

**Inspection of  
Randall N. Drake CPA, PA  
(Headquartered in Clearwater, Florida)**

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

**February 24, 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 RANDALL N. DRAKE CPA, PA**

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Randall N. Drake CPA, PA<sup>1/</sup> ("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>2/</sup>

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.<sup>3/</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.

---

<sup>1/</sup> The Firm has issued audit reports under the names of Randall N. Drake, CPA PA and Randall N. Drake, CPA, PA.

<sup>2/</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>3/</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 primary procedures for the inspection from September 21, 2009 to September 24, 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	2 (Clearwater and New Port Richey, Florida)
Ownership structure	Corporation
Number of partners	1
Number of professional staff <sup>4/</sup>	1
Number of issuer audit clients <sup>5/</sup>	15

---

<sup>4/</sup> "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.

<sup>5/</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.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.<sup>6/</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.

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>7/</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 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.<sup>8/</sup> The deficiencies identified in two of the audits reviewed included deficiencies of such

---

<sup>6/</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.

<sup>7/</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>8/</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*

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>9/</sup> 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 improper capitalization of organization costs;
- (2) the failure to perform audit procedures related to the valuation of common stock issued for services;
- (3) the failure to perform sufficient audit procedures related to the acquisition of intangible and tangible assets;
- (4) the failure to perform audit procedures to test the issuers' accounting for convertible preferred stock issued in connection with two business combinations and the failure to perform audit procedures related to the valuation of convertible preferred stock and common stock issued in connection with these two business combinations;

---

*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>9/</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 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.

- (5) the failure to perform audit procedures related to the impairment of an intangible asset;
- (6) the failure to perform sufficient procedures related to using the work of a specialist; and
- (7) the failure to perform sufficient audit procedures to analyze the impact of opening balances on certain significant accounts for the year under audit and consistent application of accounting principles.

Two of the deficiencies described above related to auditing an aspect of an issuer's financial statements that the issuer revised in a restatement subsequent to the primary inspection procedures.<sup>10/</sup>

**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

---

<sup>10/</sup> The Board inspection process did not include review of any additional audit work related to the restatement.



PCAOB Release No. 104-2011-087A  
Inspection of Randall N. Drake CPA, PA  
February 24, 2011  
Page 6

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

## PART II

\* \* \* \*

### 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.<sup>11/</sup> 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 summarized in Part I.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:

---

<sup>11/</sup> 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.

(i) Organization Costs

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 appropriately, a departure from GAAP that related to potentially material misstatements in the audited financial statements concerning the recording of organization costs (or start-up costs) as an asset instead of expensing these costs as incurred. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of organization costs. [Issuer A]

(ii) Valuation

As discussed above, in two of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures to test the valuation of shares of common stock and preferred stock issued for services and in business combinations. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of the valuation of equity securities issued for services or business combinations. [Issuers A and B]

(iii) Acquisition of Intangible and Tangible Assets

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures to test acquisitions of intangible and tangible assets. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of acquisitions of intangible and tangible assets. [Issuer A]

(iv) Convertible Preferred Stock

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures to test the accounting for shares of convertible preferred stock issued in connection with two business combinations. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of convertible preferred stock. [Issuer B]

(v) Impairment of Intangible Asset

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures to test the impairment of an intangible asset. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of the impairment of intangible assets. [Issuer B]

(vi) Using the Work of a Specialist

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures related to using the work of a specialist. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its use of the work of a specialist as evidential matter. [Issuer B]

(vii) Evaluation of Opening Balances and Consistency of Accounting Principles

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's auditing of the impact of opening balances on the financial statements and the consistency of accounting principles. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its auditing of opening balances and consistency of accounting principles. [Issuer B]

\* \* \* \*

Technical Competence

The audit performance deficiencies discussed in Part II.A suggest that the Firm's system of quality control may not provide sufficient assurance that audit partners and staff have the level of knowledge and the degree of technical training and proficiency required in the circumstances and that they refer to authoritative literature or other sources and consult with knowledgeable individuals (within or outside the Firm) when appropriate.

\* \* \* \*

**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>12/</sup>

---

<sup>12/</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.

## Randall N. Drake, CPA, P.A.

1981 Promenade Way  
Clearwater, FL 33760

727.536.4863

[Randall@RDrakeCPA.com](mailto:Randall@RDrakeCPA.com)

---

January 3, 2011

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

Re: Randall N. Drake, CPA, P.A. response to Part I of the draft of the Public Companies Accounting Oversight Board's 2009 Inspection of Randall N. Drake, CPA, P.A.

Dear Mr. Diacont:

Randall N. Drake CPA, P.A. appreciates the opportunity to comment on Part I of the 2009 Draft Inspection Report. We are constantly striving to improve the quality of the service we provide and are implementing significant changes in staffing, performance of our audits and in our system of quality control in response to the comments.

With respect to the findings noted in the Inspection Report, above, please note we performed 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*. Based on the additional audit procedures performed we withdrew our report for issuer A and re-issued the report with restated financial statements. During the performance of our procedures noted above no new information came to our attention regarding the reports for Issuers B, C & D that caused us to believe that our previously issued audit reports should be withdrawn.

Thank you again for the opportunity to provide this response.

Sincerely,

/s/ Randall N. Drake, CPA, P.A.

Randall N. Drake, CPA, P. A. response to the non-public Part II of the draft 2009 Inspection Report of Randall N. Drake, CPA, P.A.

In response to the initial comments provided by the PCAOB inspection staff we have made multiple changes to enhance the quality of our audit practice including:

- 1) Hiring an experienced Senior Audit Manager to provide the technical knowledge needed by the Firm,
- 2) Taken CPE related to audit performance,
- 3) Hired additional staff and,
- 4) Established minimum documentation criteria acceptable for an audit.

REDACTED. Comments on Non-public Aspects of Report

REDACTED. Comments on Non-public Aspects of Report

Regarding the quality control issues noted in the Draft Inspection Report please note the following:

REDACTED. Comments on Non-public Aspects of Report

RND has also hired a Senior Audit Manager with over 25 years of audit and valuation experience to provide the technical competence necessary to prevent such egregious deficiencies in the performance of its audit engagements in the future. Additional CPE has been taken, and more is being taken, regarding proper GAAP treatment of business combinations, impairment of assets and performance of audit procedures. The Firm has also been represented at the Small Business Forums sponsored in South Florida from 2007 through 2010. Further improvements to our quality control are ongoing.

We hope the information satisfies your concerns. Please contact us if you have any further questions.

*/s/ Randall N. Drake, CPA, P.A.*