Northern Tobacco Securitization Corporation

a component unit of the State of Alaska

Financial Statements

With Independent Auditors' Report

June 30, 2008 and 2007

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For comments please contact:

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Mikunda,
Cottrell & Co., Inc.
Certified Public Accountants & Consultants

RSM McGladrey Network
An Independently Owned Member

Offices in Anchorage & Kenai

Independent Auditor's Report

To the Board of Directors
Northern Tobacco Securitization Corporation
Anchorage, Alaska

We have audited the accompanying financial statements of the governmental activities and major fund of Northern Tobacco Securitization Corporation (NTSC), a component unit of the State of Alaska, as of and for the year ended June 30, 2008 and 2007, which collectively comprise NTSC's basic financial statements as listed in the table of contents. These financial statements are the responsibility of NTSC's management. Our responsibility is to express opinions on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 audits provide a reasonable basis for our opinions.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and major fund of NTSC, as of June 30, 2008 and 2007, and the respective changes in financial position for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note A to the financial statements, NTSC's repayment of long-term debt is dependent on several factors, including the continued financial capability of participating cigarette manufacturers to pay tobacco settlement revenues and future cigarette consumption.

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To the Board of Directors
Northern Tobacco Securitization Corporation
Anchorage, Alaska

The management's discussion and analysis on pages 3 through 7 is not a required part of the basic financial statements but is supplementary information required by the accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Mikunda, Cottrell & Co.

Anchorage, Alaska
August 29, 2008

MANAGEMENT'S DISCUSSION AND ANALYSIS

This discussion and analysis is designed to assist the reader in focusing on significant financial issues and activities and to identify significant changes in the financial position of Northern Tobacco Securitization Corporation (NTSC) during the years ended June 30, 2008 and 2007. This information should be read in conjunction with the Independent Auditors' Report, financial statements and accompanying notes.

NTSC is a component unit of the State of Alaska ("the State") and is presented as a component of the special revenue funds in the State's financial statements.

OVERVIEW OF THE FINANCIAL STATEMENTS

NTSC's annual financial statements consist of two parts: Management's Discussion and Analysis and basic financial statements. The basic financial statements include government-wide presentation, governmental fund presentation and Notes to Financial Statements. Comparative financial statements for June 30, 2008 and 2007 are presented and are intended to facilitate and enhance understanding of NTSC's financial position and results of operations for the current fiscal year in comparison to the prior fiscal year.

The government-wide financial statements of NTSC, which include the *Statement of Net Assets* and the *Statement of Activities*, are presented to display information about NTSC as a whole and are prepared using the economic resources measurement focus and the accrual basis of accounting, similar to the accounting used by most private-sector companies. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows.

The *Statement of Net Assets* (Exhibit A) answers the question, "How is our financial health at the end of the year?" This statement includes all assets and liabilities. Over time, changes in net assets may serve as a useful indicator of whether the financial position of NTSC is improving or deteriorating.

The *Statement of Activities* (Exhibit B) accounts for all of the revenues and expenses. This statement measures the success of NTSC's operations over the past year and can be used to determine whether NTSC has successfully recovered all of its costs through its revenue sources. This statement helps answer the question "Is NTSC as a whole better off or worse off as a result of the year's activities?"

The *Notes to Financial Statements* provide additional information that is essential to obtain a full understanding of the data provided in the government-wide financial statements. The Notes to Financial Statements follow Exhibit C.

CONDENSED STATEMENT OF NET ASSETS

(in thousands)

Analysis for fiscal year 2008

	2008	2007
Investments	$ 37,241	$ 37,053
Total assets	40,937	41,002
Bonds, net	381,399	387,252
Total liabilities	382,907	388,798
Restricted net assets	33,278	33,014
Unrestricted net assets (deficit)	(375,248)	(380,810)
Total net assets (deficit)	(341,970)	(347,796)

There were no significant changes in total assets.

Total liabilities decreased $5.9 million primarily as a result of principal paydowns on bonds.

The total net asset deficit decreased $5.8 million due to the changes in the unrestricted net asset deficit balances. There were no significant changes in restricted net assets. The deficit balance of unrestricted net assets decreased primarily due to an excess of revenues over expenses during the year ended June 30, 2008.

Analysis for fiscal year 2007

	2007	2006
Investments	$ 37,053	$ 28,453
Total assets	41,002	31,533
Bonds, net	387,252	207,995
Total liabilities	388,798	208,960
Restricted net assets	33,014	28,387
Unrestricted net assets (deficit)	(380,810)	(205,814)
Total net assets (deficit)	(347,796)	(177,427)

Total assets increased by $9.5 million due primarily to the investment of new bond proceeds.

Total liabilities increased $179.8 million as a result of the issuance of new bonds. The proceeds of these bonds were used to fully defease prior year bonds and to purchase prior year residual rights from the State.

