>\$ (3.0)</u>	<u>\$ 27.9</u>	<u>\$ 1.8</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, 2005 for these entities amounted to \$1.5 billion and \$432.2 million, respectively.

NOTE 12. CAPITAL ASSETS**PRIMARY GOVERNMENT**

Capital asset activities for the fiscal year ended June 30, 2005 were as follows:

Capital Assets

(Expressed in Thousands)

Governmental Activities	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets, not being depreciated				
Land	\$ 327,811	\$ 38,834	\$ (5,255)	\$ 361,390
Easements	66,822	25,782		92,604
Construction-in-progress	203,263	218,920	(278,798)	143,385
Total capital assets, not being depreciated	<u>597,896</u>	<u>283,536</u>	<u>(284,053)</u>	<u>597,379</u>
Capital assets, being depreciated				
Vehicles	65,006	16,883	(5,124)	76,765
Buildings	1,771,070	286,365	(18,601)	2,038,834
Equipment	75,664	4,418	(3,437)	76,645
Land Improvements	58,138	19,674		77,812
Total capital assets being depreciated	<u>1,969,878</u>	<u>327,340</u>	<u>(27,162)</u>	<u>2,270,056</u>
Less accumulated depreciation for:				
Vehicles	(45,731)	(10,619)	3,409	(52,941)
Buildings	(629,389)	(46,564)	2,800	(673,153)
Equipment	(52,042)	(5,704)	2,854	(54,892)
Land Improvements	(18,042)	(6,812)		(24,854)
Total accumulated depreciation	<u>(745,204)</u>	<u>(69,699)</u>	<u>9,063</u>	<u>(805,840)</u>
Total capital assets, being depreciated, net	<u>1,224,674</u>	<u>257,641</u>	<u>(18,099)</u>	<u>1,464,216</u>
Governmental activities capital assets, net	<u>\$ 1,822,570</u>	<u>\$ 541,177</u>	<u>\$ (302,152)</u>	<u>\$ 2,061,595</u>

Capital Assets

(Expressed in thousands)

Business-type Activities Lottery	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets being depreciated				
Vehicles and equipment	\$ 1,395			\$ 1,395
Total capital assets being depreciated	1,395			1,395
Less accumulated depreciation for:				
Vehicles and equipment	(1,065)	\$ (131)		(1,196)
Total accumulated depreciation	<u>(1,065)</u>	<u>(131)</u>		<u>(1,196)</u>
Total capital assets, being depreciated, net	<u>330</u>	<u>(131)</u>		<u>199</u>
Business-type activity capital assets, net	<u>\$ 330</u>	<u>\$ (131)</u>		<u>\$ 199</u>

Capital Assets

(Expressed in Thousands)

Business-type Activity DeIDOT Fund	Beginning Balance	Increases	Decreases	Ending Balance
Capital Assets, not being depreciated				
Land	\$ 113,673	\$ 79,339	\$ (23,648)	\$ 169,364
Infrastructure	3,148,481	15,210		3,163,691
Total capital assets, not being depreciated	<u>3,262,154</u>	<u>94,549</u>	<u>(23,648)</u>	<u>3,333,055</u>
Capital assets, being depreciated				
Buildings	53,415	9,664	(1,866)	61,213
Vehicles and equipment	149,831	12,550	(9,666)	152,715
Total capital assets being depreciated	<u>203,246</u>	<u>22,214</u>	<u>(11,532)</u>	<u>213,928</u>
Less accumulated depreciation for:				
Buildings	(18,863)	(1,599)		(20,462)
Vehicles and equipment	(69,860)	(18,055)	9,049	(78,866)
Total accumulated depreciation	<u>(88,723)</u>	<u>(19,654)</u>	<u>9,049</u>	<u>(99,328)</u>
Total capital assets, being depreciated, net	<u>114,523</u>	<u>2,560</u>	<u>(2,483)</u>	<u>114,600</u>
Business-type activity capital assets, net	<u>\$ 3,376,677</u>	<u>\$ 97,109</u>	<u>\$ (26,131)</u>	<u>\$ 3,447,655</u>

Depreciation expense was charged to the following primary government functions as follows:

