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**Report on**  
**2007 Inspection of KPMG LLP**

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

**August 12, 2008**

**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. 104-2008-146

**Preface to Reports Concerning Annually Inspected Firms**

The Sarbanes-Oxley Act of 2002 requires the Public Company Accounting Oversight Board ("PCAOB" or "the Board") to conduct an annual inspection of each registered public accounting firm that regularly provides audit reports for more than 100 issuers. The Board's report on any such inspection includes this preface to provide context for information in the public portion of the report.

A Board inspection includes, among other things, a review of selected audits of financial statements and of internal control over financial reporting. If the Board inspection team identifies deficiencies in those audits, it alerts the firm to the deficiencies during the inspection process. Deficiencies that exceed a certain significance threshold are also summarized in the public portion of the Board's inspection report. The Board encourages readers to bear in mind two points concerning those reported deficiencies.

First, inclusion 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, a firm must take appropriate action to assess the importance of the deficiency to the firm's present ability to support its previously expressed audit opinions. Depending upon the circumstances, compliance with these standards may 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.

Second, the Board cautions against drawing conclusions about the comparative merits of the annually inspected firms based on the number of reported deficiencies in any given year. The total number of audits reviewed is a small portion of the total audits performed by these firms, and the frequency of deficiencies identified does not necessarily represent the frequency of deficiencies throughout the firm's practice. Moreover, if the Board discovers a potential weakness during an inspection, the Board may revise its inspection plan to target additional audits that may be affected by that weakness, and this may increase the number of deficiencies reported for that firm in

that year. Such weaknesses may emerge in varying degrees at different firms in different years.

During 2007, the Board's inspection process for annually inspected firms addressed the third year of implementation of Auditing Standard No. 2, *An Audit of Internal Control over Financial Reporting Performed in Conjunction with an Audit of Financial Statements* ("AS No. 2"). As described in Appendix B to this report, this process occurred at three levels: (1) meetings with firm leadership, (2) a review of the Firm's methodology and tools, and (3) inspections of certain audits of accelerated filers. The reviews of audits included reviews conducted before the regular practice office field work to follow up on certain matters identified in the previous year's inspection, and reviews conducted during the regular practice office field work of certain audits selected by the inspection team. In general, the Board's inspection teams observed that the firms continued to make improvements in their audits of internal control over financial reporting, and that firms were preparing to implement Auditing Standard No. 5, *An Audit of Internal Control Over Financial Reporting That Is Integrated with An Audit of Financial Statements*.

**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.

## 2007 INSPECTION OF KPMG LLP

In 2007, the Board conducted an inspection of KPMG LLP ("KPMG" or "the Firm"). The Board is today 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, Appendix B, and portions of Appendix C. Appendix B provides an overview of the inspection process. Appendix C includes the Firm's comments, if any, on a draft of the report.<sup>1/</sup>

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.<sup>2/</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.

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<sup>1/</sup> The Board does not make public any of a firm's comments that address a nonpublic portion of the report. 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>2/</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") performed an inspection of the Firm from April 2007 to January 2008. The inspection team performed field work at the Firm's National Office and at 24 of its approximately 90 U.S. practice offices.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.<sup>3/</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. Appendix B to this report provides a description of the steps the inspection team took with respect to the review of audits of financial statements and of internal control over financial reporting and the review of eight functional areas related to quality control.

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>4/</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 or reporting on internal control, are free of any deficiencies not specifically described in an inspection report.

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<sup>3/</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>4/</sup> When the Board becomes aware 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.

A. Review of Audit Engagements

The scope of the inspection procedures performed included reviews of aspects of selected audits of financial statements and of internal control over financial reporting performed by the Firm. Those audits and aspects were selected according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the selection process. The review of certain audits of accelerated filers included a review of aspects of both the Firm's audit of financial statements and its audit of internal control over financial reporting ("ICFR").

In reviewing the audits, the inspection team identified matters that it considered to be audit deficiencies.<sup>5/</sup> Those deficiencies included failures by the Firm to identify or appropriately address errors in the issuer's application of GAAP. In addition, the deficiencies included failures by the Firm to perform, or to perform sufficiently, certain necessary audit procedures.

In some cases, the conclusion that the Firm failed to perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if the 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.<sup>6/</sup> 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.