The total net deficit increased $170.4 million as a net result of the changes in the restricted net assets and the unrestricted net deficit balances. Restricted net assets increased by $4.6 million primarily due to an increase of investments for debt service payments. The deficit balance of unrestricted net assets increased $175.0 million, primarily due to an excess of expenses over revenue during the year ended June 30, 2007.

CONDENSED STATEMENT OF ACTIVITIES

(in thousands)

Analysis for fiscal year 2008

	2008	2007
Tobacco settlement revenue	$27,794	$ 16,726
Total revenue	29,508	18,519
Payment to State for additional tobacco rights	-	170,280
Interest expense	23,142	18,300
Total expenses	23,682	188,888
Changes in net assets	5,826	(170,369)

Total revenues increased $11.0 million during the year ended June 30, 2008, due primarily to an increase in tobacco settlement revenues received under the Master Settlement Agreement.

Total expenses decreased $165.2 million during the year ended June 30, 2008, due primarily to payments made to the State for tobacco settlement rights of $170.3 million in fiscal year 2007 offset by an increase in interest expense of $4.8 million for the year ended June 30, 2008.

Analysis for fiscal year 2007

	2007	**2006**
Tobacco settlement revenue	$16,726	$ 15,980
Total revenue	18,519	17,199
Payment to State for additional tobacco rights	170,280	-
Interest expense	18,300	12,357
Total expenses	188,888	12,832
Changes in net assets	(170,369)	4,367

Total revenues increased $1.3 million during the year ended June 30, 2007, due primarily to an increase in tobacco settlement revenues received under the Master Settlement Agreement.

Total expenses increased 176.0 million due primarily to a payment to the State of $170.3 million for additional tobacco settlement rights and an increase in bond interest expense of $5.9 million for the year ended June 30, 2007.

MAJOR FUNDS

NTSC's governmental fund financial statements, which include the *Governmental Funds Balance Sheet* and the *Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances*, are presented using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized when they become both measurable and available to finance expenditures in the current period.

The adjustment detail on the *Governmental Funds Balance Sheet / Statement of Net Assets* and the *Reconciliation of the Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities* (Exhibit C) is provided to assist readers in understanding the differences between government-wide and governmental fund financial statements.

An analysis of the significant balances and transactions in the individual funds is as follows:

DEBT SERVICE FUND

This fund is restricted solely to debt service activities.

There were no significant changes on the Balance Sheet for either fiscal year 2007 or fiscal year 2008.

Total debt service revenues increased by $11.1 million for the year ended June 30, 2008, due primarily to an increase in tobacco settlement revenues received under the Master Settlement Agreement. Total debt service expenditures decreased by $14.0 million due to a $25.4 million decrease in existing monies to the bond escrow agent for the advance refunding of debt offset by a $7.4 million increase in principal redemptions and a $4.0 million increase in bond interest expenditures.

Total debt service revenues increased slightly for the year ended June 30, 2007, due to an increase in tobacco settlement revenues received under the Master Settlement Agreement. Total debt service expenditures increased $26.1 million due to a $2.5 million decrease in principal redemptions offset by a $25.4 million increase in existing monies to the bond escrow agent for the advance refunding of debt and a $3.2 million increase in bond interest expenditures due to an issuance of additional long-term debt.

There was no activity in the financing sources and uses for fiscal year 2008. In fiscal year 2007 there was a transfer of $29.5 million from the general fund for the Senior Liquidity Reserve and Capitalized Interest accounts due to the issuance of bonds.

GENERAL FUND

The general fund is the operating fund of NTSC. It represents all of NTSC's activities not presented in another fund.

There were no significant changes on the Balance Sheet for either fiscal year 2008 or fiscal year 2007.

There were no changes in the revenues for the years ended June 30, 2008 or June 30, 2007

There was a $174.2 million decrease in expenditures for the year ended June 30, 2008 and a $174.2 million increase in expenditures for the year ended June 30, 2007. These changes in expenditures were caused by a new bond issue in the year ended June 30, 2007 with costs of issue of $3.9 million and a $170.3 million payment to the State to purchase additional rights to tobacco settlement payments in the year ended June 30, 2007.

There was no activity in the financing sources and uses for fiscal year 2008. In fiscal year 2007 there was an issuance of new bonds of $400.8 million (net of $11.1 million discount), monies were paid to the bond escrow agent of $193.0 million for the advance refunding of debt and $29.5 million was transferred to the debt service fund.

DEBT ADMINISTRATION

As of June 30, 2008, NTSC had $381.3 million of revenue bonds, net of discount, accreted value, and deferred debt refunding, secured solely by future tobacco settlement revenue and investment earnings. Significant debt activity during fiscal year 2008 consisted of debt service payments of $29.3 million of which $19.4 million represented interest and $9.9 million represented principal paydowns.

As of June 30, 2007, NTSC had $387.2 million of revenue bonds, net of discount, accreted value, and deferred debt refunding, secured solely by future tobacco settlement revenue and investment earnings. Significant debt activity during fiscal year 2007 consisted of the issuance of new debt, net of discount, of $400.8 million, defeasance of old debt with a principal balance of $209.7 million and debt service payments totaling $43.2 million, of which $15.4 million represented interest, $2.4 million represented principal paydowns and $25.4 million of existing monies paid to the bond escrow agent for the defeasance.

