

ORDER

III.

On the basis of Respondents' Offers, the Board finds^{1/} that:

A. Respondents

1. Crane, P.C. is a public accounting firm that was organized as a personal corporation under the laws of the State of Massachusetts and located in Cambridge, Massachusetts. It was licensed under the laws of the State of Massachusetts to engage in the practice of public accounting (license no. 1037). The license expired on June 30, 2009. Crane, P.C. has been registered with the Board pursuant to Section 102 of the Act and Board rules since September 2007. Since its registration with the Board, Crane, P.C. has issued six audit reports for issuers. Since the Board commenced an inspection of Crane, P.C. on November 19, 2009, the Firm issued one audit report for an issuer.

2. Crane, formerly a Massachusetts resident now residing in China, is a certified public accountant who was licensed in Massachusetts (license no. 21722). The license expired on June 30, 2010. At all relevant times, Crane was the founder and president of Crane, P.C. and an associated person of a registered public accounting firm as that term is defined in Section 2(a)(9) of the Act and PCAOB Rule 1001(p)(i). As described below, Crane was the sole representative of Crane, P.C. who communicated with the PCAOB's Division of Registration and Inspections ("Inspections") regarding its attempt to conduct an inspection of the Firm. Crane also signed Crane, P.C.'s registration application, including the Consent to Cooperate with the Board and Statement of Acceptance of Registration Condition.

^{1/} The findings herein are made pursuant to Respondents' Offers and are not binding on any other person or entity in this or any other proceeding. The sanctions that the Board is imposing in this Order may be imposed only if a respondent's conduct meets one of the conditions set out in Section 105(c)(5) of the Act, 15 U.S.C. § 7215(c)(5). The Board finds that Respondents' conduct described in this Order meets the condition set out in Section 105(c)(5), which provides that such sanctions may be imposed in the event of: (A) intentional or knowing conduct, including reckless conduct, that results in violation of the applicable statutory, regulatory, or professional standard; or (B) repeated instances of negligent conduct, each resulting in a violation of the applicable statutory, regulatory, or professional standard.

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3. In China, Crane holds himself out as the founder and president of J. Crane & Company ("Company").^{2/} According to its website, J. Crane & Company, among other things, has expertise with companies operating in Asia and advises businesses who wish to become publicly-traded companies in the United States. At the time the Board instituted disciplinary proceedings, Crane identified on the Company's website both that the Firm was a PCAOB-registered auditor and that he was the Chief Financial Officer of two public companies traded on the OTC Bulletin Board.

B. Respondents Failed To Cooperate with Inspections

4. Section 104 of the Act "requires the Board to conduct a 'continuing program of inspections to assess the degree of compliance of each registered public accounting firm and associated persons . . . with [the Act], the rules of the Board, the rules of the [Securities and Exchange] Commission, or professional standards."^{3/} Indeed, "[t]he Board's periodic inspections, and full cooperation therewith by registered firms, are pivotal to the Board's ability to enhance investor protection and the accuracy of issuer auditor reports through its oversight of registered accounting firms."^{4/} Therefore, PCAOB Rule 4006, *Duty to Cooperate With Inspectors*, provides that "[e]very registered public accounting firm, and every associated person of a registered public accounting firm, shall cooperate with the Board in the performance of any Board inspection." Pursuant to Rule 4006, cooperation includes "cooperating and complying with any request, made in furtherance of the Board's authority and responsibilities under the Act to . . . provide access to, and the ability to copy, any record in the possession, custody, or control of such firm or person, and . . . provide information by oral interviews, written responses, or otherwise." As described below, Respondents violated Rule 4006 during 2010 by failing to provide any of the information requested by Inspections and preventing the Board from inspecting Crane, P.C.'s audits of issuers and system of quality control.

^{2/} See <http://www.jcraneco.com/about.html>.

^{3/} Gately & Associates, LLC, SEC Release No. 34-62656 at 2 (Aug. 5, 2010) (quoting Section 104(a) of the Act).

^{4/} Id., at 3.



