

Chizal S. Fontenot, CPA
James L. Nicholson, Jr., CPA
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Michael A. Roy, CPA
Lisa Trouille Manuel, CPA
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JOHN S. DOWLING & COMPANY
A CORPORATION OF CERTIFIED PUBLIC ACCOUNTANTS

John S. Dowling, CPA
1904-1984
John Newton Stout, CPA
1936-2005

Retired

Harold Dupre, CPA
1996
Dwight Ledoux, CPA
1998
Joel Lanclos, Jr., CPA
2003
Russell J. Stelly, CPA
2005

May 28, 2008

To the Owners
Knight-Masden, P.A.C.

We have reviewed the system of quality control for the accounting and auditing practice of Knight-Masden, P.A.C. (the firm) in effect for the year ended December 31, 2007. A system of quality control encompasses the firm's organizational structure, the policies adopted and procedures established to provide it with reasonable assurance of conforming with professional standards. The elements of quality control are described in the Statements on Quality Control Standards issued by the American Institute of CPAs (AICPA). The firm is responsible for designing a system of quality control and complying with it to provide the firm reasonable assurance of conforming with professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance with its system of quality control based on our review.

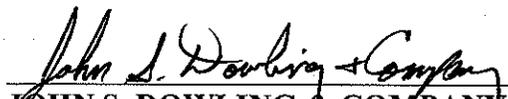
Our review was conducted in accordance with standards established by the Peer Review Board of the AICPA. During our review, we read required representations from the firm, interviewed firm personnel and obtained an understanding of the nature of the firm's accounting and auditing practice, and the design of the firm's system of quality control sufficient to assess the risks implicit in its practice. Based on our assessments, we selected engagements and administrative files to test for conformity with professional standards and compliance with the firm's system of quality control. The engagements selected represented a reasonable cross-section of the firm's accounting and auditing practice with emphasis on higher-risk engagements. The engagements selected included among others an audit of an Employee Benefit Plan and engagements performed under Government Auditing Standards. Prior to concluding the review, we reassessed the adequacy of the scope of the peer review procedures and met with firm management to discuss the results of our review. We believe that the procedures we performed provide a reasonable basis for our opinion.

In performing our review, we obtained an understanding of the system of quality control for the firm's accounting and auditing practice. In addition, we tested compliance with the firm's quality control policies and procedures to the extent we considered appropriate. These tests covered the application of the firm's policies and procedures on selected engagements. Our review was based on selected tests therefore it would not necessarily detect all weaknesses in the system of quality control or all instances of noncompliance with it. There are inherent limitations in the effectiveness of any system of quality control and therefore noncompliance with the system of quality control may occur and not be detected. Projection of any evaluation of a system of quality control to future periods is subject to the risk that the system of quality control may become inadequate because of changes in conditions, or because the degree of compliance with the policies or procedures may deteriorate.

To the Owners
Knight-Masden, P.A.C.
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In our opinion, the system of quality control for the accounting and auditing practice of Knight-Masden, P.A.C. in effect for the year ended December 31, 2007, has been designed to meet the requirements of the quality control standards for an accounting and auditing practice established by the AICPA and was complied with during the year then ended to provide the firm with reasonable assurance of conforming with professional standards.

As is customary in a system review, we have issued a letter under this date that sets forth comments that were not considered to be of sufficient significance to affect the opinion expressed in this report.



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May 28, 2008

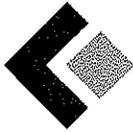
To the Owners
Knight-Masden, P.A.C.

We have reviewed the accounting and auditing practice of Knight-Masden, P.A.C. (the firm) for the year ended December 31, 2007, and have issued our report thereon dated May 28, 2008. That report should be read in conjunction with the comments in this letter, which were considered in determining our opinion. The matters described below were not considered to be of sufficient significance to affect the opinion expressed in that report.

Comment – The firm’s quality control policy and procedures require the use of disclosure checklists. Although the firm utilizes these checklists, we noted reporting and presentation deficiencies. These deficiencies did not cause the financial statements or reports to be materially misleading.

Recommendation – We recommend that the firm institute procedures for consulting with the reference literature contained in its reference library to ensure that all engagements which contain elements with which the firm is not familiar are properly presented in the financial statements and that all reports containing departures from professional standards are appropriately modified.


JOHN S. DOWLING & COMPANY



KnightMasden

A Professional Accounting Corporation

File Copy

K. Martin Masden, CPA
John E. Theriot II, CPA

Coan I. Knight, Jr., CPA
Dona C. Manuel, CPA

June 9, 2008

LCPA Peer Review Program
Society of Louisiana
2400 Veterans Memorial Blvd., Suite 500
Kenner, LA 70062

Ladies and Gentlemen:

This letter represents our response to the letter of comments issued in connection with our firm's review of its system of quality control for the year ended December 31, 2007. The matters discussed herein were brought to the attention of all professional personnel who perform procedures on our auditing engagements. In addition, the matters discussed in this letter will be monitored to ensure they are effectively implemented as a part of our system of quality control.

Comment – The firm's quality control policy and procedures require the use of disclosure checklists. Although the firm utilizes these checklists, we noted reporting and presentation deficiencies. These deficiencies did not cause the financial statements or reports to be materially misleading.

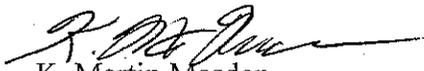
Action: We have discussed with all professionals the importance of adhering to the use of checklists and paying close attention to the proper application of generally accepted accounting principles.

Monitoring: Partners performing independent reviews of reports are to carefully read all reports prior to issuance.

We believe these actions are responsive to the findings of the review.

Sincerely,

KnightMasden, APAC


K. Martin Masden

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