Ratings on NTSC's bonds are subject to change as the companies that rate the bonds analyze numerous factors that may affect NTSC's ability to pay interest on and principal of its outstanding obligations. Therefore, there has been no attempt to list the ratings as of the date of this report. However, current ratings are available through the following Nationally Recognized Municipal Securities Repositories (NRMSIR):

Bloomberg Municipal Repository
100 Business Park Drive
Skillman, New Jersey 08558

DPC Data Inc.
One Executive Drive
Fort Lee, NJ 07024

FT Interactive Data
Attn: NRMSIR
100 William Street
New York, New York 10038

Standard & Poor's J. J. Kenny Repository
55 Water Street
45th Floor
New York, NY 10041

Additional information on NTSC's long-term debt can be found in the Notes to Financial Statements.

ECONOMIC FACTORS

Tobacco settlement revenue, the primary revenue source for NTSC, is dependent on future tobacco product sales. If the consumption of tobacco products increases, then NTSC's tobacco settlement revenue will increase; if consumption decreases, revenue will also decrease. If consumption remains consistent, tobacco settlement revenue will remain stable.

CONTACTING NTSC'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of NTSC's finances and to show NTSC's accountability for the money it receives. If you have any questions about this report or need additional financial information, please contact NTSC at (907) 330-8396.

NORTHERN TOBACCO SECURITIZATION CORPORATION
(A Component Unit of the State of Alaska)
GOVERNMENTAL FUNDS BALANCE SHEET / STATEMENT OF NET ASSETS
June 30, 2008 and June 30, 2007
(in thousands of dollars)

	June 30, 2008				
	General Fund	Debt Service Fund	Governmental Funds Balance Sheet Total	Adjustments*	Statement of Net Assets Total
ASSETS					
Investments	$ 3,963	$ 33,278	$ 37,241	$	$ 37,241
Interest receivable	-	-	-	120	120
Unamortized costs of issuance	-	-	-	3,576	3,576
Total Assets	3,963	33,278	37,241	3,696	40,937
LIABILITIES					
Bond interest payable	-	-	-	1,508	1,508
Intergovernmental payable	-	-	-	-	-
Long-term debt:					
Due within one year	-	-	-	-	-
Due after one year	-	-	-	399,683	399,683
Unamortized bond discount	-	-	-	(10,004)	(10,004)
Deferred debt refunding	-	-	-	(9,745)	(9,745)
Acreted value	-	-	-	1,465	1,465
Total Liabilities	-	-	-	382,907	382,907
FUND BALANCES					
Fund balances:					
Unreserved	3,963	-	3,963		
Reserved for debt service	-	33,278	33,278		
Total Fund Balances	3,963	33,278	37,241		
Total Liabilities and Fund Balances	$ 3,963	$ 33,278			
NET ASSETS					
Restricted for debt service					33,278
Unrestricted net assets, (deficit)					(375,248)
Total Net Assets (deficit)				$ (379,211)	$ (341,970)

*** Adjustments**

Amounts reported for governmental activities in the Statement of Net Assets are different because:

Interest receivable not received within 60 days from the end of the period, is not available to pay for current-period expenditures and, therefore, is deferred in the governmental funds. The statement of net assets recognizes investment interest when earned.	120
Governmental funds report costs of debt issuance as expenditures. The Statement of Net Assets capitalizes the costs of issuance and amortizes such items over the life of the debt.	3,576
Long-term debt and interest payable are not due and payable in the current period and therefore are not reported in the governmental funds.	(401,191)
Governmental funds report bond discounts as other financing uses. The Statement of Net Assets records bond discounts as a contra-liability to long-term debt and amortizes such items to interest expense over the life of the debt.	10,004
Governmental funds report debt, bond discounts and costs of debt issuance as expenditures, whereas the Statement of Net Assets capitalizes them. At time of defeasance these items are reclassed as deferred debt refunding, a contra-liability to long-term debt, and amortized over the life of the debt to interest expense for the Statement of Net Assets. For the governmental funds these items are not there to defer.	9,745
Governmental funds report acreted value at the time the bonds are redeemed. The Statement of Net Assets amortizes such items as a reduction to expense over the life of the debt .	(1,465)
Net assets of governmental activities	$ (341,970)

See accompanying notes to the financial statements.