Depreciation Expense

(Expressed in Thousands)

Governmental Activities:	
General Government	\$ 15,302
Health and Children's Services	10,832
Judicial and Public safety	12,067
Natural Resources and Environmental Control	3,294
Labor	73
Education	<u>28,131</u>
Total Depreciation Expense - Governmental Activities	<u>\$ 69,699</u>
Business-type Activities:	
Transportation	\$ 19,654
Lottery	<u>131</u>
Total Depreciation Expense- Business-type Activities	<u>\$ 19,785</u>

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, 2005, for workers' compensation, automobile accident and health-care claim liabilities is \$126.5 million. The claim liabilities relating to health-care totaling \$43.6 million have been recorded as accrued liabilities in the Governmental activities. The liability for workers' compensation and automobile accident liabilities totaling \$82.9 million has been recorded in Governmental activities as claims and judgments. The current portion of these claims totals \$19.4 million. Other claim liabilities relating to police professional malpractice and property and casualty were not recorded at June 30, 2005 as the total of these liabilities were not material to the financial statements. Changes in the balances of claim liabilities during fiscal years 2004 and 2005 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
2004	\$ 113,458	\$ 473,449	\$ (466,664)	\$ 120,243
2005	\$ 120,243	\$ 524,968	\$ (518,712)	\$ 126,499

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 \$3.5 million of claim liabilities as claims and judgments. Of this amount, \$2.3 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 State and local governments transfer the proceeds of the tax on a per officer basis. The portion of the tax payable relating to the State Police is re-directed into the COLA Fund. When a participating employer grants a post-retirement increase, 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, 2005, recently granted post-retirement increases have outstanding liabilities totaling \$147.1 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>
2006	\$ 38,748
2007	\$ 33,717
2008	\$ 35,037
2009	\$ 26,490
2010	\$ 13,132

The Board adopted actuarially determined funding for the Post-Retirement Increase Fund. Funding for fiscal Year 2005 was 2.4% of covered payroll. Funding for Fiscal Year 2006 has been increased to 2.6% of covered payroll.

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, 2005, 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 of 2000, is a cost-sharing multiple-employer defined benefit post-employment healthcare plan that covers retired employees of the State Employees' Pension Plan. The State provides health insurance to eligible retirees and their dependents. The State Legislature under 29 Del Code, Chapter 52 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, 2005, plan members contributed \$2.4 million, or 2.9% of total premiums through their required contributions. The State of Delaware General Fund was required to contribute the balance of the premium cost (\$82.2 million, or 97.1% for Fiscal Year 2005). 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.

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 \$301.56 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 \$84,818,000 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.

Survivor Benefits: If employee is receiving a pension or is active with at least 5 years of credited service, eligible survivor receives 50% (or 75% with 3% reduction of benefit) 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 Plan

Plan 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.

Service Benefits: Defined by special legislation.

Vesting: Defined by special legislation.

Retirement: Defined by special legislation.

Disability Benefits: Defined by special legislation.

Survivor Benefits: Same as State Employees' Plan.

Contributions: Employer contributions are actuarially determined and fully funded in advance by the General Assembly.

Death Benefit: \$7,000 per member.

New State Police Pension Plan

Plan 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.

Service Benefits: 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.

Vesting: 10 years of credited service at any age.

Retirement: 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.

Disability Benefits: Duty - *Total Disability* - 75% of 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, the eligible survivor receives 50% of pension; if employee is active, eligible survivor receives 50% of compensation.

Contributions:

- ◆ Employer - Determined by Board of Pension Trustees.
- ◆ Member - 7% of compensation.

Death Benefit: \$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.
<u>Disability Benefits:</u>	Same as Service Benefits
<u>Survivor Benefits:</u>	
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.
<u>Contributions:</u>	
♦ 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.
<u>Death Benefit:</u>	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, 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 - FICA covered - 5% of compensation.
Non-FICA covered - 7% of compensation.

Death Benefit: Not applicable.

County & Municipal Other Employees' Pension Plan

Plan 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, 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.

Retirement: Age 62 with 5 years of credited service, age 60 with 15 years of credited service, or after 30 years of credited service.

Disability Benefits: Same as Service Benefits. Employee must have 5 years of credited service.

