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**Inspection of
Cherry, Bekaert & Holland, L.L.P.
(Headquartered in Richmond, Virginia)**

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

December 16, 2010

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. 104-2011-023



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 CHERRY, BEKAERT & HOLLAND, L.L.P.

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Cherry, Bekaert & Holland, L.L.P. ("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 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.

^{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 primary procedures for the inspection from August 17, 2009 to August 28, 2009. These procedures were 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	24 ^{3/}
Ownership structure	Limited liability partnership
Number of partners	97
Number of professional staff ^{4/}	354
Number of issuer audit clients ^{5/}	31

^{3/} The Firm's offices are located in Mobile, Alabama; Miami, Orlando, St. Petersburg, Tampa, and West Palm Beach, Florida; Atlanta, Augusta, Douglasville, and Thomson, Georgia; Asheboro, Charlotte, Fayetteville, Gastonia, and Raleigh, North Carolina; Aiken, Bluffton, Greenville, and Spartanburg, South Carolina; and Lynchburg, Portsmouth, Richmond, Vienna, and Virginia Beach, Virginia.

^{4/} "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.

^{5/} 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.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.^{6/} 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 fairly the financial position, results of operations, or cash flows of the issuer in conformity with GAAP.^{7/} 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 six 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.^{8/} The deficiencies identified in one of the audits reviewed included a deficiency of such

^{6/} 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.

^{7/} 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.

^{8/} 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*

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.^{9/} That deficiency was the failure to perform sufficient audit procedures related to the use of the work of a specialist.

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

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.

^{9/} 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 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.



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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.^{10/}

^{10/} 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.



Cherry, Bekaert & Holland, L.L.P.
The Firm of Choice.

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October 8, 2010

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

Re: Cherry Bekaert & Holland, L.L.P. PUBLIC RESPONSE to Part I of draft report on 2009 Inspection

Dear Mr. Diacont:

We are pleased to provide our response to the Public Accounting Oversight Board's (the "PCOAB") Draft regarding the 2009 inspection of our Firm (the "Draft Report").

Cherry Bekaert & Holland is committed to the highest standards of audit quality. We recognize the importance of and support the PCAOB's goal of improving audit quality and protecting the interests of the investing public. We continually monitor our methodologies, policies, procedures and practices and seek every opportunity to make changes when we identify improvements that will serve to enhance our audit quality. As part of this evaluation, we consider if enhancements to our audit methodology, delivery, level of investment and focus of our training, audit technology, available reference materials or our internal review process are prudent or necessary.

We have carefully considered the PCAOB's comments included in the Draft Report provided to us in light of the specific circumstances of the engagements subjected to inspection. As part of that consideration, we have assessed the facts and circumstances giving rise to the PCAOB's comments as well as the comments themselves to determine the actions necessary to address these matters both on an engagement basis and on a firm-wide basis. After addressing each of the specific comments in the PCAOB's Draft Report, we will determine what additional action on behalf of the Firm is necessary to adequately address the PCAOB's comments.

We appreciate the constructive dialogue we have had with the PCAOB Inspection Staff in connection with the inspection process and are grateful for the professionalism and courtesy extended to us by each of the inspection staff. Further, we fully support the PCAOB's efforts to improve the quality of the public reporting process.

We would be pleased to discuss our response with you in detail, or to address any other matters or questions that you may have.

We have the following comments with respect to the matter described in Part I of the report:

Issuer A - We respectfully disagree with this comment related to the failure to document adequately the audit procedures related to the use of a specialist.

We have reconsidered the documentation that was assembled and included in the work paper file, in accordance with AU 390, for the Issuer A engagement and we acknowledge that it was not well organized and several important pieces of electronic communications had not been included in the work paper binder, which, to a cold reviewer could be considered as not being as detailed as necessary in the circumstances. However, we believe that there was sufficient documentation provided to both a) describe the testing procedures that were performed by the engagement team with respect to validating the information and data submitted by the client to the specialist, and b) establish that the engagement team had considered and understood the approach used by the valuation specialist.

However, we recognize that a reviewer without the same background and experience with Issuer A might have more difficulty in arriving at a similar conclusion so we have opted to supplement our original work papers.

In addition to enhancing our documentation with respect to this particular engagement, the firm will develop and distribute to all partners, senior managers and managers specific guidance on the level of documentation required when using the work of a specialist. This will provide a more standardized format for the documentation of these matters, as well as serving to ensure that this consideration on all of our engagements is adequately documented.

We appreciate the opportunity to provide our response to the Draft Report and look forward to continuing to work with the PCAOB on matters of interest to our public company auditing practice.

Please contact Raymond R. Quintin at (704) 940-2628 with any questions.

Sincerely,

CHERRY, BEKAERT & HOLLAND, L.L.P.

Cherry, Bekaert & Holland, L.L.P.