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**Inspection of  
Thomas Bauman, C.P.A.**

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

**June 19, 2008**

**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. 104-2008-122A  
(Includes the Firm's response to a draft report, which was  
inadvertently omitted from PCAOB Release No. 104-2008-122)



### **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 U.S. Generally Accepted Accounting Principles ("GAAP") or Securities and Exchange Commission ("SEC" or "Commission") disclosure requirements in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the related GAAP or disclosure 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 or Commission disclosure requirements, rests with the Commission. Any description, in this report, of perceived departures from GAAP or Commission disclosure requirements should not be understood as an indication that the Commission has considered or made any determination regarding these issues unless otherwise expressly stated.



## INSPECTION OF THOMAS BAUMAN, C.P.A.

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Thomas Bauman, C.P.A. ("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.<sup>1/</sup>

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.<sup>2/</sup> 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.

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<sup>1/</sup> The Board does not make public any of a firm's comments that address a nonpublic portion of the report unless a firm specifically requests otherwise. 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 routinely grants confidential treatment, if requested, for any portion of a firm's response that addresses any point in the draft that the Board omits from, or any inaccurate statement in the draft that the Board corrects in, the final report.

<sup>2/</sup> 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 21, 2007 to May 25, 2007. 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                            | 1 (Huntington Station, New York) |
| Ownership structure                          | Sole proprietorship              |
| Number of partners                           | 1                                |
| Number of professional staff <sup>3/</sup>   | None                             |
| Number of issuer audit clients <sup>4/</sup> | 3                                |

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.<sup>5/</sup> 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.

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<sup>3/</sup> "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel.

<sup>4/</sup> 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. In some circumstances, a Board inspection may include a review of a firm's audit of financial statements of an issuer that ceased to be an audit client before the inspection, and any such former clients are not included in the number shown here.

<sup>5/</sup> This focus necessarily carries through to reports on inspections and, accordingly, Board inspection reports are not intended to serve as balanced report cards or overall rating tools.

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 fairly the financial position, results of operations, or cash flows of the issuer in conformity with GAAP.<sup>6/</sup> 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 inspection procedures included a review of aspects of the Firm's auditing of financial statements of two issuers. The scope of this review was determined according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the scope.

The inspection team identified what it considered to be audit deficiencies.<sup>7/</sup> The deficiencies identified in one of the audits reviewed included a deficiency 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.<sup>8/</sup>

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<sup>6/</sup> 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's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

<sup>7/</sup> 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.

<sup>8/</sup> In some cases, an inspection team's observation that a firm failed to perform a procedure may be based on the absence of documentation and the absence

That deficiency was the pervasive failure to plan, perform, and document performance of the audit.

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

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of persuasive other evidence, even if a firm claims to have performed the procedure. PCAOB Auditing Standard No. 3, *Audit Documentation* ("AS No. 3"), provides that, in various circumstances including PCAOB inspections, a firm that has not adequately documented that it performed a procedure, obtained evidence, or reached an appropriate conclusion must demonstrate with persuasive other evidence that it did so, and that oral assertions and explanations alone do not constitute persuasive other evidence. See AS No. 3, paragraph 9; Appendix A to AS No. 3, paragraph A28. For purposes of the inspection, an observation that the Firm did not perform a procedure, obtain evidence, or reach an appropriate conclusion may be based on the absence of such documentation and the absence of persuasive other evidence.

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 Firm provided a written response to a draft of this 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.<sup>9/</sup>

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<sup>9/</sup> In any version of an inspection report that the Board makes publicly available, any portions of a firm's response that address nonpublic portions of the report are omitted. In some cases, the result may be that none of a firm's response is made publicly available.

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April 28, 2008

Mr. George H. Diacont  
Director of Registration and Inspections  
PCAOB  
1666 K Street, N.W.  
Washington, DC 20006

Via Fax

Response to Part 1 of the Draft Report of Thomas Bauman C.P.A.

Dear Mr. Diacont:

I would like this letter to serve as my response to the Board's draft report on the inspection of my firm in May of 2007.

The report indicates that I am a sole proprietor with three issuer audit clients, and that the inspection team identified deficiencies with one of the audits performed on one of those clients. I also take note that the report states in footnote five "that the Board's inspection reports are not intended to serve as a balanced report card or overall rating tool."

The audit in question, which covered the calendar year 2006, involved a development stage company with one employee and no audit committee, for which I had been the auditor since 2002 (date of inception). This issuer ceased operations in May of 2006 with an accumulated deficit totaling over \$1,000,000. The company also reported no assets, defaults on loans and lease obligations, material weaknesses in internal control, and an obvious going concern problem, all of which were properly disclosed. The company only reported \$91,000 in revenue, which I considered to be immaterial given the overall poor condition of the company. In addition the company underwent a management change in 2006 which involved the resignation of the CEO in Florida and the hiring of a new CEO in California. The result of this upheaval was the loss of important information relative to the audit, for which I issued an adverse opinion on internal control.

However, to disclaim an opinion altogether would have been unfair to the company's 145 shareholders, since the financial statements as a whole were not misleading. The company complied with every request to the best of their ability and disclosed every facet of their poor financial condition, no matter how negative the resulting impression might be on the reader/investor. If every audit procedure had been performed to perfection, the result would not have materially affected the financial statements, nor would the opinion have changed thereof. One truly needs to read the financial statements of this issuer in order to gain an appreciation of that fact, and I refer you to the comment response forms submitted previously for more detail.

Please be advised that I am not adverse to the Board's mission to set standards for auditing firms and to protect investors and the public. I do feel however, that this case highlights the challenges that small issuers and small firms face in attempting to comply with the Board's standards. As a professional I take my role very seriously in performing the attest function of the CPA. One of those roles has always been, and will continue to be, the use of professional judgement in the fair and accurate reporting on financial statements. I feel, in contrast to the young woman who was the lead inspector, that materiality and proportionality should always be a guideline in these issues. If professional judgement is not part of the auditor's function, then what role are we really playing in this process?

Since the completion of the inspection in May 2007, additional corroborating evidence was obtained to further support the amounts reported for revenues in accordance with AU 319. The additional evidence did not change my opinion on the financial statements. In addition, on December 28, 2007 an acquisition agreement (reverse merger) was executed which effectively instated a new management team and board of directors for the issuer. The firm discovered risk factors concerning the new entity and consequently terminated the client-auditor relationship with the issuer. No audit work was performed, and a form 8-K was filed with the SEC.

I would like to state for the record that the financial remuneration from the performance of this audit was minimal, did not result in any personal enrichment, and was not a motivating factor in accepting the engagement. While my duties as an auditor require professionalism and independence, the success of my practice is based on loyalty and respect. The time spent performing the audit, complying with the inspection process, and responding to the inspection report far exceeds the amount of the fee paid by this issuer. I performed the audit to the best of the combined abilities of the client and myself, with objectivity and fairness. It was my hope that during the inspection process, the same level of fairness would be afforded to me.

Sincerely,



Thomas Bauman

TB/pg