Survivor Benefits: 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.

Contributions:

- ◆ 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.

Death Benefit: 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.

Service Benefits: \$5 multiplied by years of credited service (not to exceed 25 years) per month.

Vesting: 10 years of credited service.

Retirement: Age 60 with 10 years credited service.

Disability Benefits: Not applicable.

Survivor Benefits: Not applicable.

Contributions:

- ◆ Employer - Determined by Board of Pension Trustees.
- ◆ Volunteer Member - \$60 per member per calendar year.

Death Benefit: 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.

Service Benefits: 1.75% of final average monthly compensation multiplied by the years of credited service (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.

Vesting: 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.

Service Benefits: 50% of monthly salary.

Vesting / Retirement: 20 years of credited service or age 55.

Disability Benefits: Duty - 75% of salary. Non-Duty – Same as Service Benefit.

Survivor Benefits: 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.

Contributions:

- ♦ Employer - The Closed State Police Plan is 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.

Death Benefit: \$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, 2005, 2004, and 2003 are presented on the following page.

Net Pension Obligation (NPO)

	Fiscal Year Ended June 30, 2005	Fiscal Year Ended June 30, 2004	Fiscal Year Ended June 30, 2003
	(Expressed in Thousands)		
Annual Required Contribution	\$ 24,358	\$ 27,747	\$ 27,654
Interest on Net Pension Obligation	7,089	6,849	6,099
Adjustment to Annual Required Contribution	<u>(7,479)</u>	<u>(7,075)</u>	<u>(6,265)</u>
Annual Pension Cost	23,968	27,521	27,488
Less Contributions Made	<u>(17,071)</u>	<u>(19,480)</u>	<u>(18,667)</u>
Increase in Net Pension Obligation	6,897	8,041	8,821
Net Pension Obligation, Beginning of Year	<u>88,618</u>	<u>80,577</u>	<u>71,756</u>
Net Pension Obligation, End of Year	<u>\$ 95,515</u>	<u>\$ 88,618</u>	<u>\$ 80,577</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 \$2,081,400 for the year ended June 30, 2005.

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 may be found in Required Supplementary Information on page 110.

Required supplementary information concerning funding policies and annual pension costs is included on page 110. 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	06/30/2005	\$ 763,558	\$ 612,886	124.58%	-
	06/30/2004	820,350	749,796	109.41%	-
	06/30/2003	545,328	693,100	78.68%	-
Contributory Pension Plan	12/31/2004	\$ 916,604	\$ 601,299	152.44%	-
	12/31/2003	548,215	913,947	59.98%	-
	12/31/2002	346,939	563,584	61.56%	-

Component Units

Delaware State Housing Authority (DSHA)

All full time or regular part-time State employees of the DSHA are covered under the DPERS plan, including post-retirement health care. For the year ended June 30, 2005, the Authority was required to contribute 13.25% of covered payroll to the DPERS plan. The Authority's contribution to the DPERS for the year ended June 30, 2005 was \$246,165, equal to the required contribution for the year. Full-time non-state employees of the Public Housing Program and Section 8 Program are covered by the "Housing-Renewal and Local Agency Retirement Plan," a defined contribution plan funded by contributions from both the Authority and the covered employees. Non-State employees of the DSHA are required to contribute 3.5% of their base salary. The DSHA's contribution rate of annual salaries is 13.25% for the period ended June 30, 2005. Total contributions made for the year amounted to \$365,861.

The Authority provides post-retirement health care benefits, in accordance with Authority General Order Number 325, to all non-state employees who retire from the Authority after meeting the eligibility requirements. Currently, five retirees meet those requirements. Health care benefits paid during fiscal 2005 totaled \$35,386. The set aside balance, which is held in the State of Delaware investment pool, totaled \$204,724 as of June 30, 2005. The Authority decided the current set aside balance was sufficient for fiscal year 2005 and did not set aside additional funds.

Diamond State Port Corporation and Delaware State University

Generally, employees of these discretely presented component units are covered under DPERS.

