

**PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD**

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In the Matter of	)	PCAOB Release No.104-2014-100
Grant Thornton LLP's	)	
Quality Control Remediation	)	
Submissions	)	
	)	
	)	June 11, 2014

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**I.**

The Public Company Accounting Oversight Board ("Board" or "PCAOB") has evaluated the submissions of Grant Thornton LLP ("the Firm") pursuant to PCAOB Rule 4009(a) for the remediation periods ended July 9, 2010 and August 12, 2011, concerning the Firm's efforts to address certain quality control criticisms included in the nonpublic portions of the Board's July 9, 2009 and August 12, 2010 inspection reports on the Firm ("the Reports"). The Board has determined that as of July 9, 2010 and August 12, 2011, respectively, the Firm had not addressed certain criticisms in the Reports to the Board's satisfaction. Accordingly, pursuant to Section 104(g)(2) of the Sarbanes-Oxley Act of 2002 ("the Act") and PCAOB Rule 4009(d), the Board is making public the portions of the Reports that deal with those criticisms.<sup>1</sup>

The Firm has notified the Board that it will not seek Securities and Exchange Commission review of the determinations, which the Firm has a right to do under the Act and Commission rules. The Firm has requested that a related statement by the Firm be attached as an Appendix to this release, and the Board has granted that request. By allowing the Firm's statement to be

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<sup>1</sup> Those portions of the Reports are now included in the version of the Reports that are publicly available on the Board's web site. Observations in Board inspection reports 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.

attached as an Appendix to this release, however, the Board is not endorsing, confirming, or adopting as the Board's view any element of the Firm's statement.<sup>2</sup>

## II.

The quality control remediation process is central to the Board's efforts to cause firms to improve the quality of their audits and thereby better protect investors. The Board therefore takes very seriously the importance of firms making sufficient progress on quality control issues identified in an inspection report in the 12 months following the report. Particularly with the largest firms, which are inspected annually, the Board devotes considerable time and resources to critically evaluating whether the firm did in fact make sufficient progress in that period. The Board makes the relevant criticisms public when a firm has failed to do so to the Board's satisfaction.

It is not unusual for an inspection report to include nonpublic criticisms of several aspects of a firm's system of quality control. Any Board judgment that results in later public disclosure is a judgment about whether the firm made sufficient effort and progress to address the particular criticisms articulated in the report on that firm in the 12 months immediately following the report date. It is not a broad judgment about the effectiveness of a firm's system of quality control compared to those of other firms, and it does not signify anything about the merits of any additional efforts a firm may have made to address the criticisms after the 12-month period.

ISSUED BY THE BOARD.

/s/ Phoebe W. Brown

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Phoebe W. Brown  
Secretary

June 11, 2014

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<sup>2</sup> Consistent with the Act, the Board does not make public statements indicating that it has determined that any firm has satisfactorily addressed all of the criticisms in an inspection report. In connection with any such Board determination, however, the Board notifies a firm that nothing prohibits a firm from publicly disclosing the determination. The Board also notifies a firm that the determination is not a determination that a firm has completely and permanently cured any particular quality control defect, is not a general endorsement of any aspect of a firm's quality control system, and does not foreclose additional criticism on the same or related points in subsequent Board inspections of a firm.



**Statement of Grant Thornton LLP on the PCAOB's  
June 11, 2014 Release No. 104-2014-100**

Our firm remains dedicated to a continuous improvement process in audit quality and to contributing to the evolution of the standards of our profession. As a result, we have made, and continue to make, substantial investments in our audit practice and significant improvements in our tools, techniques, and policies, demonstrating our unwavering commitment to audit quality. The execution of high quality audits is a key factor in supporting the PCAOB's mission to protect interests of investors and further the public interest in the preparation of informative, accurate and independent audit reports. The PCAOB's standards and processes have helped our firm, as well as the profession overall, attain a new level of audit quality that is the bedrock of investor confidence.

As discussed further below, the PCAOB is releasing certain portions of Part II of our 2008 and 2009 inspection reports. The Board has also recently informed us that they have determined that our remedial actions related to the more recent 2010 inspection report address the report's criticisms to the Board's satisfaction.

- 2008 and 2009 determinations - The PCAOB has decided to release portions of Part II of our 2008 and 2009 inspection reports. This release relates to our actions during the 12-month periods following the issuance of those reports (the "remediation periods"). While we took actions that we believed at the time were sufficient and responsive to the matters in the respective inspection reports, we acknowledge the Board's determinations and accept that additional actions may have been warranted in those areas now being published. We have continued making improvements in the identified areas beyond the PCAOB's respective 12-month remediation periods.
- 2010 determination - The Board has determined that our remedial actions related to the 2010 inspection report (remediation period ended March 29, 2013) address the report's criticisms to the Board's satisfaction. We are pleased with the Board's determination. We believe that the PCAOB's determination concerning our more recent actions reflects the substantial, good faith progress we have made toward achieving the relevant quality control objectives.

Continuous improvement and high quality audits remains a top priority of the firm. As a result, we have continued to invest in our resources, made and continue to make significant improvements to our tools and policies, and proactively self-assess our audit execution to identify ways we can continue to improve in order to deliver the highest quality audits. We look forward to continuing our constructive dialogue with the Board and its staff with the common objective of continuous improvement in audit quality.

Sincerely,

A handwritten signature in black ink that reads "Stephen M. Chipman".

Stephen M. Chipman  
Chief Executive Officer

A handwritten signature in black ink that reads "R. Trent Gazzaway".

