



The Partners  
Cotton & Company LLP  
Alexandria, Virginia

We have reviewed the system of quality control for the accounting and auditing practice of Cotton & Company LLP ("the firm") in effect for the year ended June 30, 2006. Cotton & Company LLP has represented to us that the firm performed no services under the Statements on Standards for Accounting and Review Services during the year under review. 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 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 auditing practice with emphasis on higher-risk engagements. All engagements performed by the firm during the year under review were financial or performance audits 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 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.

In our opinion, the system of quality control for the auditing practice of Cotton & Company LLP in effect for the year ended June 30, 2006, has been designed to meet the requirements of the quality control standards for an 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.

*Cherry, Bekaert & Holland LLP*

Richmond, Virginia  
December 15, 2006

**Peer Review Program**

American Institute of Certified Public Accountants  
Administered in Virginia and Washington, DC by  
**Virginia Society of CPAs**

February 27, 2007

David L. Cotton, CPA  
Cotton & Company LLP  
635 Slaters Ln 4 Fl  
Alexandria, VA 22314

Dear Mr. Cotton:

It is my pleasure to notify you that on February 26, 2007 the Virginia Society of CPAs Peer Review Committee accepted the report on the most recent peer review of your firm. The due date for your next review is December 31, 2009. This is the date by which all review documents should be completed and submitted to the administering entity.

As you know, the reviewer's opinion was unmodified. The Committee asked me to convey its congratulations to the firm.

Sincerely,



Emily P. Walker  
Regulatory Specialist  
Virginia Society of CPAs

cc: David Joel Bolton, CPA

Firm Number: 10097356

Review Number: 241097