EXHIBIT A

June 30, 2007				
General Fund	Debt Service Fund	Governmental Funds Balance Sheet Total	Adjustments*	Statement of Net Assets Total
$ 4,039	$ 33,014	$ 37,053	$ -	$ 37,053
-	-	-	154	154
-	-	-	3,795	3,795
4,039	33,014	37,053	3,949	41,002
-	-	-	1,545	1,545
1	-	1	-	1
-	-	-	3,360	3,360
-	-	-	406,173	406,173
-	-	-	(10,748)	(10,748)
-	-	-	(12,195)	(12,195)
-	-	-	662	662
1	-	1	388,797	388,798
4,038	-	4,038		
-	33,014	33,014		
4,038	33,014	37,052		
$ 4,039	$ 33,014			
				33,014
				(380,810)
			$ (384,848)	$ (347,796)

154
3,795
(411,078)
10,748
12,195
(662)
$ (347,796)

NORTHERN TOBACCO SECURITIZATION CORPORATION

(A Component Unit of the State of Alaska)

STATEMENT OF GOVERNMENTAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES / STATEMENT OF ACTIVITIES

For the Years Ended June 30, 2008 and June 30, 2007

(in thousands of dollars)

	June 30, 2008				
	General Fund	Debt Service Fund	Total Governmental Funds	Adjustments (Exhibit C)	Statement of Activities
GENERAL REVENUES					
Tobacco settlement revenues	$ -	$ 27,794	$ 27,794	$ -	$ 27,794
Investment interest	-	1,759	1,759	(34)	1,725
Net increase (decrease) in fair value of investments	-	(11)	(11)	-	(11)
Total revenues	-	29,542	29,542	(34)	29,508
EXPENDITURES/EXPENSES					
Current:					
Insurance and financing	44	-	44	-	44
General and administrative	31	-	31	-	31
Costs of issuance		-	-	135	135
Payment to extend the term for receipt of tobacco settlement revenues from the State of Alaska	-	-	-	-	-
(Gain)/loss on extinguishment of bonds	-	-	-	330	330
Debt Service:					
Principal	-	9,850	9,850	(9,850)	-
Interest	-	19,428	19,428	3,714	23,142
Existing monies to bond escrow agent	-	-	-	-	-
Total expenditures/expenses	75	29,278	29,353	(5,671)	23,682
Excess (deficiency) of revenues over (under) expenditures	(75)	264	189	5,637	5,826
Other financing sources/uses:					
Principal amount of bonds issued	-	-	-	-	-
Bond discount	-	-	-	-	-
Proceeds of refunding bonds	-	-	-	-	-
Proceeds to bond escrow agent	-	-	-	-	-
Transfers - internal activities	-	-	-	-	-
Total other financing sources (uses)	-	-	-	-	-
Net change in fund balances	(75)	264	189	(189)	-
Change in net assets	-	-	-	5,826	5,826
FUND BALANCES and NET ASSETS (DEFICIT)					
Beginning of year	4,038	33,014	37,052	(384,848)	(347,796)
End of year	$ 3,963	$ 33,278	$ 37,241	$ (379,211)	$ (341,970)

See accompanying notes to the financial statements.

June 30, 2007				
General Fund	**Debt Service Fund**	**Total Governmental Funds**	**Adjustments (Exhibit C)**	**Statement of Activities**
$ -	$ 16,726	$ 16,726	$ -	$ 16,726
-	1,737	1,737	91	1,828
-	(35)	(35)	-	(35)
-	18,428	18,428	91	18,519
48	-	48	-	48
20	-	20	-	20
3,946	-	3,946	(3,794)	152
170,280	-	170,280	-	170,280
-	-	-	88	88
-	2,455	2,455	(2,455)	-
-	15,425	15,425	2,875	18,300
-	25,403	25,403	(25,403)	-
174,294	43,283	217,577	(28,689)	188,888
(174,294)	(24,855)	(199,149)	28,780	(170,369)
218,938	-	218,938	(218,938)	-
(11,180)	-	(11,180)	11,180	-
193,050	-	193,050	(193,050)	-
(193,050)	-	(193,050)	193,050	-
(29,482)	29,482	-	-	-
178,276	29,482	207,758	(207,758)	-
3,982	4,627	8,609	(8,609)	-
-	-	-	(170,369)	(170,369)
56	28,387	28,443	(205,870)	(177,427)
$ 4,038	$ 33,014	$ 37,052	$ (384,848)	$ (347,796)

NORTHERN TOBACCO SECURITIZATION CORPORATION **EXHIBIT C**

(A Component Unit of the State of Alaska)

RECONCILIATION OF THE STATEMENT OF GOVERNMENTAL FUND REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES

For the Years Ended June 30, 2008 and June 30, 2007

(in thousands of dollars)

