

[Date]

To the Board of Directors and Management

[Company Name]

[Company Address]

In planning and performing our audit of the financial statements of [Company Name] as of and for the year ended [Year End Date], in accordance with auditing standards generally accepted in the United States of America, we considered [Company Name]'s internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Our consideration of internal control was for the limited purpose described in the preceding paragraph and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses and other deficiencies that we consider to be significant deficiencies.

Material Weaknesses

A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected, on a timely basis. We identified the following deficiencies that we consider to be material weaknesses:

[Title of Material Weakness]

[Description of the condition, the cause, and the potential effect on the financial statements. Include recommendations for improvement.]

Significant Deficiencies

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We identified the following deficiencies that we consider to be significant deficiencies:

[Title of Significant Deficiency]

[Description of the condition, the cause, and the potential effect on the financial statements. Include recommendations for improvement.]

[Company Name]'s response to the internal control findings identified in our audit is described in the attached [Appendix/Schedule]. [Company Name]'s response was not subjected to the

auditing procedures applied in the audit of the financial statements and, accordingly, we express no opinion on it.

This communication is intended solely for the information and use of management, the Board of Directors, and others within the organization, and is not intended to be, and should not be, used by anyone other than these specified parties.

Sincerely,

[Audit Firm Name]

[Partner Signature]