When audit deficiencies are identified after the date of the audit report, PCAOB standards require a firm to take appropriate actions to assess the importance of the

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<sup>5/</sup> The discussion in this report of any deficiency observed in a particular audit reflects information reported to the Board by the inspection team and does not reflect any determination by the Board as to whether the Firm has engaged in any conduct for which it could be sanctioned through the Board's disciplinary process.

<sup>6/</sup> See AS No. 3, paragraph 9; Appendix A to AS No. 3, paragraph A28.



deficiencies to the firm's present ability to support its previously expressed opinions,<sup>7/</sup> and failure to take such actions could be a basis for Board disciplinary sanctions. In response to the inspection team's identification of deficiencies, the Firm, in some cases, performed additional procedures or supplemented its work papers, and in some instances, follow-up between the Firm and the issuer led to a change in the issuer's accounting or disclosure practices or led to representations related to prospective changes.<sup>8/</sup>

In some cases, the deficiencies identified were of such significance that it appeared to the inspection team that the Firm, at the time it issued its audit report, had not obtained sufficient competent evidential matter to support its opinion on the issuer's financial statements. The deficiencies that reached this degree of significance are described below, on an audit-by-audit basis.

#### Issuer A

In this audit, the Firm failed in the following respects to obtain sufficient competent evidential matter to support its audit opinion –

- The Firm failed to test the accuracy of the loan delinquency data and borrower credit score ranges that the issuer had used to estimate its allowance for loan losses. Further, the Firm failed to consider the credit risk associated with the nature of the issuer's loans and the issuer's underwriting policies and to evaluate the reasonableness of the unallocated portion of the allowance, which had not changed in five years.

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<sup>7/</sup> See AU 390, *Consideration of Omitted Procedures After the Report Date*, 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), and PCAOB Auditing Standard No. 2, *An Audit of Internal Control Over Financial Reporting Performed in Conjunction With an Audit of Financial Statements* ("AS No. 2"), ¶ 197.

<sup>8/</sup> The Board inspection process generally did not include review of such additional procedures or documentation, or of such revised accounting, although future Board inspections of the Firm may, as appropriate, include further review of any of these matters.



- The Firm failed to perform sufficient procedures to test the issuer's interest expense related to deposits. Specifically, the Firm's analytical procedures did not meet the requirements for substantive tests, because the Firm's expectation was developed using data from the same system from which the issuer's actual interest expense was derived. The Firm failed to appropriately test that data by, for example, comparing the data to relevant industry data that was similar to the terms and types of the issuer's deposits.

#### Issuer B

In this audit, the Firm failed in the following respects to obtain sufficient competent evidential matter to support its audit opinion –

- The issuer estimated its allowance for loan losses using recent historical data. The Firm failed to evaluate whether the issuer's process for developing the estimate captured fully the effects of then-current trends and factors including recent changes in the composition and quality of the loan portfolio, concentrations, increases in loan delinquencies and losses, the results of the issuer's survey of its borrowers, and deteriorating economic conditions. In addition, the Firm failed to adequately test the accuracy and completeness of the data that the issuer had used in its estimate of the allowance because it did not test certain of the necessary controls over the transfer of these data between the issuer's information technology systems, nor did it test the loan delinquency data. Further, the Firm failed to evaluate whether the issuer's process for developing the estimate of the allowance considered all of the effects of the deficiencies that the Firm had identified in the issuer's underwriting approval process.
- The Firm failed to sufficiently test the valuation of the issuer's securities that it considered "hard-to-price." The Firm selected ten of these securities to test by developing an independent estimate of the fair value, for comparison to the issuer's recorded value. For two of the ten securities, the Firm was unable to develop such an estimate. Instead, the Firm's valuation specialists inquired of traders employed by the issuer, who had provided the recorded value, regarding how the traders had determined that value, but failed to test the information provided by the traders.

- The Firm failed to appropriately test the issuer's estimate for two insurance-related reserves. In one instance, the Firm failed to test the premium data that the issuer had used in its actuarial models to estimate the reserve. In the other instance, the Firm failed to evaluate whether the issuer's calculation of the reserve was consistent with the terms of the issuer's contracts.

