

Independent Service Auditors' Report

**Benefit Concepts Inc. of Rhode Island
20 Risho Avenue
East Providence, RI 02914-1287**

To the Management of Benefit Concepts:

We have examined the accompanying control objectives and related description of controls related to the Flexible Spending Account (FSA), COBRA, and Active Benefit administration services of Benefit Concepts Inc. of Rhode Island ("Benefit Concepts" or "the Company") at their East Providence, Rhode Island facility. Our examination included procedures to obtain reasonable assurance about whether (1) the accompanying description presents fairly, in all material respects, the aspects of Benefit Concepts' controls that may be relevant to a client organization's internal control as it relates to an audit of financial statements, (2) the controls included in the description were suitably designed to achieve the control objectives specified in the description, if those controls were complied with satisfactorily and client organizations applied the controls contemplated in the design of Benefit Concepts' controls, and (3) such controls have been placed in operation as of September 30, 2006. The control objectives were specified by the management of Benefit Concepts. Our examination was performed in accordance with standards established by the American Institute of Certified Public Accountants and included those procedures we considered necessary in the circumstances to obtain a reasonable basis for rendering our opinion.

In our opinion, the accompanying control objectives and related description of Benefit Concepts' controls associated with FSA, COBRA, and Active Benefit administration services presents fairly, in all material respects, the relevant aspects of Benefit Concepts' controls that had been placed in operation as of September 30, 2006. Also, in our opinion, the controls, as described, are suitably designed to provide reasonable assurance that the specified control objectives would be achieved if the described controls were complied with satisfactorily and client organizations applied the controls contemplated in the design of Benefit Concepts' controls.

In addition to the procedures we considered necessary to render our opinion as expressed in the previous paragraph, we applied tests to specific controls, which are presented in Section III (the matrices) of this report, to obtain evidence about their effectiveness in meeting the related control objectives described in the matrices, during the period from April 1, 2006 to September 30, 2006. The specific controls and the nature, timing, extent, and results of the tests are listed in the matrices. This information has been provided to clients of Benefit Concepts and to their auditors to be taken into consideration, along with information about the internal control at clients. In our opinion, the controls that were tested, as described in the matrices, were operating with sufficient effectiveness to provide reasonable, but not absolute, assurance that the control objectives specified in the matrices were achieved during the period from April 1, 2006 to September 30, 2006.

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The relative effectiveness and significance of specified controls at Benefit Concepts and their affect on assessments of control risk at clients are dependent on their interaction with the controls and other factors present at individual clients. We have performed no procedures to evaluate the effectiveness of controls at individual clients.

The description of controls at Benefit Concepts is as of September 30, 2006, and information about tests of the operating effectiveness of specific controls covers the period from April 1, 2006 to September 30, 2006. Any projection of such information to the future is subject to the risk that, because of change, the description may no longer portray the controls in existence. The potential effectiveness of specific controls at Benefit Concepts is subject to inherent limitations and, accordingly, errors or fraud may occur and not be detected. Furthermore, the projection of any conclusions, based on our findings, to future periods is subject to the risk that (1) changes made to the system or controls, (2) changes in processing requirements, or (3) changes required because of the passage of time may alter the validity of such conclusions.

This report is intended solely for use by the management of Benefit Concepts, its clients, and the independent auditors, and is not intended to be, and should not be, used by anyone other than these specified parties.

Kalu, Litwin, Pezza & Co., Ltd.

November 22, 2006
Providence, Rhode Island