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Inspection of
Pannell Kerr Forster of Texas, P.C.
(Headquartered in Houston, Texas)

Issued by the

Public Company Accounting Oversight Board

July 2, 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. 104-2010-100A
(Includes portions of Part II of the full report that
were not included in PCAOB Release No. 104-2010-100)

PCAOB
Public Company Accounting Oversight Board

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 PANNELL KERR FORSTER OF TEXAS, P.C.

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Pannell Kerr Forster of Texas, P.C. ("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 31, 2009 to September 9, 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	1 (Houston, Texas)
Ownership structure	Professional corporation
Number of partners	13
Number of professional staff[3/]	90
Number of issuer audit clients[4/]	7

[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. 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.[5/] 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.[6/] 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 three 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.[7/] The deficiencies identified in one of the audits reviewed included deficiencies of such

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[5/] 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.

[6/] 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.

[7/] 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* 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.[8/] Those deficiencies were –

(1) the Firm's failure to identify, or to address appropriately, a departure from GAAP that related to a potentially material misstatement in the audited financial statements concerning the recognition of a gain contingency prior to its realization; and

(2) the failure to perform sufficient audit procedures to evaluate the collectability of a note receivable.

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

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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.

[8/] 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.

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

PORTIONS OF THE REST OF THIS REPORT ARE NONPUBLIC AND ARE OMITTED FROM THIS PUBLIC DOCUMENT

PART II

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B. Issues Related to Quality Controls

The inspection of the Firm included consideration of aspects of the Firm's system of quality control. Assessment of a firm's quality control system rests both on review of a firm's stated quality control policies and procedures and on inferences that can be drawn from respects in which a firm's system has failed to assure quality in the actual performance of engagements.[9/] On the basis of the information reported by the inspection team, the Board has the following concerns about aspects of the Firm's system of quality control.

Audit Performance

A firm's system of quality control should provide reasonable assurance that the work performed on an audit engagement will meet applicable professional standards and regulatory requirements. On the basis of the information reported by the inspection team, including the audit performance deficiencies described in Part II.A and any other deficiencies identified below, the Board has concerns that the Firm's system of quality control fails to provide such reasonable assurance in at least the following respects –

Testing Appropriate to the Audit

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will conduct all testing appropriate to a particular audit, specifically with respect to the following issues:

Gain Contingency

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's failure to identify, or to address

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[9/] A firm's failure to comply with the requirements of PCAOB standards when performing an audit may be an indication of a potentially significant defect in a firm's quality control system even if that failure did not result in an insufficiently supported audit opinion.

appropriately, departures from GAAP that related to potentially material misstatements in the audited financial statements concerning the recognition of a gain contingency. This information provides cause for concern that the Firm's quality control policies and procedures do not provide sufficient assurance that the Firm will identify and address GAAP departures related to the recognition of a gain contingency. [Issuer A]

Note Receivable

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's failure to perform sufficient audit procedures to evaluate the collectability of a note receivable. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its testing of the collectability of notes receivable. [Issuer A]

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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.

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May 24, 2010

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

Re: Pannell Kerr Forster of Texas P.C. Response to Draft Report on Inspection--Part I

Dear Mr. Diacont:

Pannell Kerr Forster of Texas P.C. ("PKF") is pleased to submit its response on the April 21, 2010 draft report of Public Company Accounting Oversight Board ("the Board") inspection of PKF. We are supportive of the inspection process of the Board and believe that inspections bring considerable value and help us identify areas where we can continue to improve our performance.

PKF is committed to the highest quality of audits. We continually monitor our audit practice and make changes where improvements are necessary. Although we may not always agree with the Board comments and findings we have given them a careful consideration. None of the findings resulted in a change of our original overall audit conclusions or affected our report on issuers' financial statements.

We have evaluated each of the matters described in Part 1 of the draft report. In that regard we have considered whether it was necessary to perform additional procedures in accordance with 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".

With respect to Issuer A regarding a gain contingency, we believe that the comment is factually incorrect and contrary to the evidence in the working papers. The report refers to Statement of Financial Accounting Standard No. 5, "Contingencies" in considering treatment for contingent consideration which is further stated to represent approximately 10% of the Issuer's total assets and 96% of the net loss for the year under audit. The actual realized gain recorded under the transaction represented approximately 9.6% of the total loss for the year under the audit. The Issuer does not believe that the additional consideration to be received in the transaction under review is contingent upon outcomes of certain operational objectives, but rather defines the priority and timing of repayment. The receivable represents approximately 10% of the Issuer's total assets and the Issuer has concluded that the receivable represents a valid asset with probable economic benefit, guaranteed by independent individuals and will be collected through all legal remedies should the uncertainty related to the timing of collection not be resolved in a timely manner and that the deferral of a contingent gain until realized under the provisions of SFAS No. 5 is not required. As this transaction occurred approximately six months prior to the Issuer's year end, the Issuer evaluated the receivable for collectability and impairment and concluded there was no impairment as of year end. Accordingly, we concluded that no further actions were necessary and the appropriate audit procedures had been performed and sufficient competent evidence had been obtained to support our audit conclusion.

With respect to Issuer A regarding the collectability of a note receivable, we have considered the inspection findings and concluded that no further actions were necessary and the appropriate audit procedures had been performed and sufficient competent evidence had been obtained to support the collectability of the note receivable and our audit conclusion in accordance with appropriate literature. The note receivable in question has a maturity date of 2014. We acknowledge that the confirmation process does not address collectability; however, it does provide evidence that the debtor is still in existence. The Issuer does not have rights within the note agreement to require the guarantors or the debtor to provide annual or interim financial information that might further support the operations, financial position and liquidity of the debtor. In addition, the debtor is a privately-held company, therefore such information is not publicly available. The Issuer has a history of impairing receivables when management believes that collectability is uncertain. Retrospectively reviewing management's estimates as it relates to allowances and impairments demonstrated the Issuer's process to properly review and impair certain assets when management had adequate evidence and information to record such adjustments.

We appreciate this opportunity to respond to the report and look forward to future constructive communications with the Board.

Respectfully,

Pannell Kerr Forster of Texas, P.C.