#### Issuer C

A significant portion of the issuer's operating earnings for the third quarter was derived from two licensing transactions with different customers that were recorded during the last three days of the quarter. The issuer's business practice is to evidence its licensing transactions with a signed written agreement before recognizing revenue. For one of the above transactions, the final contract was not signed until the early hours of the fourth quarter. According to the work papers, the issuer asserted that a prior version of this contract was signed before midnight, but that all copies of that agreement were destroyed at the insistence of the customer. Although the Firm had discussions with the customer, it did not obtain written evidence from the customer that all the substantive terms of the contract that ultimately was signed had been agreed to in writing by both parties prior to the end of the issuer's third quarter. In these circumstances, the Firm, therefore, failed to obtain persuasive evidence of an arrangement for revenue recognition purposes in the third quarter.

Further, both of the customers also were vendors for whom the issuer was a significant customer and, shortly after year end, the issuer renewed a significant purchase contract with one of these customers. The Firm failed to adequately evaluate and test whether the licensing transactions with these customers were recorded at fair value in light of the ongoing customer-vendor relationships. Specifically, beyond discussions with management and the customer and reading the license agreements, the Firm failed to test the methodologies, assumptions, and underlying data that the issuer had used in its transaction-pricing analyses. Finally, the Firm failed to identify and appropriately address that the issuer had not disclosed its accounting policy for recording sales to customers that also are vendors.

#### Issuer D

In this audit, the Firm failed to obtain sufficient audit evidence to determine that revenue related to certain licensing arrangements was not recognized prematurely. The issuer entered into time-based licensing arrangements for multiple software products

that provided different start dates for the various products subject to each such arrangement. For example, one arrangement included language that the license period for one product, representing less than 0.04 percent of the contract value of all products in the arrangement, commenced on the last day of a quarter. The arrangement provided start dates for the license periods for the remaining products that were in the middle of the following quarter. For some such arrangements, the start dates for the majority of the licenses were in more than one subsequent quarter or in the subsequent fiscal year. Nonetheless, the issuer asserted that the arrangements provided the customers with the legal right to use all of the products on the earliest start date in the arrangement and that the license revenue for all the products could be recognized in the quarter that included the earliest start date. Despite these circumstances, the Firm failed to obtain corroboration of the issuer's assertions, such as by obtaining an interpretation of the contractual terms from the issuer's outside counsel or by requesting that the issuer's customers confirm the issuer's assertion regarding the terms.

#### Issuer E

The issuer, a multi-brand international retailer, disclosed that its long-lived assets were grouped and evaluated at the individual store level for purposes of assessing asset impairment. According to the Firm's work papers, however, the issuer evaluated its stores for recoverability at a national level for each of the issuer's store brands, and then, if a possible impairment was identified, determined whether there was an impairment and, if so, the amount of the impairment, by evaluating cash flows at the individual store level. The Firm failed to identify that the issuer's practice for evaluating when to test long-lived assets for recoverability was not in accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, which requires that long-lived assets shall be grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities.

#### Issuer F

The issuer acquired an entity whose CEO, as part of the transaction, became the issuer's CEO. The issuer accounted for the transaction as a business combination and recognized significant goodwill. Except for fulfilling acquired contracts-in-process, the issuer discontinued the acquired business, discontinued its own pre-transaction business, and focused on executing the CEO's pre-existing, yet unexecuted, business plan. There was no evidence in the audit documentation, and no persuasive other

evidence, that the Firm had evaluated, in light of these facts, whether the issuer's accounting for the transaction as a business combination that resulted in significant goodwill was appropriate or whether the recorded goodwill should have been subsequently assessed for impairment.

As part of the transaction, the issuer obtained a non-compete agreement from the CEO, and the issuer treated the agreement as an identifiable intangible asset. The issuer valued the non-compete agreement using projected net discounted cash flows. There was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had tested the reasonableness and consistency of certain of the significant assumptions management had used to value the non-compete agreement. In addition, there was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had evaluated the apparent inconsistency between the economic life of the non-compete agreement for valuation purposes and that for amortization purposes.

Finally, after the acquisition, the issuer also acquired other companies that had been customers of the originally acquired company. There was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had evaluated whether these customer relationships constituted separate identifiable intangible assets that should have been valued and amortized.

