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**Inspection of
Morris, Davis & Chan, LLP**

**Issued by the
Public Company Accounting Oversight Board**

July 13, 2006

THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT

**PORTIONS OF THE COMPLETE REPORT ARE OMITTED
FROM THIS DOCUMENT IN ORDER TO COMPLY WITH
SECTIONS 104(g)(2) AND 105(b)(5)(A)
OF THE SARBANES-OXLEY ACT OF 2002**

PCAOB RELEASE NO. 104-2006-149



Notes Concerning this Report

1. Portions of this report may describe deficiencies or potential deficiencies in the systems, policies, procedures, practices, or conduct of the firm that is the subject of this report. The express inclusion of certain deficiencies and potential deficiencies, however, should not be construed to support any negative inference that any other aspect of the firm's systems, policies, procedures, practices, or conduct is approved or condoned by the Board or judged by the Board to comply with laws, rules, and professional standards.
2. Any references in this report to violations or potential violations of law, rules, or professional standards should be understood in the supervisory context in which this report was prepared. Any such references are not a result of an adversarial adjudicative process and do not constitute conclusive findings of fact or of violations for purposes of imposing legal liability. Similarly, any description herein of a firm's cooperation in addressing issues constructively should not be construed, and is not construed by the Board, as an admission, for purposes of potential legal liability, of any violation.
3. Board inspections encompass, among other things, whether the firm has failed to identify departures from Generally Accepted Accounting Principles ("GAAP") in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the related GAAP departures. The Board, however, has no authority to prescribe the form or content of an issuer's financial statements. That authority, and the authority to make binding determinations concerning an issuer's compliance with GAAP, rests with the Securities and Exchange Commission ("SEC" or "Commission"). Any description, in this report, of perceived departures from GAAP should not be understood as an indication that the Commission has considered or made any determination regarding these GAAP issues unless otherwise expressly stated.



INSPECTION OF MORRIS, DAVIS & CHAN, LLP

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Morris, Davis & Chan, LLP ("the Firm"). The Board is issuing this report of that inspection in accordance with the requirements of the Sarbanes-Oxley Act of 2002 ("the Act").

The Board is making portions of the report publicly available. Specifically, the Board is releasing to the public Part I of the report and portions of Part IV of the report. Part IV of the report consists of the Firm's comments, if any, on a draft of the report.^{1/}

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.^{2/} A substantial portion of the Board's criticisms of a firm (specifically criticisms of the firm's quality control system), and the Board's dialogue with the firm about those criticisms, occurs out of public view, unless the firm fails to make progress to the Board's satisfaction in addressing those criticisms. In addition, the Board generally does not disclose otherwise nonpublic information, learned through inspections, about the firm or its clients. Accordingly, information in those categories generally does not appear in the publicly available portion of an inspection report.

^{1/} The Board does not make public any of a firm's comments that address a nonpublic portion of the report. In addition, pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report at all. The Board notes that it routinely grants confidential treatment, if requested, for any of a firm's comments that identify factually inaccurate statements in the draft that the Board corrects in the final report.

^{2/} See Statement Concerning the Issuance of Inspection Reports, PCAOB Release No. 104-2004-001 (August 26, 2004).

PART I

INSPECTION PROCEDURES AND CERTAIN OBSERVATIONS

Members of the Board's inspection staff ("the inspection team") conducted fieldwork for the inspection from May 10, 2005 to May 13, 2005. The fieldwork included procedures tailored to the nature of the Firm, certain aspects of which the inspection team understood at the outset of the inspection to be as follows:

Number of offices	2 (Oakland, California; Charlotte, North Carolina)
Ownership structure	Limited liability partnership
Number of partners	3
Number of professional staff ^{3/}	12
Number of issuer audit clients ^{4/}	5

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits. To achieve that goal, Board inspections include reviews of certain aspects of selected audits performed by the firm and reviews of other matters related to the firm's quality control system.

In the course of reviewing aspects of selected audits, an inspection may identify ways in which a particular audit is deficient, including failures by the firm to identify, or to address appropriately, respects in which an issuer's financial statements do not present

^{3/} "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel. The number of partners and professional staff is provided here as an indication of the size of the Firm, and does not necessarily represent the number of the Firm's professionals who participate in audits of issuers or are "associated persons" (as defined in the Act) of the Firm.

^{4/} The number of issuer audit clients shown here is based on the Firm's self-reporting and the inspection team's review of certain information for inspection planning purposes. It does not reflect any Board determination concerning which, or how many, of the Firm's audit clients are "issuers" as defined in the Act.

fairly the financial position, results of operations, or cash flows of the issuer in conformity with GAAP.^{5/} It is not the purpose of an inspection, however, to review all of a firm's audits or to identify every respect in which a reviewed audit is deficient. Accordingly, a Board inspection report should not be understood to provide any assurance that the firm's audits, or its issuer clients' financial statements, are free of any deficiencies not specifically described in an inspection report.

A. Review of Audit Engagements

The scope of the inspection procedures performed included reviews of aspects of the performance of two of the Firm's audits of the financial statements of issuers. Those audits and aspects were selected according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the selection process.