NOTE 15. AFFILIATED ORGANIZATIONS**Delaware State Lottery*****Multi-State Lottery Association***

The Multi-State Lottery Association (MUSL) was established in 1987. Its members include the Delaware State Lottery, an enterprise fund, and twenty-four other state lotteries. MUSL is governed by a Board of Directors, of which each member lottery is represented. The Board's responsibilities are to initiate, promulgate, and administer a multi-state lottery game for the mutual benefit of the member lotteries.

The total amount held as a deposit by the MUSL as of June 30, 2005, was \$1,700,747. This amount, reported by the Lottery as restricted assets and as liabilities payable from restricted assets, represents funds to be paid to the State of Delaware, the Powerball game ends, if MUSL is not required to use a portion of the Lottery's reserves it holds.

Complete separate financial statements for MUSL may be obtained at the Multi-State Lottery Association, 1701 48th Street, Suite 210, West Des Moines, IA 50266-6723.

DeIDOT Fund***Delaware Transportation Authority***

During fiscal year 1998, Expressways Operations/Toll Administration entered into a regional electronic toll collection system 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 CSC will also lease 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 the event that the CSC generates 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.

At June 30, 2005 and June 30, 2004, a True-Up study revealed a probable liability relating to the True-Up Agreement. While the exact amount of this liability, due in March 2008, is not known, a reasonable estimate based on information currently available is \$12,000,000. This liability has been discounted to its present value based on the average investment rate of the Trust Fund at fiscal year end. The

discounted amount of \$11,325,229 was recorded in claims and judgments at June 30, 2005. To accumulate funds for future payment of this contingency, the Delaware Transportation Authority is earmarking funds within its operating budget.

On March 25, 2003, the Trust Fund withdrew from the regional consortium that was governing the E-Zpass operation jointly with three agencies from other states. As of November 30, 2003, the Trust Fund has been operating its E-ZPass system independent of the regional consortium. According to the withdrawal agreement, the Trust Fund has received approximately \$7.6 million for the completion of the fiber optic system. This amount was initially recorded as deferred revenue and vendor retainage payable and will be recorded as income as expenses are incurred. For the year ended June 30, 2005, expenses related to E-ZPass of \$2,665,572 were included in miscellaneous revenue and transportation operating expense in the statement of revenues, expenses and change in fund net assets. The Trust Fund has agreed to pay its share of the True-Up due in March 2008.

Audited statements for the CSC may be obtained from Adesta Transportation Inc., 200 East Park Drive, Suite 600, Mt. Laurel, New Jersey 08054.

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 \$275.6 million are shown on the balance sheet as Encumbrances. Commitments of the Proprietary fund activities include \$240.9 million for the DeIDOT fund and \$84.3 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 in the range of \$32.6 million – \$35.9 million. The State recognized \$3.5 million in Governmental Activities and \$0.5 million in the DeIDOT fund as claims and judgments liabilities for pending litigation settlements estimated to be probable as of June 30, 2005. 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, 2005 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 \$9.9 million at June 30, 2005) in the event that the annuity issuers default on their obligations.

NOTE 18. SUBSEQUENT EVENT

Primary Government

On September 15, 2005, the State issued \$132 million of general obligation bonds maturing between September 1, 2006 and September 1, 2025. The bonds bear interest between 3.5% and 5.0 %. The proceeds of the bonds were used to provide funds for capital improvements to various State facilities.

Diamond State Port Corporation

Effective July 1, 2005 the Diamond State Port loan was restructured. Unpaid interest through January 1, 2006, in the amount of \$1,348,641 will be capitalized into the loan balance. The funds were loaned at an interest rate of 4.6%. The loan is to be repaid in 40 semi-annual payments of \$1,168,031, commencing July 1, 2006 with the final payment to be made January 1, 2026.

NOTE 19. PRIOR PERIOD ADJUSTMENT

Component Units

Delaware State Housing Authority

Beginning net assets of the Authority as of July 1, 2004 were restated for prior period adjustments. The adjustments principally relate to the HOME Program loan modification forgiving portion of accrued interest. Net assets of the Authority as of June 30, 2004 have been restated from \$229,528,000 to \$228,934,000.