#### Issuer G

Substantially all of the revenue from a significant location of the issuer had been recognized on a bill-and-hold basis, and the inventory subject to this arrangement was shipped periodically to the buyer. At this location, the Firm failed to test that the bill-and-hold inventory at year end physically existed, was complete and ready for shipment, and that delivery dates for this inventory were reasonable and consistent with the buyer's business purpose. In addition, the Firm failed to identify and appropriately address that the issuer had not disclosed that it recognized revenue on a bill-and-hold basis for a major customer.

Also at this location, the issuer determined the reliability of its perpetual inventory records through cycle counts. The Firm failed to perform sufficient procedures to test the existence of inventory at this location, as it observed the count of only one item of inventory.

#### Issuer H

In this audit, the Firm failed to perform sufficient tests of the claims payable of a managed healthcare company because the Firm failed to test the completeness and accuracy of the claims data that it used to develop its independent estimate of the liability.

#### Issuer I

The issuer recognized revenue using the residual method for multiple-element software arrangements, some of which included hosting services. The issuer asserted that it had vendor-specific objective evidence ("VSOE") of fair value for its hosting services based upon the renewal rates in its contracts. Although the Firm selected specific contracts to test hosting revenue, it failed to determine, for the transactions it selected, whether the renewal rates in the contracts represented the fair value of the hosting services.

#### Issuer J

The issuer reported a significant net equity loss from its equity-method investments. The Firm failed to apply, or request that the issuer arrange with the investees to have another auditor apply, appropriate auditing procedures to the financial results of the equity-method investees.

### 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 and the following eight functional areas (1) tone at the top; (2) practices for partner evaluation, compensation, admission, assignment of responsibilities, and disciplinary actions; (3) independence implications of non-audit services; business ventures, alliances, and arrangements; personal financial interests; and commissions and contingent fees; (4) practices for client acceptance and retention; (5) practices for consultations on accounting, auditing, and SEC matters; (6) the Firm's internal inspection program; (7) policies and procedures for staffing audits; and (8) the supervision by U.S. audit engagement teams of the work performed by foreign affiliates on foreign operations of U.S. issuer audit clients. 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

PART II, PART III, AND APPENDIX A OF THIS REPORT ARE NONPUBLIC  
AND ARE OMITTED FROM THIS PUBLIC DOCUMENT



## **APPENDIX B**

### **THE INSPECTION PROCESS**

The inspection process was designed and performed to provide a basis for assessing the degree of compliance of the Firm with applicable requirements related to auditing issuers. This process included reviews of components of selected issuer audits completed by the Firm. These reviews were intended both to identify deficiencies, if any, in those components of the audits and to determine whether the results of those reviews indicated deficiencies in the design or operation of the Firm's system of quality control over audits. In addition, the inspection included reviews of policies and procedures related to certain functional areas of the Firm that could be expected to influence audit quality.

#### **1. Review of Selected Audits**

The inspection team reviewed aspects of selected audits, which it chose according to the Board's criteria. The Firm was not allowed an opportunity to limit or influence the engagement selection process or any other aspect of the review.

For each audit engagement selected, the inspection team reviewed the issuer's financial statements and certain SEC filings. The inspection team selected certain higher-risk areas for review and inspected the engagement team's work papers and interviewed engagement personnel regarding those areas. The areas subject to review included, but were not limited to, revenues, fair value, financial instruments, derivatives, income taxes, reserves or estimated liabilities, inventories, consideration of fraud, supervision of work performed by foreign affiliates, and assessment of risk by the engagement team. The inspection team also analyzed potential adjustments to the issuer's financial statements that had been identified during the audit but not recorded in the financial statements. For certain selected engagements, the inspection team reviewed written communications between the Firm and the issuer's audit committee. With respect to certain engagements, the inspection team also interviewed the chairperson of the issuer's audit committee.

When the inspection team identified a potential issue, it discussed the issue with members of the engagement team. If the inspection team was unable to resolve the issue through this discussion and any review of additional work papers or other documentation, the inspection team issued a comment form on the matter and the Firm provided a written response to the comment form.

