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INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

Texas Lottery Commission and Mega Millions Member Lotteries
Austin, Texas

We have performed the procedures enumerated below, which were agreed to by the Texas Lottery Commission (the "Commission") and the Mega Millions Member Lotteries (collectively, the specified parties), solely to assist you with respect to procedures surrounding Power Play accounting and reporting by the Commission. The Commission's management is responsible for the Commission's accounting records. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

Our procedures and findings are as follows:

1. Obtain from the Texas Lottery Commission the "Draw Activity" and the "Fixed Prize Analysis" for the period April 1, 2011 through March 31, 2012 and attach those as Exhibits I and II, respectively. Prove the mathematical accuracy of the schedules and note any exceptions.

Finding – No exceptions were noted although the reports attached as Exhibits I and II detail the activity beginning April 2, 2011 through March 31, 2012, since April 2, 2011 was the first draw date of the period.

2. Randomly select five (5) draw dates from the period April 1, 2011 through March 31, 2012.

Finding – The following dates were selected for testing: June 22, 2011; July 13, 2011; October 1, 2011; December 31, 2011; and March 17, 2012.

Affiliated Company

ML&R WEALTH MANAGEMENT LLC

"A Registered Investment Advisor"

This firm is not a CPA firm

3. For each draw date selected in step “2” above, compare the total amount of sales as shown on the daily sales report produced by the Texas Lottery Commission’s gaming system and the total amount of sales shown on the related daily sales report produced by Internal Control System (“ICS”), with the balance listed in the “sales” column for the respective draw date on the “Draw Activity” report attached as Exhibit I and ensure they are in agreement.

Finding – No exceptions were noted.

4. Calculate the total dollar amount of the fixed prizes for the draw dates selected in step “2” above, based on the total number of winners from the Texas Lottery Commission’s gaming system for each prize level and the prize structure of the Power Play fixed prizes (as defined in the official game rules). Compare the calculated expense with the amount listed in the “Actual Fixed Prizes” column for the respective draw date on the “Draw Activity” report attached as Exhibit I and ensure they are in agreement.

Finding – No exceptions were noted.

5. For each draw date selected in step “2” above, compare the amount of sales, actual fixed prizes, and share of fixed prizes shown on the “Draw Activity” report attached as Exhibit I to the amounts shown on the applicable Power Play Prize Settlement Reports and ensure they are in agreement.

Finding – No exceptions were noted.

6. For the period identified, randomly select two months and obtain the “Expired Prize Settlement Report” distributed by the Virginia Lottery. For the two months selected, obtain from the Texas Lottery Commission ICS the actual fixed prizes awarded and the prizes unclaimed. Compare the ICS data back to the data reported from the Virginia Lottery for each draw of the subject months to ensure they are in agreement.

Finding – August 2011 and November 2011 Expired Prize Settlement reports were selected for examination and no exceptions were noted.

7. Compare the amounts shown as the total of the actual fixed prizes and the total of the share of fixed prizes on the “Draw Activity” report attached as Exhibit I to the applicable amounts shown on the “Fixed Prize Analysis” report attached as Exhibit II and ensure they are in agreement.

Finding – No exceptions were noted.

8. Compare the total of the period transfers from the Texas Lottery Commission to the Virginia Lottery for settlement of the fixed prize liability as shown in the Texas Lottery Commission’s cash disbursement subsidiary records to the amount listed in the “Qtrly/Yrly Settlements Transfers In (Out)” column on the “Fixed Prize Analysis” report attached as Exhibit II and ensure they are in agreement.

Finding – No exceptions were noted.

9. Compare the balance listed as the Texas Lottery Commission's receivable as of March 31, 2012 for the fixed prizes as shown on the "Fixed Prize Analysis" report attached as Exhibit II to the Texas Lottery Commission's financial accounting records and to the Power Play Prize Settlement Report as of March 31, 2012 and ensure they are in agreement.

Finding – The Commission's financial accounting records agreed to the payable balance as shown on the "Fixed Prize Analysis" report and the Power Play Prize Settlement Report as of March 31, 2012 after taking into consideration a timing difference, which resulted from the April 2012 posting of the final draw activity for the period.

We were not engaged to, and did not, conduct an audit, the objective of which would be the expression of an opinion on the Commission's accounting records. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties and is not intended to be and should not be used by anyone other than those specified parties.