Diamond State Port Corporation

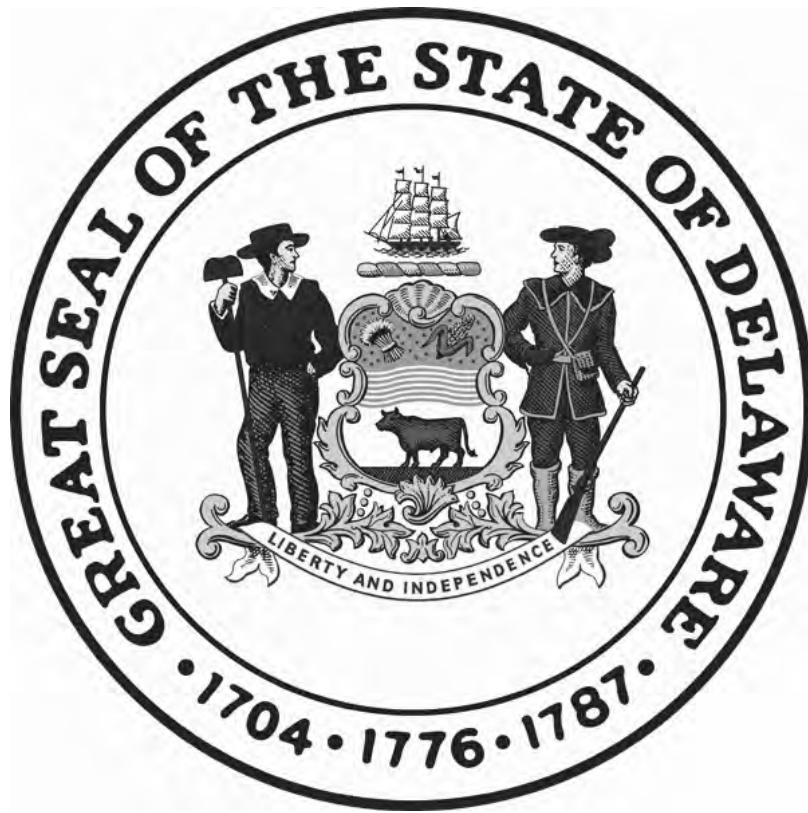
During fiscal year 2005, the Corporation began accruing holiday pay for ILA Union members which is paid annually each November, thus changing from the cash basis of accounting for the holiday pay to the accrual basis of accounting. As a result, the net assets as of July 1, 2004 have been restated from \$104,359,000 to \$104,236,000.

Delaware State University

Beginning net assets of the Delaware State University as of July 1, 2004 have been restated from \$135,369,000 to \$130,187,000 to reflect the effects of an accounting error related to the depreciation of library books.

Delaware Charter Schools

Beginning net assets of the Delaware Charter Schools as of July 1, 2004 were restated by \$14,000, relating to the inclusion of a component unit. Net assets of the Delaware Charter Schools as of June 30, 2004 were restated from \$12,917,000 to \$12,931,000.



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**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, 2004, 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 2005, 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 \$701.2 million Budgetary General Fund Balance at June 30, 2005, \$161.1 million is reserved for the Budget Reserve Account and \$327.8 million is designated as continuing and encumbered appropriations. The \$212.3 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.

