Report on

2012 Inspection of
Watson Dauphinee & Masuch, Chartered Accountants
(Headquartered in Vancouver, Canada)

Issued by the
Public Company Accounting Oversight Board

May 2, 2013

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. 104-2013-116A
(Includes portions of Part II of the full report that were not included in PCAOB Release No. 104-2013-116)
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 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 financial statement misstatements, including failures to comply with 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 apparent misstatements 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 whether an issuer's financial statements are misstated or fail to comply with Commission disclosure requirements, rests with the Commission. Any description, in this report, of financial statement misstatements or failures to comply with 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.
2012 INSPECTION OF
WATSON DAUPHINEE & MASUCH, CHARTERED ACCOUNTANTS

In 2012, the Public Company Accounting Oversight Board ("PCAOB" or "the Board") conducted an inspection of the registered public accounting firm Watson Dauphinee & Masuch, Chartered Accountants ("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.

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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.

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 24, 2012 to September 28, 2012. 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 (Vancouver, Canada)
- Ownership structure: Partnership
- Number of partners: 4
- Number of professional staff: 10
- Number of issuer audit clients: 1

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3/ The Board's inspection was conducted in cooperation with the Canadian Public Accountability Board.

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 and internal control over financial reporting ("ICFR") 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. 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 U.S. Generally Accepted Accounting Principles ("GAAP"), or, as applicable, International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). 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 or reporting on internal control, are free of any deficiencies not specifically described in an inspection report.

In addition, inclusion of a deficiency in an inspection report does not mean that the deficiency remained unaddressed after the inspection team brought it to the firm's attention. Under PCAOB standards, when audit deficiencies are discovered after the date of the audit report, a firm must take appropriate action to assess the importance of the deficiencies to the firm's present ability to support its previously expressed audit opinions. Depending upon the circumstances, compliance with these standards may

\( ^6/ \) This focus on weaknesses and deficiencies 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 or IFRS, the Board's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

\( ^8/ \) 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
require the firm to perform additional audit procedures, or to inform a client of the need for changes to its financial statements or reporting on internal control, or to take steps to prevent reliance on previously expressed audit opinions. A Board inspection does not typically include review of a firm's actions to address deficiencies identified in that inspection, but the Board expects that firms are attempting to take appropriate action, and firms frequently represent that they have taken, are taking, or will take, action. If, through subsequent inspections or other processes, the Board determines that the firm failed to take appropriate action, that failure may be grounds for a Board disciplinary sanction.

A. Review of Audit Engagement

The inspection procedures included a review of aspects of the Firm's auditing of financial statements of one issuer. 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. This review did not identify any audit performance issues that, in the inspection team's view, resulted in the Firm failing to obtain sufficient appropriate audit evidence to support its opinion on the issuer's financial statements.

B. Review of Quality Control System

In addition to evaluating the quality of the audit work performed on a specific audit, 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. 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

Rule 3200T), and PCAOB Auditing Standard No. 5, An Audit of Internal Control Over Financial Reporting That Is Integrated with An Audit of Financial Statements ("AS No. 5"), ¶ 98.
PORTIONS OF THE REST OF THIS REPORT ARE NONPUBLIC AND ARE OMITTED FROM THIS PUBLIC DOCUMENT
PART II

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A. 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.\footnote{9} On the basis of the information that the inspection team reported, the Board has the following concerns about aspects of the Firm's quality control system.

1. Design of Quality Control System * * * *

   a. Audit Policies, Procedures and Methodologies, Including Training

   The Firm's system of quality control appears not to provide sufficient assurance that staff and partners of the Firm participate in continuing professional education and other professional development activities that enable them to fulfill their responsibilities in audits of issuers. Specifically, the Firm does not have a system in place to ensure that individuals assigned to issuer clients receive periodic technical training related to PCAOB standards and SEC reporting requirements, rules, and regulations. In addition, the Firm's audit methodology and practice aids only address Canadian auditing standards and fail to address any differences between those standards and PCAOB standards.

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\footnote{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.}
b. Practice Monitoring

The Firm's system of quality control, as it relates to monitoring, appears not to provide reasonable assurance that the Firm is effectively monitoring its accounting and auditing practice. Specifically, the Firm's engagement performance monitoring program does not include procedures to evaluate whether audits of issuers are being conducted in accordance with PCAOB standards.

c. Engagement Quality Review

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will comply with engagement quality review requirements set forth in PCAOB Auditing Standard No. 7, *Engagement Quality Review*. Specifically, the Firm's policies and procedures do not require the engagement quality reviewer to read other information in documents containing the financial statements to be filed with the SEC and evaluate whether the engagement team had taken appropriate action with respect to any material inconsistencies with the financial statements or material misstatements of fact of which the engagement quality reviewer was aware.

2. Audit Performance

Auditor Communications

The Firm's system of quality control appears not to provide sufficient assurance that all of the required auditor communications to the audit committee, or equivalent, occur and are appropriately documented, including required independence confirmations. Specifically, the Firm failed to communicate to the audit committee the auditor's responsibility under PCAOB standards, the auditor's responsibility for other information in documents containing audited financial statements, and any consultations between management and other accountants. In addition, in the audit reviewed by the inspection team, the Firm's independence communication to the audit committee referred to the requirements of Canadian auditing standards and did not provide the independence affirmation required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*, which governs the relevant communication between the Firm and its US issuer audit clients. [Issuer A]
3. Independence

The Firm’s system of quality control appears not to provide sufficient assurance that the Firm will comply with independence requirements. As described in Part II.B below, the inspection team reported information indicating that the Firm may not have been independent of an issuer audit client within the meaning of the Commission's independence requirements. [Issuer A]

4. Monitoring and Addressing Identified Weaknesses

The Firm’s system of quality control appears to lack a monitoring element sufficient to provide the Firm with reasonable assurance that the Firm’s policies and procedures meaningfully address weaknesses in its audit practice. Appropriate monitoring includes meaningfully addressing identified weaknesses in the Firm’s audit practice, which the Firm has failed to do in at least one respect. In a report dated January 28, 2011, which related to an inspection of the Firm conducted in 2009, the Board noted that the Firm’s procedures appeared not to provide sufficient assurance that individuals assigned to issuer clients receive periodic technical training related to PCAOB standards and SEC reporting requirements, rules, and regulations. As of the time of the inspection procedures in the current inspection, the Firm did not appear to have taken meaningful steps to address this issue.

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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 Board provided the Firm an opportunity to review and comment on a draft of this report. The Firm did not provide a written response.