DENNIS CORPORATION

Schedule of Indirect Costs

Year Ending December 31, 2008

BURKETT
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Certified Public Accountants, P.A.

INDEPENDENT AUDITORS' REPORT ON THE SCHEDULE OF INDIRECT COSTS

The Board of Directors
DENNIS CORPORATION

We have audited the schedule of indirect costs of DENNIS CORPORATION (the Company) for the twelve months ended December 31, 2008. This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this schedule based on our audit.

We conducted our audit in accordance with U.S. generally accepted auditing standards and the financial audit standards contained in the Government Auditing Standards issued by the Comptroller General of the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the schedule is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Schedule of Indirect Costs. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall schedule presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying schedule was prepared on a basis of accounting practices prescribed by Part 31 of the Federal Acquisition Regulations and certain other federal and state regulations as discussed in Note 2, and is not intended to be a presentation in conformity with generally accepted accounting principles.

In our opinion, the schedule referred to above presents fairly, in all material respects, the direct labor, fringe benefits, and general overhead of the Company for the twelve months ended December 31, 2008 on the basis of accounting described in Note 2.

In accordance with the Government Auditing Standards we have issued a report dated June 12, 2009 on our consideration of the Company's internal controls and its compliance with laws and regulations.

This report is intended solely for the use and information of the Company and government agencies or other customers related to contracts employing the cost principles of the Federal Acquisition Regulations and should not be used for any other purpose.

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Certified Public Accountants, P.A.

West Columbia, South Carolina
June 12, 2009

DENNIS CORPORATION
SCHEDULE OF INDIRECT COSTS

TWELVE MONTHS ENDING DECEMBER 31, 2008

	FINANCIAL STATEMENT EXPENSE	FAR UNALLOWABLE EXPENSE	FAR REFERENCE	FAR TOTAL PROPOSED
Direct labor	$ 1,818,139	$ -		$ 1,818,139
Fringe benefits	$ 426,828	$ -		$ 426,828
General overhead:				
Indirect labor	$ 709,405	$ -		$ 709,405
Advertising	20,913	20,913	31.205-1	-
Auto expenses	130,187			130,187
Bad debts	126,852	126,852	31.205-3	-
Contract labor	44,047	30,616	31.205-1	13,431
Contributions	18,074	18,074	31.205-8	-
Depreciation	259,241			259,241
Dues and subscriptions	45,831	27,515	31.205-14	18,316
Equipment lease	43,544			43,544
Insurance	145,071			145,071
Interest	93,144	93,144	31.205-20	-
Meals and entertainment	51,987	32,385	31.205-14/51	19,602
Miscellaneous	23,042			23,042
Office supplies	74,600			74,600
Permitting fees	6,006			6,006
Printing and reproduction	19,339			19,339
Professional development	23,796	4,389	31.205-1	19,407
Professional fees	46,304			46,304
Rent	155,577	774	31.205-36	154,803
Repairs and maintenance	10,637			10,637
Supplies	38,253	1,715	31205-13	36,538
Survey expense	8,486			8,486
Taxes and license	72,778			72,778
Telephone	62,045			62,045
Training	32,506			32,506
Travel	69,834	34,820	31.205-46	35,014
Utilities	4,609			4,609
Total general overhead	$ 2,336,108	$ 391,197		$ 1,944,911
Total Indirect Costs				$ 2,371,739
Percent of Direct Labor				130.45%
Facilities Capital Cost of Money (FCCM) (Note 4)				$ 54,210
Percent of Direct Labor				2.98%
Combined Rate				133.43%

See accompanying notes to the schedule of indirect costs.

DENNIS CORPORATION

NOTES TO THE SCHEDULE OF INDIRECT COSTS

DECEMBER 31, 2008

NOTE 1 - **THE COMPANY**

DENNIS CORPORATION (the Company) is a professional engineering firm providing consultation in the areas of engineering and planning.

The Company was founded in July 2005. Revenues are derived from billings for professional services and reimbursable expenses. Revenues are recognized on these contracts as costs are incurred.