**Budgetary Comparison Schedule-General Fund
Budget to Actual (Non-GAAP Budgetary Basis)
For the Fiscal Year Ended June 30, 2005
(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	\$ 823.9	\$ 887.9	\$ 881.3	\$ (6.6)
Business Taxes	972.3	1,007.1	1,009.0	1.9
Other Taxes	181.0	201.3	200.0	(1.3)
License, Permits, Fines and Fees	202.4	187.4	175.7	(11.7)
Interest Earnings	12.0	9.0	9.1	0.1
Lottery Sales	231.4	233.6	234.0	0.4
Other Non-Tax Revenue	367.4	355.9	368.7	12.8
	<hr/>			
Total Revenue	2,790.4	2,882.2	2,877.8	(4.4)
Expenditures				
Legislature	12.7	15.4	11.6	3.8
Executive	110.4	199.0	123.8	75.2
Department of Technology & Information	32.0	35.8	31.8	4.0
Other Elective Offices	63.6	89.4	84.8	4.6
Department of State	15.5	29.3	17.1	12.2
Department of Finance	18.0	67.3	41.7	25.6
Department of Administrative Services	44.2	122.4	74.9	47.5
Department of Agriculture	6.7	8.7	7.1	1.6
Department of Elections	3.4	5.2	4.7	0.5
Advisory Council for Exceptional Citizens	0.1	0.1	0.1	0.0
Department of Health & Social Services	662.0	745.1	707.4	37.7
Department of Services to Child/Youth	97.5	108.4	104.2	4.2
Judicial	68.9	77.5	75.2	2.3
Legal	31.3	32.3	32.2	0.1
Department of Corrections	194.6	210.0	201.7	8.3
Department of Safety & Homeland Security	91.1	101.8	99.8	2.0
Fire Prevention Commission	4.0	4.4	4.3	0.1
Delaware National Guard	3.7	4.1	3.6	0.5
Natural Resources and Environmental Control	36.4	59.9	45.8	14.1
Labor	6.6	6.7	6.6	0.1
Higher Education	210.7	242.1	228.3	13.8
Department of Education	887.0	1,000.7	915.6	85.1
	<hr/>			
Total Expenditures	2,600.4	3,165.6	2,822.3	343.3
Excess (deficiency) of revenue over expenditures	190.0	(283.4)	55.5	338.9
Budgetary fund balance, beginning of year	<hr/>	<hr/>	<hr/>	<hr/>
	645.7	645.7	645.7	0.0
Budgetary fund balance, end of year	<hr/>	<hr/>	<hr/>	<hr/>
	\$ 835.7	\$ 362.3	\$ 701.2	\$ 338.9
Budgetary Fund Balance				
Designated:				
Budget Reserve Account			\$ 161.1	
Continuing and encumbered appropriations			327.8	
Undesignated			<hr/>	
Total			212.3	
			<hr/>	
			\$ 701.2	

In prior years, abandoned property was classified as business tax. For the current year, \$268 million in budget and \$265 million in actual revenues are shown in other non-tax revenue.

(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, 2005

(Expressed in Millions)

	Budgeted Amounts		Actual Amounts	Variance with Final Budget
	Original	Final		
REVENUES				
Personal Income Taxes			\$ 1.4	\$ 1.4
Business Taxes	\$ 26.5	\$ 26.5	17.3	(9.2)
Other Taxes	4.0	4.0	14.6	10.6
License, Permits, Fines and Fees	63.9	63.9	92.2	28.3
Rentals and Sales	15.4	15.4	12.3	(3.1)
Interest Earnings	4.3	4.3	6.5	2.2
Grants	3.6	3.6	38.8	35.2
Other Non-Tax Revenue	554.3	554.3	369.2	(185.1)
Total Revenues	672.0	672.0	552.3	(119.7)
Expenditures				
Executive	129.1	117.7	67.4	50.3
Department of Technology & Information	26.1	31.1	16.4	14.7
Other Elective Offices	23.1	26.4	24.8	1.6
Department of State	16.0	21.1	14.8	6.3
Department of Finance	47.3	59.3	52.3	7.0
Department of Administrative Services	22.3	27.0	22.1	4.9
Department of Agriculture	4.5	4.8	3.8	1.0
Department of Elections	0.0	0.3	0.2	0.1
Department of Health & Social Services	74.9	92.8	60.2	32.6
Department of Services to Child/Youth/Families	24.2	31.3	18.7	12.6
Judicial	8.3	10.3	8.2	2.1
Legal	5.5	6.4	4.3	2.1
Department of Correction	3.7	5.4	2.2	3.2
Department of Safety & Homeland Security	7.9	9.0	7.1	1.9
Fire Prevention Commission	2.3	2.6	2.0	0.6
Natural Resources and Environmental Control	50.0	61.6	38.6	23.0
Transportation	277.4	177.4	205.3	(27.9)
Labor	16.3	17.7	14.8	2.9
Education	4.5	14.8	9.7	5.1
Total Expenditures	743.4	717.0	572.9	144.1
Excess (Deficiency) of Revenues Over Expenditures	(71.4)	(45.0)	(20.6)	24.4
Budgetary Fund Balance, Beginning of Year	354.3	354.3	354.3	0.0
Budgetary Fund Balance, End of Year	\$ 282.9	\$ 309.3	\$ 333.7	\$ 24.4