maxwell joche + pitter LLP

July 31, 2012

EXHIBIT I

Draw Date	Sales	Actual Fixed Prizes	Share of Fixed Prizes	Annuitized JP Amount	Cash Options Amount
4/02/2011	361,831	44,110	48,521		
4/06/2011	402,308	68,535	70,642		
4/09/2011	202,719	74,694	79,938		
4/13/2011	178,393	43,182	46,298		
4/16/2011	203,037	144,628	113,677		
4/20/2011	207,248	51,068	63,018		
4/23/2011	235,600	73,816	60,023		
4/27/2011	170,810	20,599	22,227		
4/30/2011	196,845	34,211	196,392		
5/04/2011	179,557	69,375	237,675		
5/07/2011	212,111	876,800	250,492		
5/11/2011	206,361	47,858	47,748		
5/14/2011	240,880	28,222	195,974		
5/18/2011	242,275	90,162	94,044		
5/21/2011	294,040	70,012	75,155		
5/25/2011	305,195	48,628	45,266		
5/28/2011	350,945	131,847	142,057		
6/01/2011	416,894	148,077	160,510		
6/04/2011	210,974	102,200	100,604		
6/08/2011	183,909	79,952	83,626		
6/11/2011	193,630	48,698	57,287		
6/15/2011	175,017	89,511	73,419		
6/18/2011	202,399	23,974	198,406		
6/22/2011	189,085	69,468	75,325		
6/25/2011	224,048	80,862	99,416		
6/29/2011	211,431	66,284	49,806		
7/02/2011	198,446	45,276	63,858		
7/06/2011	173,033	21,135	23,313		
7/09/2011	205,337	73,944	78,514		
7/13/2011	194,253	75,603	264,595		
7/16/2011	231,845	55,740	60,346		
7/20/2011	221,922	80,199	87,226		
7/23/2011	260,732	64,920	65,326		
7/27/2011	286,709	34,615	32,677		
7/30/2011	333,279	48,696	40,956		
8/03/2011	344,858	65,124	55,744		
8/06/2011	404,036	94,972	102,642		
8/10/2011	497,223	239,973	192,452		
8/13/2011	219,753	27,274	31,461		
8/17/2011	193,004	62,637	67,721		
8/20/2011	223,984	27,272	26,551		
8/24/2011	212,119	106,444	120,581		
8/27/2011	248,593	61,128	63,436		
8/31/2011	236,363	106,588	108,594		
9/03/2011	291,795	132,056	317,767		
9/07/2011	295,361	118,815	322,458		
9/10/2011	211,388	77,325	81,125		
9/14/2011	185,587	43,600	45,037		
9/17/2011	202,941	26,615	26,273		
9/21/2011	181,370	99,900	89,638		
9/24/2011	204,522	106,596	117,985		
9/28/2011	188,254	32,354	25,179		

Draw Date	Sales	Actual Fixed Prizes	Share of Fixed Prizes	Annuitized JP Amount	Cash Options Amount
10/01/2011	223,481	56,680	62,415		
10/05/2011	217,700	79,965	79,109		
10/08/2011	261,862	197,936	332,280		
10/12/2011	247,390	82,240	70,208		
10/15/2011	314,038	112,572	113,209		
10/19/2011	322,549	941,864	351,194		
10/22/2011	372,343	178,953	174,889		
10/26/2011	405,458	93,062	105,852		
10/29/2011	496,076	298,040	245,654		
11/02/2011	630,091	253,137	242,864		
11/05/2011	230,685	55,854	53,478		
11/09/2011	205,806	67,184	51,668		
11/12/2011	243,350	118,152	116,879		
11/16/2011	225,305	29,562	30,219		
11/19/2011	253,639	68,924	273,889		
11/23/2011	197,550	23,740	206,466		
11/26/2011	196,197	22,745	26,009		
11/30/2011	194,071	23,022	32,004		
12/03/2011	228,010	57,116	58,620		
12/07/2011	204,995	21,464	22,276		
12/10/2011	238,056	118,424	304,967		
12/14/2011	225,798	105,768	115,357		
12/17/2011	270,662	125,019	106,087		
12/21/2011	276,976	172,308	178,015		
12/24/2011	343,214	50,907	45,791		
12/28/2011	188,898	22,209	211,253		
12/31/2011	245,843	117,789	303,996		
1/04/2012	199,670	69,126	73,759		
1/07/2012	232,862	915,360	323,023		
1/11/2012	217,244	27,869	32,154		
1/14/2012	248,024	150,160	118,365		
1/18/2012	191,919	47,416	54,460		
1/21/2012	233,669	65,862	73,282		
1/25/2012	224,012	59,698	68,940		
1/28/2012	271,118	74,218	74,400		
2/01/2012	294,558	84,409	99,050		
2/04/2012	373,707	132,995	117,490		
2/08/2012	618,259	189,207	204,421		
2/11/2012	1,054,336	343,300	336,200		
2/15/2012	268,123	104,791	102,812		
2/18/2012	312,137	78,675	82,095		
2/22/2012	212,005	52,347	57,776		
2/25/2012	242,930	69,049	69,430		
2/29/2012	191,739	51,360	69,060		
3/03/2012	220,275	92,140	70,275		
3/07/2012	193,915	50,527	50,272		
3/10/2012	202,000	55,360	66,007		
3/14/2012	174,789	44,208	44,713		
3/17/2012	198,631	50,739	57,064		
3/21/2012	179,516	43,672	59,199		
3/24/2012	183,634	48,493	49,745		
3/28/2012	171,204	43,967	50,660		

Draw Date	Sales	Actual Fixed Prizes	Share of Fixed Prizes	Annuitized JP Amount	Cash Options Amount
3/31/2012	200,340	50,674	58,312		
* Totals *	27,214,908	11,045,832	11,576,613		

EXHIBIT II

	Receivable (Payable)	Actual Fixed Prizes	Share of Fixed Prizes	Qtrly/Yrly Settlements Transfers In(Out)	Receivable (Payable)
Georgia	250,828	3,605,730	2,577,458	7,652	1,271,448
Illinois	321,173-	5,179,848	4,854,191	107,087	102,603-
Massachusetts	266,389	1,812,053	2,468,388	31,951	421,897-
Maryland	504,215-	2,336,332	2,210,978	722,429-	343,568
Michigan	16,657-	2,722,722	3,712,160	342,315-	663,780-
New Jersey	430,412-	5,048,362	5,619,128	842,638-	158,540-
New York	558,788	6,743,901	5,907,748	1,645,136	250,195-
Ohio	250,768-	6,359,816	5,427,092	162,195	519,761
POWER BALL					
Texas	213,856-	11,045,832	11,576,613	274,629-	470,008-
Virginia	900,145	3,728,700	3,884,988	593,488	150,369
Washington State	239,069-	951,593	1,296,145	365,498-	218,123-
** Totals **		49,534,889	49,534,889		