	2008	2007
Amounts reported for governmental activities in the Statement of Net Assets are different because:		
Net change in fund balances - total governmental funds	$ 189	$ 8,609
Repayment of bond principal is an expenditure in the governmental funds, but the repayment reduces long-term liabilities in the Statement of Net Assets.	9,850	2,455
Governmental funds report payment of existing monies into the defeased escrow account as a debt service expenditure. The Statement of Net Assets reports it as a component of long-term debt.	-	25,403
Governmental funds report costs of debt issuance as expenditures. The Statement of Activities amortizes such items over the life of the debt.	(135)	3,794
Gains and losses on extinguishment of bonds include unamortized costs of issuance and bond discount amounts in the Statements of Activities. Governmental funds expense such items and thus do not include them in the gain/loss calculation.	(330)	(88)
Bond discounts are reported as an other financing use on the Statement of Activities in governmental funds when the related bond proceeds are received. The Statement of Net assets reports such items as a contra-liability to long-term debt and amortizes them to interest expense over the life of the debt.	-	11,180
Adjustments to Debt Service-Interest:		
Governmental funds report the proceeds of refunding bonds as a financing source and the amount used for debt defeasance as a financing use. The Statement of Net Assets records these amounts as a contra-liability to long-term debt called deferred debt refunding and amortizes such items to interest expense over the life of the debt,	(2,450)	(1,244)
Governmental funds report accreted value at the time the bonds are redeemed. The statement of Net Assets amortizes the accreted value to interest expense over the life of the debt.	(803)	(662)
Governmental funds report bond discount as a financing use. The Statement of Activities amortizes the bond discount over the life of the bond issue to interest expense.	(498)	(377)
Bond interest is reported as an expenditure in the governmental funds when paid. Interest expense is reported in the Statement of Activities when incurred.	37	(592)
Governmental funds defer interest receivable not received within 60 days. The Statement of Activities recognizes interest income when earned.	(34)	91
Governmental funds report monies received from debt issuance as an other financing source. The Statement of Net Assets includes the amount in Long Term debt.	-	(218,938)
Governmental funds report monies received from refunding debt as an other financing source. The Statement of Net Assets includes the amount as a contra-liability against Long Term debt.	-	(193,050)
Governmental funds report the monies from bond proceeds that went to the defeased escrow agent as an other financing use. The Statement of Net Assets includes the amount as part of Long Term debt.	-	193,050
Change in net assets of government activities	$ 5,826	$ (170,369)

See accompanying notes to the financial statements.

Notes to Financial Statements

FOOTNOTE INDEX

Notes to Financial Statements

FOR THE YEARS ENDED JUNE 30, 2008 AND 2007

NOTE A: THE NORTHERN TOBACCO SECURITIZATION CORPORATION

The Northern Tobacco Securitization Corporation (NTSC) is a not-for-profit corporation. It was incorporated on September 29, 2000, under the Alaska Nonprofit Corporation Act and provisions of the Alaska Statutes creating the Alaska Housing Finance Corporation, as amended. NTSC was formed as a subsidiary of Alaska Housing Finance Corporation (AHFC) pursuant to House Bill No. 281 of the Alaska Legislature. NTSC is legally independent and separate from AHFC, and there is no financial accountability between NTSC and AHFC.

NTSC is a component unit of the State of Alaska (State) and is presented as a component of the special revenue and debt service funds in the State's financial statements. As a subsidiary of AHFC, NTSC is a government instrumentality of the State but has legal existence independent of and separate from the State. The Board of Directors of NTSC is comprised of the Commissioners of the Alaska Departments of Revenue, Health & Social Services, and Community & Economic Development, or their designees, and two independent members of the public appointed by the Governor.

The purpose of NTSC is to purchase from the State portions of its future right, title and interest in the Tobacco Settlement Revenues (TSRs) under the Master Settlement Agreement and the Consent Decree and Final Judgment (MSA). The MSA resolved tobacco-related litigation between the settling states and the Participating Manufacturers (PMs), released the PMs from past and present tobacco-related claims of the settling states, and provides for a continuing release of future tobacco-related claims, in exchange for certain payments to be made to the settling states, as well as certain tobacco advertising and marketing restrictions, among other things.

In October 2000, pursuant to a Purchase and Sale Agreement with the State, the State sold to NTSC 40% of its future right, title and interest in the TSRs. Specifically, these rights include a 40% share of TSRs received by the State starting January 10, 2002, and in perpetuity under the MSA. When NTSC's obligations under the bonds have been fulfilled, the TSRs revert back to the State under a residual certificate. Consideration paid by NTSC to the State for TSRs consisted of a cash amount sent to the State's custodial trust accounts and a residual certificate assigned to the State.

In August 2001, pursuant to a Purchase and Sale Agreement with the State, the State sold to NTSC an additional 40% of its future right, title and interest in the TSRs. Specifically these rights include a 40% share of TSRs received by the State starting January 10, 2002, and in perpetuity under the MSA. This 40% share is above and beyond the 40% share originally purchased from the State by NTSC in October 2000. When NTSC's obligations under the bonds have been fulfilled, the TSRs revert back to the State under a residual certificate. Consideration paid by NTSC to the State for TSRs consisted of a cash amount sent to the State's custodial trust accounts and a residual certificate assigned to the State.

In August 2006, pursuant to a Purchase and Sale Agreement with the State, the State sold to NTSC the residual interest the State previously retained in connection with the issuance of the prior bonds.