The inspection team identified matters that it considered to be audit deficiencies.^{6/} The deficiencies identified in both of the audits reviewed included deficiencies of such significance that it appeared to the inspection team that the Firm did not obtain sufficient competent evidential matter to support its opinion on the issuer's financial statements. Those deficiencies included –

- (1) the failure to perform and document adequate testing of the valuation and allocation of participant contributions; and

^{5/} When it comes to the Board's attention that an issuer's financial statements appear not to present fairly, in a material respect, the financial position, results of operations or cash flows of the issuer in conformity with GAAP, the Board reports that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

^{6/} PCAOB standards require a firm to take appropriate actions to assess the importance of audit deficiencies identified after the date of the audit report to the firm's present ability to support its previously expressed opinions. See AU 390, *Consideration of Omitted Procedures After the Report Date*, and AU 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report* (both included among the PCAOB's interim auditing standards, pursuant to PCAOB Rule 3200T). Failure to comply with these PCAOB standards could be a basis for Board disciplinary sanctions.

(2) the failure to perform adequate procedures to determine if the accounting for investment contracts was proper.

B. Review of Quality Control System

In addition to evaluating the quality of the audit work performed on specific audits, the inspection included review of certain of the Firm's practices, policies and procedures related to audit quality. This review addressed practices, policies and procedures concerning audit performance, training, compliance with independence standards, client acceptance and retention, and the establishment of policies and procedures. As described above, any defects in, or criticisms of, the Firm's quality control system are discussed in the nonpublic portion of this report and will remain nonpublic unless the Firm fails to address them to the Board's satisfaction within 12 months of the date of this report.

END OF PART I



PCAOB Release No. 104-2006-149
Inspection of Morris, Davis & Chan, LLP
July 13, 2006
Page 5

PARTS II AND III OF THIS REPORT ARE NONPUBLIC
AND ARE OMITTED FROM THIS PUBLIC DOCUMENT

PART IV

RESPONSE OF THE FIRM TO DRAFT INSPECTION REPORT

Pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the Board provided the Firm an opportunity to review and comment on a draft of this report. The Firm provided a written response.

Pursuant to section 104(f) of the Act and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report. The Board routinely grants confidential treatment, if requested, for any of a firm's comments that identify factually inaccurate statements in the draft that the Board corrects in the final report.

Pursuant to section 104(f) of the Act and PCAOB Rule 4007(b), the Firm's response, minus any portion granted confidential treatment, is attached hereto and made part of this final inspection report. In any version of this report that the Board makes publicly available, any portions of the Firm's response that address nonpublic portions of the report are omitted.



MORRIS, DAVIS & CHAN LLP

Certified Public Accountants

May 12, 2006

Mr. George H. Diacont
Director
Division of Registration and Inspections
Public Company Accounting Oversight Board
1666 K. Street, N.W.
Washington, DC 20006

Dear Mr. Diacont:

We are pleased to respond to the Public Company Accounting Oversight Board "PCAOB" draft report on its 2005 inspection of Morris, Davis & Chan LLP (MD&C).

We fully support the PCAOB's goals and its inspection process and welcome the PCAOB's observations and comments. MD&C is committed to conducting the highest quality audits. We respectfully disagree that the matters noted as audit deficiencies in the draft report of inspection (draft report) indicate that we did not obtain sufficient competent evidential matter to support our opinions in the financial statements. However, we have made improvements to our audit process and policies and procedures which we believe will eliminate the comments observed by the PCAOB from reoccurring.

The PCAOB's comments and our responses to the specific observations in Part I of the draft report are as follows:

- 1) The failure to perform and document adequate testing of the valuation and allocation of participant contributions.

The comment was made on one client. The issue noted related specifically to payroll, which is the basis for contributions to the Plan. It is not practical or logical to test controls related to a fully automated payroll process which has been tested extensively by corporate external auditors and by internal auditors. Since the system is fully automated, there are no hard copy documents to verify payroll and, all documents (including W-2 Forms), are generated from information in the system. We did not send positive confirmations to participants because for non-responses, the only alternative procedures available would have been to trace back to the same system from which the amount being confirmed had been selected. We discussed what testing/review of the payroll had been performed with the external and internal auditors and were informed that the system had been rated as "Satisfactory". We performed testing of individual participant account activity which included recomputing individual participant contributions allocated to their accounts. There were no exceptions in this testing when using the payroll amounts reported. Subsequent to the PCAOB inspection, we sent

MORRIS, DAVIS & CHAN LLP


negative payroll confirmations to participants and none were returned with exceptions noted. The additional procedures did not alter our previous conclusion with regard to the integrity of the payroll information. All future engagements will include testing of internal controls related to payroll and/or confirmation of payroll data with the participants.

- 2) The failure to perform adequate procedures to determine if the accounting for investment contracts was proper.

The comment was made on one client. This issue related to whether or not investment contracts were benefit responsive. A portfolio investment manager specializing in managing investment contracts manages these investments for the issuer. We are familiar with them and with their qualifications in managing investment contracts for institutional and individual investors. We are also familiar with their reputation within the industry. As a result of this knowledge, we relied on the information they confirmed to us related to the benefit responsiveness of the investment contracts. We confirmed the contract number, annual yield, due date, and contract value of over 85% of the contracts directly with the issuing companies. We have updated documentation of this knowledge in our "Use of Specialist" checklist. The additional procedures did not alter our previous conclusion with regard to investment contracts. For future audits, we will ensure that our consideration of the professional qualifications of this portfolio investment manager is documented in our working papers and we will review a sample of the contracts.

We appreciate the opportunity to provide our response to the draft report. We also commend the PCAOB staff on their efforts and on the continuing contribution they will make to our profession.

Respectfully,


Edmin Chan
Morris, Davis & Chan LLP