2. Implementation of AS No. 2

The inspection team reviewed aspects of the Firm's approach to the implementation of AS No. 2 in light of the provisions of that standard and related Board statements.<sup>9/</sup> The inspection procedures included meeting with members of the Firm's leadership to hear the Firm's perspective on its implementation of the standard and performance of integrated audits of accelerated filers; reviewing changes to the Firm's methodology, tools, and training; and reviewing aspects of specific internal control audits. The reviews of specific audits included inspection procedures that were performed before the regular practice office field work to follow up on certain matters identified in the prior year's inspection in one or more of the following areas: (1) integrating the audit of internal control with the audit of the financial statements; (2) using a top-down approach to the audit; (3) using a risk-based approach; and (4) using the work of others. The reviews of audits also included, for certain audits selected for inspection during the regular practice office field work, an evaluation of aspects of the Firm's audit of internal control.

3. Review of Eight Functional Areas

The inspection team reviewed the eight functional areas both to identify possible defects in the Firm's system of quality control and, where applicable, to update the Board's knowledge of the Firm's policies and procedures in the functional areas.

a. Review of Partner Evaluation, Compensation, Admission, Assignment of Responsibilities, and Disciplinary Actions

The objective of the inspection procedures was to assess whether the design and application of the Firm's processes related to partner evaluation, compensation, admission, assignment, termination, and disciplinary actions could be expected to encourage an appropriate emphasis on audit quality and technical competence, as compared to marketing or other activities of the Firm. The inspection team interviewed members of the Firm's leadership, as well as audit partners in practice offices, regarding

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<sup>9/</sup> See PCAOB Release No. 2005-009, *Policy Statement Regarding Implementation of [AS No. 2]* (May 16, 2005); PCAOB Release No. 2005-023, *Report on the Initial Implementation of [AS No. 2]* (Nov. 30, 2005); see also Staff Questions and Answers, *Auditing Internal Control Over Financial Reporting* (May 16, 2005).

these topics. In addition, the inspection team reviewed a sample of partners' personnel files, including files of partners who resigned or took early retirement, and partners who had significant negative inspection results from recent internal and PCAOB inspections. Also, the inspection team interviewed audit partners regarding their time and responsibilities and interviewed practice office leadership regarding the performance of the partners being inspected, the evaluation and compensation process, any disciplinary actions, and any situations where client management requested a change in the lead audit partner.

b. Review of Independence Policies

The objective of the inspection procedures in this area was to evaluate the Firm's policies and procedures for compliance with the independence requirements applicable to its audits of issuers. To accomplish this objective, the inspection team reviewed the Firm's policies, procedures, and guidance; reviewed the Firm's monitoring of compliance with its policies and procedures; discussed with National Office personnel the Firm's existing business ventures, alliances, and arrangements, as well as the Firm's process for establishing such enterprises; interviewed numerous National Office and practice office personnel regarding the Firm's independence policies, practices, and procedures; and, for a sample of the audits reviewed, tested compliance with the Firm's policies and applicable independence requirements.

c. Review of Client Acceptance and Retention Policies

The objectives of the inspection procedures in this area were to evaluate whether the Firm appropriately considers and addresses the risks involved in accepting and retaining clients in the particular circumstances. Toward those objectives, the inspection team reviewed the Firm's policies, procedures, and forms related to client acceptance and continuance; interviewed members of the Firm's leadership; and for a sample of the engagements reviewed, assessed whether the audit procedures included the specific actions, if any, contemplated in response to any risks identified in the client acceptance or retention process.

d. Review of Practices for Consultations

The objective of the inspection procedures in this area was to assess the effectiveness of the Firm's consultation process. Toward this objective, the inspection team gained an understanding of and evaluated the Firm's policies and procedures

relating to its consultation process, and reviewed a sample of consultations that occurred during the inspection period to evaluate the Firm's compliance with its policies and procedures, whether the conclusions were in accordance with professional standards, and whether the engagement teams acted in accordance with the conclusions.

e. Review of Internal Inspection Program

The objective of the inspection procedures in this area was to evaluate the effectiveness of the Firm's internal inspection program in enhancing audit quality. To meet this objective, the inspection team reviewed policies, procedures, guidance, and forms; documentation of the results of the current year's internal inspection program; and steps the Firm took in response to those results. The inspection team also interviewed the Firm's leadership concerning the process and effectiveness of its internal inspection program. In addition, the inspection team reviewed certain audits that the Firm had inspected and compared its results to those from the internal inspection.