The bonds of NTSC are asset-backed instruments secured solely by the TSRs, and NTSC's right to receive TSRs is expected to produce funding for its obligations. The TSR payments are dependent on a variety of factors, some of which are:

- the financial capability of the participating cigarette manufacturers to pay TSRs,
- future cigarette consumption which impacts the TSR payment, and
- future legal and legislative challenges against the tobacco manufacturers and the master settlement agreement providing for the TSRs.

Changes in these factors could affect the amount of funds available to pay scheduled debt service requirements.

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

NTSC's annual financial statements include a Management's Discussion and Analysis (MD&A) section and basic financial statements. The basic financial statements include a Governmental Funds Balance Sheet / Statement of Net Assets, a Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances / Statement of Activities, a Reconciliation of the Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances to the Statement of Activities, and Notes to Financial Statements. Comparative financial statements for June 30, 2008 and 2007 are presented and are intended to facilitate and enhance understanding of NTSC's financial position and results of operations for the current fiscal year in comparison to the prior fiscal year.

Government-wide and Governmental Fund Financial Statements

The Statement of Net Assets and the Statement of Changes in Net Assets report information on all of the activities of NTSC. For the most part, the effect of interfund activity has been removed from these statements. The Balance Sheet and Statement of Revenues, Expenditures and Changes in Fund Balances are provided for governmental funds.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

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

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, NTSC considers 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 are recorded only when payment is due.

Major Funds

NTSC reports the following major governmental funds:

The *General Fund* is NTSC's primary operating fund. It accounts for all financial resources not required to be accounted for in another fund.

The *Debt Service Fund* accounts for the resources accumulated and payments made for principal and interest on long-term debt of governmental funds.

NOTE C: ASSETS, LIABILITIES AND FUND EQUITY

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires NTSC management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

Investments

All investments are stated at fair value based on quoted market prices.

Intergovernmental Receivable and Intergovernmental Payable

The outstanding balance is receivable from or payable to Alaska Housing Finance Corporation, and is the net result of payments made by AHFC to vendors on behalf of NTSC and the periodic reimbursements and prepayments to AHFC from NTSC for those vendor expenses.

Long-Term Debt

NTSC reports long-term debt at face value, net of discounts and deferred debt refunding. Bond discounts, issuance costs, and deferred debt refunding are capitalized and amortized over the life of the related debt in the entity-wide financial statements. The governmental fund financial statements recognize bond discounts and bond issuance costs, in their entirety, during the current period. The face amount of debt issued is 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.

The deferred debt that is reported on the entity-wide financial statements is computed based on the face value of old debt net of discounts and issuance costs. Since these items have already been expended on previous years governmental fund financial statements no deferred debt is reported for the governmental fund.

Gains and losses associated with the extinguishment of long-term debt are recognized in the current period for both the entity-wide and governmental financial statements. In the entity-wide statements, such gains and losses arise from the difference between the repurchase price and the par value of the bonds, along with any forfeited unamortized bond discount and costs of issuance amounts. In the governmental fund statements, such gains and losses arise solely due to the difference between the repurchase price and the par value of the bonds, because bond discount and costs of issuance are expensed in the current period rather than capitalized and amortized over the life of the related debt.

Interest expense is recognized on the accrual basis in the entity-wide financial statements. Interest expenditures are recognized when paid in the individual governmental fund financial statements.

Fund Balances

The financial activities of NTSC are restricted by bond resolution and legislative intent.

NOTE D: INVESTMENTS

Deposit and Investment Policies

Investments are made under the terms of the governing bond indenture. The following types of investments are considered eligible:

- Direct obligations of, or obligations guaranteed as to timely payment of principal and interest by, FHLMC, FNMA or the Federal Farm Credit System;
- Demand and time deposits in, certificates of deposit of, and bankers' acceptances issued by, any bank, trust company, savings and loan, or savings bank provided such instruments have been rated at least "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- General obligations of, or obligations guaranteed by, any state of the United States or the District of Columbia receiving one of the two highest long-term unsecured debt rating categories available for such securities from S&P and Moody's and Fitch (if rated by Fitch);
- Commercial or finance company paper rated "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- Repurchase obligations rated in one of the two highest long-term rating categories by S&P and Moody's and Fitch (if rated by Fitch) or collateralized at a minimum level of 102%;
- Interest-bearing or discount securities issued by any corporation incorporated under the laws of the United States or any state thereof rated "A-1+" by S&P, "P-1" by Moody's and "F1" by Fitch (if rated by Fitch);
- Taxable money market funds rated in one of the two highest categories by Moody's and Fitch (if rated by Fitch), and at least "AAm" or "Aam-G" by S&P;
- Investment agreements or guaranteed investment contracts rated in one of the two highest long-term rating categories by S&P, Moody's and Fitch (if rated by Fitch) or collateralized at a minimum level of 102%;
- Other obligations, securities, agreements or contracts which are non-callable and acceptable to each rating agency.

Credit Risk

Credit risk is the risk of loss due to the failure of the security or backer. NTSC mitigates its credit risk by limiting investments to those permitted in the respective bond indentures, diversifying the investment portfolio, and pre-qualifying firms with which NTSC administers its investment activities.

