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REPORT OF INDEPENDENT AUDITORS

Board of Trustees
Heathwood Hall Episcopal School
Columbia, South Carolina

We have audited the accompanying statement of financial position of Heathwood Hall Episcopal School (the "School") as of June 30, 2011, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the School's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Heathwood Hall Episcopal School at June 30, 2011, and the changes in its net assets and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

DeLoach & Williamson, L.L.P.

October 26, 2011

*Copies of the Audit are available in
the office of the Director of Finance
and Operations.*