(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, 2005 (Expressed in Millions)

Budget Basis General and Special Fund Revenues for fiscal year 2005	\$ 3,430.1
Non Appropriated Revenue by Category:	
Other Revenue	\$ 207.3
License, Fees, Permits, and Fines	35.1
Personal, Business and Other Taxes	46.1
Federal Government	10.1
Rentals and Sales	9.3
Interest and Other Investment Income	7.9
Component Units	(32.6)
DelDOT Fund Revenues-Enterprise Activities	(203.0)
Appropriated Special Fund Revenues from Lottery-Reclassified to Transfers In	(67.7)
Lottery Sales	(234.0)
Local School District Debt Service Payments-Reclassified to Transfers In	(31.8)
Other Accruals and Adjustments	(41.4)
Total General Fund Revenues for the fiscal year ended June 30, 2005	3,135.4
Federal Fund Revenue	892.7
Local School District Funds Revenue	393.7
Capital Projects Fund Revenue	<u>0.0</u>
Total GAAP Basis Governmental Funds Revenue for the fiscal year ended June 30, 2005	<u><u>\$ 4,421.8</u></u>

Budget vs. GAAP Expenditure Reconciliation
For the Fiscal Year Ended June 30, 2005

(Expressed in Millions)

Total Budget Basis General and Special Fund Expenditures for fiscal year 2005		\$ 3,395.2
Non Appropriated Expenditures by Function:		
General Government	\$	857.4
Health & Children's Services		21.4
Judicial & Public Safety		10.7
Natural Resources and Environmental Control		50.1
Transportation		8.2
Labor		53.3
Education		8.9
Tax Refunds		(217.8)
Component Units		(1.0)
Lottery Adjustment		(0.8)
Transportation		(204.2)
Education-Delaware State University		(35.7)
Charter Schools		(33.8)
Health Insurance		(504.2)
Other Accruals and Adjustments		<u>(135.8)</u>
Total General Fund Expenditures for the fiscal year ended June 30, 2005		3,271.9
Federal Revenue Funds Expenditures		886.6
Local School District Funds Expenditures		387.2
Capital Projects Funds Expenditures		<u>174.1</u>
Total GAAP Basis Governmental Funds Expenditures for the fiscal year ended June 30, 2005		<u><u>\$ 4,719.8</u></u>

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 4,464 centerline miles and approximately 1,371 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 these 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.

It is the State’s policy to maintain at least 75 percent of its highways and bridge system at a good or better condition level. 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.

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

		2004		2003		2002	
BCR Condition	Rating	Number	Percent	Number	Percent	Number	Percent
	Good	6-9	1,029	75.1	1,012	74.5	1,011
Fair	5	256	18.6	259	19.0	273	19.7
Poor	1-4	86	6.3	89	6.5	102	7.4
Totals		<u>1,371</u>	<u>100.0</u>	<u>1,360</u>	<u>100.0</u>	<u>1,386</u>	<u>100.0</u>

Deck Rating Numbers and Percentages for Bridges

Calendar Year Ended December 31

		2004		2003		2002	
OPC Condition	Rating	Square Meters	Percent	Square Meters	Percent	Square Meters	Percent
	Good	6-9	6,731,463	94.0	6,932,464	97.0	6,522,812
Fair	5	399,554	5.6	172,061	2.4	1,650,368	19.2
Poor	1-4	31,983	0.4	40,677	.6	480,228	5.4
Totals		<u>7,163,000</u>	<u>100.0</u>	<u>7,145,202</u>	<u>100.0</u>	<u>8,653,408</u>	<u>100.0</u>

Center-Line Mile Numbers and Percentages for Road Pavement

Calendar Year Ended December 31

		2004		2003		2002	
OPC Condition	Rating	Center-Line Mile	Percent	Center-Line Mile	Percent	Center-Line Mile	Percent
	Good	3.0-5.0	3,296	73.8	3,459	77.5	3,196
Fair	2.5-3.0	775	17.4	641	14.4	568	13.6
Poor	Below 2.5	393	8.8	364	8.1	411	9.8
Totals		<u>4,464</u>	<u>100.0</u>	<u>4,464</u>	<u>100.0</u>	<u>4,175</u>	<u>100.0</u>