The credit quality ratings of NTSC's investments as of June 30, 2008, as described by nationally recognized statistical rating organizations, are shown below (in thousands).

Investment	Moody's	S & P	Investment Fair Value
Money market funds	AAm	-	$ 34
Commercial Paper	P-1	A-1+	9,590
Unrated Investments:			
Guaranteed Investment Contracts			27,617
			$ 37,241

Concentration Risk

Concentration risk is the risk of loss attributed to the magnitude of NTSC's investment in a single issuer. Concentration limits are not established in the bond indentures and governing agreements for trust investments. NTSC has not established a formal concentration risk policy for its investments.

Investment Holdings Greater than Five Percent of Total Portfolio

The following investment holdings, summarized by issuer, are trusted investments which have no established concentration limits. Investments issued or explicitly guaranteed by the U.S. government and investments in mutual funds are excluded from this summary. As of June 30, 2008, NTSC had investment balances greater than 5 percent of NTSC's total investments with the following issuers (in thousands):

Issuer	Investment Fair Value	Percentage of Total Portfolio
DEPFA Bank	$ 27,617	74.16
Citigroup	9,590	25.75

Custodial Credit Risk

NTSC assumes levels of custodial credit risk for its deposits with financial institutions, investment agreements, and investments. For deposits, custodial credit risk is the risk that, in the event of a bank failure, NTSC's deposits may not be returned. For bank investment agreements and investments, custodial credit risk is the risk that, in the event of failure of the custodian or counterparty holding the investment, NTSC will not be able to recover the value of the investment. NTSC has not established a formal custodial credit risk policy for its investments.

Of NTSC's $37,241,000 investments at June 30, 2008, investment contracts in the amount of $27,617,000 were uninsured, unregistered, and held by the counterparty or its agent, but not in NTSC's name.

Interest Rate Risk

Interest rate risk is the risk that the market value of investments will decline as a result of changes in general interest rates. NTSC mitigates interest rate risk by structuring investment maturities to meet cash requirements as outlined in the bond indentures and contractual agreements.

Modified Duration

Modified duration estimates the sensitivity of an investment to interest rate changes. The following table shows the modified duration of NTSC's investments (in thousands) as of June 30, 2008:

	Investment Fair Value	Modified Duration
Bank investment agreements	$ 27,617	0.000
Commercial paper	9,590	0.414
Money market funds	34	0.000
	$ 37,241	
Portfolio modified duration		0.414

Investment Term

The investment term of all debt security investments by contractual maturity is one year or less. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

NOTE E: LONG-TERM DEBT

On October 13, 2000, NTSC issued $116,050,000 of asset-backed bonds, Series 2000, containing both serial and term components. The Series 2000 bonds were issued to purchase the initial 40% portion of TSRs from the State. The Series 2000 bonds bore interest at a fixed annual rate, between 5.40% and 6.50%, payable semi-annually until the principal was redeemed. The serial bonds were to mature on June 1, 2008, through June 1, 2013. The term bonds had scheduled sinking fund maturities of June 1, 2022 and 2031.

On August 2, 2001, NTSC issued an additional $126,790,000 of asset-backed bonds, Series 2001, also containing both serial and term components. The Series 2001 bonds were issued to purchase the additional 40% portion of TSRs from the State. Both Series were secured by and payable solely from the TSRs and investment earnings pledged under their respective bond indentures and amounts established and held in accordance with those bond indentures. The Series 2001 bonds bore interest at a fixed annual rate, between 4.50% and 5.50%, payable semi-annually until the principal was redeemed. The serial bonds were to mature on June 1, 2008, through June 1, 2011. The term bonds had scheduled sinking fund maturities of June 1, 2015, 2021 and 2029.

On August 17, 2006, NTSC issued an additional $411,988,000 of asset-backed bonds, Series 2006A, B, and C. These bonds were issued to fully defease the Series 2000 and Series 2001 bonds. Pursuant to the terms of the bond indenture, proceeds from the sale in the amount of $170,280,000 will be used to fund additional capital projects as appropriated by the Alaska State Legislature. The Series 2006 bonds are secured by and payable solely from the TSRs and investment earnings pledged under the respective bond indentures and amounts established and held in accordance with those bond indentures. The Series 2006A bonds bear interest at a fixed annual rate, between 4.625% and 5.00%, payable semi-annually until the principal is redeemed. These bonds have scheduled sinking fund maturities of June 1, 2008 to June 1, 2046. The Series 2006B and 2006C bonds bear interest at 6.125% and 6.375%, compound semi-annually to become part of the accreted value until the principal is redeemed.

The term bonds in all Series contain turbo redemption features which require that all TSR collections in excess of operating expenditures and scheduled debt service be applied to the redemption of the term bonds. The turbo redemptions are not scheduled amortization payments and are to be made only from surplus collections, if any. Failure to make a turbo principal payment will not constitute default.

