

**Inspection of
Cacciamatta Accountancy Corporation
(Headquartered in Santa Ana, California)**

Issued by the
Public Company Accounting Oversight Board
April 29, 2011

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**

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 CACCIAMATTA ACCOUNTANCY CORPORATION

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") conducted an inspection of the registered public accounting firm Cacciamatta Accountancy Corporation ("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 April 19, 2010 to April 23, 2010. 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 (Santa Ana, California)
Ownership structure	Professional corporation
Number of partners	3
Number of professional staff ^{3/}	None
Number of issuer audit clients ^{4/}	8

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.^{5/} To achieve that goal, Board

^{3/} "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel.

^{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.

^{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.

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 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.^{7/} The deficiencies identified in one of the audits reviewed included deficiencies of such significance that it appeared to the inspection team that the Firm did not obtain sufficient

^{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 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.

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 accounting for share-based compensation; and
- (2) the failure to identify and test the design and operating effectiveness of internal controls for purposes of its audit of internal control over financial reporting ("ICFR") to address the assessed risk of misstatement to the valuation of equity instruments issued by the issuer.

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

^{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.

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.^{9/}

^{9/} 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.

CACCIAMATTA
ACCOUNTANCY CORPORATION

6 Hutton Centre Drive, Suite 1000
Santa Ana, California 92707

Phone: 949-475-9600
Fax: 714-662-1985

February 28, 2011

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

Re: Response to Part I of the Draft Report on the 2010 Inspection of Cacciamatta Accountancy Corporation

Dear Mr. Diacont:

We appreciate the opportunity to read and comment on Part I of the draft Report of the Public Company Accounting Oversight Board ("PCAOB") on the 2010 inspection of Cacciamatta Accountancy Corporation ("the Firm"). We support the PCAOB's goal of improving audit quality and, consequently, the reliability of financial reporting.

We acknowledge the considerable value derived from the PCAOB inspection process. We are continually focused on improvement in all aspects of our audit practice, and the results of the PCAOB inspections are an important contribution to that effort.

We have evaluated each of the matters described in the draft report. We acknowledge the professionalism of the PCAOB inspectors and appreciate the PCAOB's views regarding our audit engagements. We recognize that inspection comments may reflect differences between our professional judgments regarding accounting or auditing issues during the performance of audits, and those of the PCAOB inspectors during their subsequent inspection. Among other things, these judgments may involve materiality assessments or the nature and extent of audit documentation, and clearly professionals may reach different conclusions regarding the sufficiency of audit evidence obtained or other assessments made in an audit. Experienced, well trained professionals can take differing approaches to achieve a high quality audit in accordance with the applicable audit standards. We also understand that the comments made on individual Issuers cannot by their nature include a description and analysis of all procedures performed in a particular audit area.

As we previously communicated to the PCAOB, we conducted a thorough evaluation of the matters identified in the Draft Report and addressed the engagement-specific findings in a manner consistent with PCAOB standards. For specifics of the evaluation performed please see our response to the PCAOB comments dated May 10, 2010. In that regard, with respect to Issuer A, we have considered whether it was necessary to perform additional procedures in accordance with AU390, Consideration of Omitted Procedures After the Report Date, and AU 561, Subsequent Discovery of Facts Existing at the Date of the

Auditor's Report and, where appropriate, performed such procedures. We have also added additional documentation to the audit file regarding the Black-Scholes recalculations performed by taking into consideration the common stock price at the grant date, exercise price, expected term of the options, volatility, and risk free interest rate. Based on our analyses, none of the matters identified by the PCAOB or the results of procedures performed impacted our previously issued reports on the financial statements.

We want to reiterate the seriousness with which we view the inspection comments and that we are committed to improving our performance wherever possible.

We appreciate this opportunity to provide our response to the PCAOB and we look forward to continuing to work with the PCAOB on the most effective means of enhancing audit quality.

Sincerely,



Cacciamatta Accountancy Corporation

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We have evaluated each of the matters described in the draft report. We acknowledge the professionalism of the PCAOB inspectors and appreciate the PCAOB's views regarding our audit engagements. We recognize that inspection comments may reflect differences between our professional judgments regarding accounting or auditing issues during the performance of the audits and those of the PCAOB inspectors during their subsequent inspection. Among other things, these judgments may involve materiality assessments or the nature and extent of audit documentation, and clearly professionals may reach different conclusions regarding the sufficiency of audit evidence obtained or other assessments made in an audit. Experienced, well trained professionals can take differing approaches to achieve a high quality audit in accordance with the applicable audit standards. We also understand that the comments made on individual Issuers cannot by their nature include a description and analysis of all procedures performed in a particular audit area.

As we previously communicated to the PCAOB, we conducted a thorough evaluation of the matters identified in the Draft Report and addressed the engagement-specific findings in a manner consistent with

PCAOB auditing standards. In that regard, with respect to our testing of internal controls of Issuer A, we did identify areas with higher risks and performed sufficient procedures to test the effectiveness of internal controls that could effectively prevent or detect errors fraud related to the issuer's valuation of equity instruments. The procedures we performed to test the control over equity included:


- a. Verification and reconciliation of the number of shares outstanding with the transfer agent
- b. Verification of the number of shares/options issued by
 - i. Review of documents
 - ii. Reconciliation of the terms
 - iii. Review of the Black-scholes calculations for valuation
- c. Verification of proper approval by review of board of director meeting minutes
- d. Verification of accounting and disclosures for accuracy and completeness

After considering the inspection comment we believe that we have performed sufficient procedures to test the design and operating effectiveness of internal controls to address the assessed risk of misstatement to the valuation of equity instruments issued by the issuer. None of the matters identified by the PCAOB or the results of procedures performed impacted our previously issued reports on the internal control over financial reporting.

We want to reiterate the seriousness with which we view the inspection comments and that we are committed to improving our performance wherever possible.

We appreciate this opportunity to provide our response to the PCAOB and we look forward to continuing to work with the PCAOB on the most effective means of enhancing audit quality.

Sincerely,



Cacciamatta Accountancy Corporation