f. Review of Policies and Procedures for Staffing Audits

The objectives of the inspection procedures in this area were to understand and evaluate the Firm's policies and procedures for allocating, monitoring, and managing its personnel resources. Toward those objectives, the inspection team interviewed the responsible persons at the National Office and a sample of the practice offices regarding the Firm's processes for allocating its personnel resources and its policies and procedures and their implementation.

g. Review of Policies Related to Foreign Affiliates

The objective of the inspection procedures in this area was to evaluate the processes the Firm uses to ensure that the audit work that its foreign affiliates perform on the foreign operations of U.S. issuers is effective and in accordance with applicable standards. With one exception, the inspection team did not inspect the audit work of foreign affiliates; rather, the procedures were limited to the supervision and control exercised by the U.S. engagement team over such work. To accomplish its objective, the inspection team reviewed the Firm's policies and procedures related to its supervision and control of work performed by foreign affiliates on the operations of U.S. issuer clients, reviewed available information relating to the most recent foreign affiliated firms' internal inspections, interviewed members of the Firm's leadership, and reviewed

the U.S. engagement teams' supervision and control procedures concerning the audit work that the Firm's foreign affiliates performed on a sample of audits.

h. Review of Tone at the Top

The objective of the review of the Firm's "tone at the top" was to assess whether actions and communications by the Firm's leadership demonstrate a commitment to audit quality. Toward that end, the inspection team interviewed members of the Firm's national, regional, and local leadership to understand their perspectives on the Firm's culture and the messages being conveyed by leadership. In addition, the inspection team reviewed documents and had discussions with Firm leadership relating to measuring and monitoring audit quality; the duties of, and relationships between and among, staff and leadership; and internal and external communications from management.

## **APPENDIX C**

### **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>10/</sup>

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<sup>10/</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.



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July 30, 2008

Mr. George H. Diacont  
Director  
Division of Registration and Inspections  
Public Company Accounting Oversight Board  
1666 K Street, N.W.  
Washington, DC 28006

Re: Response to Public Company Accounting Oversight Board (PCAOB) Draft Report on 2007 Inspection of KPMG LLP

Mr. Diacont:

We appreciate the opportunity to read and comment upon the PCAOB's Draft Report on the 2007 Inspection of KPMG LLP dated June 30, 2008 ("Draft Report"). We know that we share a common objective – serving our capital markets by performing high quality audits – and believe that the PCAOB's inspection process provides valuable input for our consideration.

We acknowledge the continued professionalism and commitment of the PCAOB inspection staff and the important role the PCAOB plays in improving audit quality. We would also like to recognize the people of KPMG and the effort they expend to perform high quality audits in an increasingly challenging environment.

Just as auditors use their judgment to determine the auditing procedures to be performed, the PCAOB inspection staff members' observations are based upon their assessment of audit risk and financial statement materiality. We may have differing views as to the nature and extent of necessary auditing procedures, resulting conclusions, and/or required documentation in specific circumstances. However, we recognize that judgments are involved in both the performance of an audit and the subsequent inspection process, and we view the PCAOB's comments as helpful and give each careful and thoughtful consideration.

As we have previously communicated to the PCAOB, we conducted a thorough review of the matters identified in the Draft Report and addressed the engagement-specific findings in a manner consistent with PCAOB auditing standards and KPMG policies and procedures. Based on this review, in some cases, we performed additional audit procedures and/or supplemented our audit documentation; in other cases, we determined that no remediation of any type was necessary.

None of the matters identified by the PCAOB required the reissuance of any of our previously issued reports.

In the past several years, we have further strengthened our commitment to quality, made fundamental changes to our operating and risk management structure, and put cultural and governance reforms into effect that reflect the highest ethical standards. We are committed to creating an environment in which every individual feels a personal responsibility to uphold our core values and to do the right thing, in the right way. We have taken these actions mindful of our responsibility to the capital markets. We are committed to continually improving our firm and the profession and working constructively with the PCAOB to improve audit quality.

Very truly yours,

**KPMG LLP**



KPMG, LLP, a U.S. limited liability partnership, is the U.S. member firm of KPMG International, a Swiss cooperative.