Advance Refunding

In August of 2006 the Corporation used $193,050,000 of proceeds from the 2006 asset-backed bonds plus an additional $25,403,000 in existing monies to purchase U.S. government securities. Those securities were deposited with an escrow agent to provide for all future debt service payments on the 2000 and 2001 series bonds. Those bonds are defeased and the liability for those bonds removed from the Statement of Net Assets.

The advance refunding resulted in the recognition of an accounting loss of $13,439,000, reclassified as a deferred debt refunding on the Statement of Net Assets for the year ended June 30, 2007. The economic gain from the refunding was $12,630,000. The maturity of the long-term debt went from December 2031 to June 2046 with and additional aggregate debt service of $80,235,000 as a result of the refunding.

A summary of defeased debt follows (in thousands):

	June 30, 2008	June 30, 2007
NTSC Bonds Series 2000	$ 88,810	$ 98,310
NTSC Bonds Series 2001	94,775	104,980
	$ 183,585	$ 203,290

Notes to Financial Statements

Debt Service Requirements

Debt service requirements represent the minimum amount of principal and interest that NTSC must pay as of the specific distribution dates in order to avoid a default. Debt service requirements through 2012 and in five year increments thereafter to maturity, categorized by each bond issue and in total, are shown below (in thousands):

	Series 2006 Bonds		
Year Ending June 30	**Principal**	**Interest**	**Total**
2009	$ -	$ 19,834	$ 19,834
2010	6,905	19,887	26,792
2011	7,620	19,625	27,245
2012	8,275	19,333	27,608
2013	8,955	19,014	27,969
2014-2018	47,260	89,325	136,585
2019-2023	26,190	83,248	109,438
2024-2028	33,975	79,452	113,427
2029-2033	46,385	74,061	120,446
2034-2038	59,875	66,980	126,855
2039-2043	80,675	58,051	138,726
2044-2046	73,568	29,238	102,806
	$ 399,683	$ 578,048	$ 977,731

The activity for long-term debt for the year ended June 30, 2008 is summarized in the following schedule are (in thousands):

	July 1, 2007	**Additions**	**Reductions**	**June 30, 2008**	**Due Within One Year**
Series 2006 bonds payable	$ 409,533	$ -	$ (9,850)	$ 399,683	$ -
Less: Deferred debt	(12,195)	-	2,450	(9,745)	-
Plus: Accreted value	662	803	-	1,465	-
Less: Discount	(10,748)	-	744	(10,004)	-
Total long-term debt	$ 387,252	$ 803	$ (6,656)	$ 381,399	$ -

The activity for long-term debt for the year ended June 30, 2007 is summarized in the following schedule are (in thousands):

	July 1, 2006	Additions	Reductions	June 30, 2007	Due Within One Year
Series 2000 bonds payable	$ 100,505	$ -	$ (100,505)	$ -	$ -
Less: discount	(518)	-	518	-	-
Total Series 2000 bonds payable	99,987	-	(99,987)	-	-
Series 2001 bonds payable	109,180	-	(109,180)	-	-
Less: discount	(1,172)	-	1,172	-	-
Total Series 2001 bonds payable	108,008	-	(108,008)	-	-
Series 2006 bonds payable	-	411,988	(2,455)	409,533	3,360
Less: deferred debt	-	(13,439)	1,244	(12,195)	-
Plus: accreted value	-	662	-	662	-
Less: discount	-	(11,180)	432	(10,748)	-
Total Series 2006 bonds payable	-	388,031	(779)	387,252	-
Total long-term debt	$ 207,995	$ 388,031	$ (208,774)	$ 387,252	$ 3,360

At June 30, 2008 and June 30, 2007 NTSC maintained a debt service reserve account for the Series 2006 bonds of $27,618,200, as required under the governing bond indentures.

NOTE F: YIELD RESTRICTION AND ARBITRAGE REBATE

Most of the investments made under NTSC's tax-exempt bond program are subject to rebate provisions or restricted as to yields. The rebate provisions require that a calculation be performed every five years and upon full retirement of the bonds to determine the amount, if any, of excess yield earned and owed to the Internal Revenue Service. There were no excess earnings recorded and paid for the periods ending June 30, 2008 and 2007.

NOTE G: CONTINGENCIES

Tobacco Litigation Risk

The amount of revenue recognized by NTSC could be adversely impacted by certain third party litigation involving tobacco companies and others.

NOTE H: RELATED PARTY TRANSACTIONS

NTSC entered into a Memorandum of Agreement with AHFC that retains AHFC as Administrator with respect to the preparation of all reports and other instruments and documents that are required by NTSC to prepare, execute, file or deliver pursuant to the bond indentures and the related agreements for a monthly fee. NTSC also entered into a Sub-Lease Agreement with AHFC for office space, overhead and operating services from AHFC for a monthly fee. The cost to NTSC for these services provided by AHFC for the year ended June 30, 2008 was approximately $9,000 and for the year ended June 30, 2007 was approximately $6,000. This amount was included as a portion of General and Administrative Expenditures/Expenses.