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5. Between November 19, 2009 and December 4, 2009, Inspections staff communicated with Crane, P.C. by telephone and emails in an attempt to plan its inspection of the Firm and request that Crane contact Inspections to provide updated information concerning Crane, P.C. On December 4, 2009, Crane spoke with an Inspections staff member about the upcoming inspection, and on December 9, 2009, Crane requested that the inspection be scheduled for mid-February 2010 or later.

6. On December 23, 2009, Inspections informed Crane that it planned to inspect Crane, P.C. on March 15, 2010. On December 28, 2009, Inspections sent a letter to Crane requesting that he send a completed Issuer Information Form to Inspections by February 1, 2010, and requesting that he send a completed Data Request Form and selected engagement records to Inspections by March 8, 2010.

7. Respondents never provided the Issuer Information Form, the completed Data Request Form, or the selected engagement records to Inspections. Having not been provided these materials, Inspections could not begin the inspection on March 15, 2010, as planned.

8. On May 11, 2010, Crane requested that the inspection be rescheduled for a period between July 17, 2010, and August 13, 2010. On May 18, 2010, Inspections notified Crane that it had rescheduled the inspection for July 26, 2010. Again, Respondents never provided the Issuer Information Form, the completed Data Request Form, or the selected engagement records to Inspections. Having not been provided these materials, Inspections could not begin the inspection on July 26, 2010, as planned.

9. To date, Respondents still have not provided these materials to Inspections and Respondents have prevented Inspections from conducting an inspection of any of the Firm's issuer audits and system of quality controls.

10. During the period in which Crane did not provide documents and information to Inspections, he and Crane, P.C. apparently continued to perform audits, as evidenced by an audit report signed by Crane, P.C. for an issuer client and dated July 14, 2010.^{5/}

^{5/} On July 14, 2010, Left Behind Games, Inc. filed with the Securities and Exchange Commission ("Commission") a Form 10-K for the period ended March 31, 2010, which included an audit report signed by Crane, P.C. and dated July 14, 2010.

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11. During 2010, Respondents repeatedly failed to cooperate with Inspections in that they failed to comply with requests made by Inspections to conduct an inspection of Crane, P.C. and provide access to records, including the Issuer Information Form, the completed Data Request Form, and selected engagement records. As a result, the Board could not assess the degree to which Respondents complied with the Act, the rules of the Board, the rules of the Commission, or professional standards.

C. Crane, P.C. Failed To File an Annual Report and Pay an Annual Fee in Violation of Sections 102(d) and 102(f) of the Act and PCAOB Rules 2200 and 2202

12. Pursuant to Section 102(d) of the Act, PCAOB Rule 2200, *Annual Report*, provides that "[e]ach registered public accounting firm must file with the Board an annual report on Form 2" PCAOB Rule 2201, *Time for Filing Annual Report*, sets forth that the deadline for filing the annual report is June 30 of each year. In violation of Rule 2200, Crane, P.C. failed to file an annual report.

13. In addition, pursuant to Section 102(f) of the Act, PCAOB Rule 2202, *Annual Fee*, provides that "[e]ach registered public accounting firm must pay an annual fee to the Board on or before July 31" In violation of Rule 2202, Crane, P.C. failed to pay its annual fee.

IV.

In view of the foregoing, and to protect the interests of investors and further the public interest in the preparation of informative, fair, and independent audit reports, the Board determines it appropriate to impose the sanctions agreed to in Respondents' Offers. Accordingly, it is hereby ORDERED that:

- A. Pursuant to Section 105(c)(4)(A) of the Act and PCAOB Rule 5300(a)(1), the registration of J. Crane CPA, P.C. is permanently revoked; and

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- B. Pursuant to Section 105(c)(4)(B) of the Act and PCAOB Rule 5300(a)(2), James Crane is permanently barred from being an associated person of a registered public accounting firm, as that term is defined in Section 2(a)(9) of the Act and PCAOB Rule 1001(p)(i).

ISSUED BY THE BOARD.

/s/ J. Gordon Seymour

J. Gordon Seymour
Secretary

January 19, 2011