NOTE 2 - **BASIS OF ACCOUNTING AND DESCRIPTION OF ACCOUNTING SYSTEMS**

The Company's policy is to prepare its overhead schedules, which support the statement of direct labor, fringe benefits and general overhead, on the basis of accounting practices prescribed by Subparts 9900 and Part 31 of the Federal Acquisition Regulations (FAR). Accordingly, the above mentioned statement is not intended to present the results of operations of the Company in conformity with generally accepted accounting principles.

The Company maintains a job-order cost accounting system for the recording and accumulation of costs incurred under these contracts. Each project is assigned a job number so that costs may be segregated and accumulated in the company's job-order cost accounting system.

The Company's method of estimating costs for pricing purposes during the proposal process is consistent with the accumulation and reporting of costs under its job-order cost accounting system.

NOTE 3 - **FRINGE BENEFITS**

The fringe benefits are identified as follows:

		Total for Direct and Indirect Labor
Employee Health Insurance	$	116,552
Payroll Taxes		292,737
Workers' Compensation Insurance		17,539
Total	$	426,828

NOTE 4 - **FACILITIES CAPITAL COST OF MONEY**

The Company's audited facilities capital cost of money for the twelve months ended December 31, 2008 is 2.98%.

DENNIS CORPORATION
Facilities Capital Cost of Money
For the Twelve months Ended December 31, 2008

		Balance January 1, 2008		Balance December 31, 2008
Recorded and Leased Capital Assets	$	925,293	$	1,270,555
Average Net Book Value	$	1,097,924		
Average US Treasury Rate		4.9375%		
Facilities Capital Cost (Average X Rate)	$	54,210		
Facilities Capital Cost of Money Factor (Cost/Direct Labor Base)		2.98 %		

NOTE 5 - **RELATED PARTY TRANSACTIONS**

The company incurred rental expense though the rental of facilities from a related party under common control. Common control is determined to exist when:

- The combined direct or indirect ownership of individual shareholders common to each entity equals 50% or more in each entity, or
- One entity leases property from another entity and neither entity have 50% or more ownership in the other.

Allowable rental charges between any entities under common control are limited to the actual costs of ownership per SHA guidelines. Any adjustments reflect the difference between the rents paid and the actual costs of ownership.

INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROLS

The Board of Directors
DENNIS CORPORATION

We have audited the schedule of indirect costs of DENNIS CORPORATION (the Company) for the twelve months ended December 31, 2008, and have issued our report thereon dated June 12, 2009. We conducted our audit in accordance with U.S. generally accepted auditing standards and the financial audit standards contained in the Government Auditing Standards issued by the Comptroller General of the United States.

COMPLIANCE

As part of obtaining reasonable assurance about whether the Company's schedule is free from material misstatement, we performed tests of the Company's compliance with certain provisions of laws, regulations, contracts, including the provisions of the applicable sections of Part 31 of the Federal Acquisition Regulations, noncompliance with which could have a direct and material effect on the determination of the schedule amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance that are required to be reported under Government Auditing Standards.

INTERNAL CONTROL OVER FINANCIAL REPORTING

In planning and performing our audit, we considered the Company's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the schedule and not to provide assurance on the internal control over financial reporting.

The management of the Company is responsible for establishing and maintaining internal control over financial reporting. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control over financial reporting. The objectives of internal control over financial reporting are to provide management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with the Federal Acquisition Regulations Part 31. Because of inherent limitations in any internal control structure, errors or irregularities may nevertheless occur and not be detected. Also, projection of any evaluation of the structure to future periods is subject to the risk that procedures may become inadequate because of changes in conditions or that the effectiveness of the design and operation of policies and procedures may deteriorate. For the purpose of this report, we have classified the significant internal controls over financial reporting in the following categories: cash disbursements and payroll.

Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control over financial reporting that might be material weaknesses. A material weakness is a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

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This report is intended for the use and information of the Company and government agencies or other customers related to contracts employing the cost principles of the Federal Acquisition Regulations, and should not be used for any other purpose.

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Certified Public Accountants, P.A.

West Columbia, South Carolina
June 12, 2009