Comparison of Estimated-to-Actual Maintenance/Preservation

(Expressed In Thousands)

	Fiscal Year				
	2005	2004	2003	2002	2001
Estimated	<u>\$ 138,517</u>	<u>\$122,662</u>	<u>\$ 129,180</u>	<u>\$ 97,341</u>	<u>\$ 51,275</u>
Actual	<u>\$ 311,397</u>	<u>\$133,765</u>	<u>\$ 146,352</u>	<u>\$126,540</u>	<u>\$132,454</u>

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 (Excess of Assets over Liabilities) (2) - (1)			
State Employees' *	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%)
	6/30/03	5,125,442	4,794,944	(330,498)		106.9%	1,355,800	(24.4%)
Special	6/30/05	\$ 855	\$ 791	\$ (64)		108.1%	N/A	N/A
	6/30/04	933	785	(148)		118.9%	N/A	N/A
	6/30/03	1,009	768	(241)		131.4%	N/A	N/A
Closed State Police +	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%
	6/30/03	2,322	318,250	315,928		0.7%	2,869	11,011.8%
New State Police *	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%)
	6/30/03	120,457	106,272	(14,185)		113.3%	31,778	(44.6%)
Judiciary*	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%
	6/30/03	30,961	32,319	1,358		95.8%	7,173	18.9%
Diamond State Port Corporation	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%
	6/30/03	7,328	7,056	(272)		103.9%	8,636	(3.1%)
County and Municipal Police and Firefighters'	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%)
	6/30/03	41,228	36,698	(4,530)		112.3%	24,128	(18.8%)
County and Municipal Other Employees'	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%)
	6/30/03	3,602	3,332	(270)		108.1%	6,209	(4.3%)
Volunteer Firemen's	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
	6/30/03	9,644	15,619	5,975		61.7%	4,933	1,211

* 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, 2005.

Annual Pension Cost, Actuarial Methods and Assumptions

(Expressed in Thousands)

Plan	State Employees'	Special	Closed State Police	New State Police	Judiciary
Annual Pension Cost	\$ 70,638	N/A	\$ 24,358	\$ 3,785	\$ 1,391
Actuarial Valuation Date	6/30/05	6/30/05	6/30/05	6/30/05	6/30/05
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	31 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	\$ 352	\$ 5,627	\$ 2,271	\$ 1,403
Actuarial Valuation Date	6/30/05	6/30/05	6/30/05	6/30/05
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 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	07/01/2004	\$ 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%)
	07/01/2002	4,355,464	4,727,035	(371,571)	92.14%	7,690,602	(4.83%)
Contributory Pension Plan	01/01/2005	\$ 20,266,978	20,670,312	(403,334)	98.05%	\$ 14,580,133	(2.77%)
	01/01/2004	17,654,095	18,866,345	(1,212,250)	93.57%	14,478,473	(8.37%)
	01/01/2003	14,914,835	18,110,449	(3,195,614)	82.35%	16,185,321	(19.74%)

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	\$ 612,886	\$ 601,299
Contributions Made	\$ 763,558	\$ 916,604
Actuarial Valuation Date	7/1/2004	01/01/2004
Actuarial Cost Method	Frozen Initial Liability	N/A
Remaining Amortization Period	21	17
Asset Valuation Method	Market	Market
Actuarial Assumptions:		
Investment rate of return	7.50%	7.00%
Projected Salary Increases	4.50%	4.00%

N/A = Not Applicable

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 be 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]

August 1, 2006

OPINION OF BOND COUNSEL

RE: The State of Delaware
\$33,655,000 General Obligation Bonds - Series 2006A
\$155,545,000 General Obligation Bonds – Series 2006B

TO THE PURCHASERS OF THE ABOVE-CAPTIONED BONDS:

We have acted as bond counsel in connection with the issuance of \$33,655,000 General Obligation Bonds – Series A of 2006 and \$155,545,000 General Obligation Bonds – Series B of 2006 (collectively, 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 July 13, 2006 (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.