R. Trent Gazzaway  
National Managing Partner of Audit

**Report on**

**2008 Inspection of Grant Thornton LLP**  
(Headquartered in Chicago, Illinois)

**Issued by the**

**Public Company Accounting Oversight Board**

**July 9, 2009**

**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**



### **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.

**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.

## **2008 INSPECTION OF GRANT THORNTON LLP**

In 2008, the Board conducted an inspection of Grant Thornton LLP ("Grant" 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 July 2008 through December 2008. The inspection team performed field work at the Firm's National Office and at 17 of its approximately 51 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 and the review of certain firm-wide quality control processes.

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 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.

<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 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.

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 deficiencies to the firm's present ability to support its previously expressed opinions.<sup>7/</sup>

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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.

<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*

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, with the exception of similar deficiencies that were observed in multiple audits and are therefore grouped together.

#### Deficiencies in Testing Benefit Plan Measurements and Disclosures (five audits)

In five audits, due to deficiencies in its testing of assets held by the issuers' pension plans, the Firm failed to obtain sufficient competent evidential matter to support its audit opinion. The deficiencies are as follows:

- In four audits, the Firm failed to test the existence and valuation of assets held in the issuer's defined-benefit pension plans. (Issuers A, B, C, and D)
- In one audit, the Firm failed to test the valuation of real estate and hedge fund investments and a guaranteed investment contract held by the issuer's defined-benefit pension plan. (Issuer E)

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(both included among the PCAOB's interim auditing standards, pursuant to PCAOB 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.

<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.

In two of the audits discussed above, the Firm also failed in the following respects to obtain sufficient competent evidential matter to support its audit opinion:

- During the year, one issuer amended three of its postretirement benefit plans to eliminate certain benefits. The Firm failed to evaluate whether the issuer's accounting for the effects of the amendments was appropriate. In addition, during the year, the issuer engaged a new actuary to calculate the benefit obligations of its pension and other postretirement benefit plans. The Firm failed to determine whether the plan provisions that the issuer provided to the actuary were consistent with the actual plan documents. (Issuer A)
- In another audit, the Firm failed to perform sufficient procedures to evaluate whether the assumptions regarding the discount rate and long-term rate of return on plan assets that the issuer had provided to its actuary were reasonable. Specifically, the Firm did not consider certain relevant information, such as the quality of the debt instruments used in determining the discount rate and the mix of plan assets. (Issuer C)

#### Issuer B

One issuer acquired a public company during the year, for an amount that was significantly higher than the pre-announcement market capitalization of the acquiree. The issuer determined that the acquiree had six reporting units and engaged a specialist to allocate the purchase price to the acquiree's net assets. The specialist estimated the fair values of each of the acquiree's individual identified tangible and intangible assets. The specialist also allocated the purchase price to the six reporting units, based on the fair value of each unit, which was estimated primarily using an income-based approach. Those amounts were then allocated to the individual net assets of each unit, as follows:

- For two units, the estimated fair value of the unit using an income-based approach exceeded the total fair value of the unit's individual net assets, and the issuer recorded goodwill.
- For two other units, the estimated fair value of the unit using an income-based approach was less than the total fair value of the unit's individual net assets.

The specialist applied an "economic penalty" to these units, reducing the previously estimated fair values of the individual non-current assets.

- For the remaining two units, the specialist determined that the estimated fair value using an income-based approach was inappropriate, and looked to the liquidation values of the net assets as an estimate of fair value. As a result, the previously estimated values of certain tangible non-current assets were reduced, and no amounts were recorded for the previously identified intangible assets.

The issuer recorded the fair values of the net assets as determined by the specialist. The Firm failed to sufficiently audit the acquisition in the following respects—

- Regarding the units to which an "economic penalty" was applied, the Firm failed to evaluate which of the fair value estimates represented the best estimate, or whether a combination of the two provided the best estimate. The Firm also failed to evaluate whether the application of an "economic penalty," as if the amount were negative goodwill as discussed in Statement of Financial Accounting Standards No. 141, *Business Combinations*, was appropriate given that neither of those reporting units had been the subject of a discrete business combination.
- For the reporting units where the specialist used liquidation values, the Firm failed to evaluate whether that approach was appropriate.
- The Firm failed to test certain key data and assumptions that the issuer had provided to the specialist, including assumptions underlying the financial projections used in applying the income-based approach.

#### Issuer F

The issuer sells software products under licenses as well as product support and professional services. For certain of its bundled sales, the issuer used the stated renewal rates included in its agreements with customers when determining vendor-specific objective evidence ("VSOE") of fair value of its postcontract customer support ("PCS"). Despite the wide range in the renewal rates charged to the issuer's customers for PCS for these sales, the issuer concluded, and the Firm concurred, that the issuer

could use the stated renewal rates to establish VSOE of fair value of PCS. The Firm failed to evaluate the potential effects on the issuer's VSOE determination of the significant number of renewals that fell either significantly above or below the range of rates the issuer asserted to be representative of its normal pricing practice.

#### Deficiencies in Testing Auction-Rate Securities (two audits)

In two audits, the Firm failed to sufficiently test the valuation of the issuer's auction-rate securities. In both of these audits, the Firm obtained valuations for certain of the issuer's securities from a specialist that the Firm had hired, but the Firm failed to obtain an understanding of the methods and assumptions that the specialist had used to value the securities. In addition, in one of these audits,<sup>9/</sup> the specialist was unable to estimate a value for certain of the auction-rate securities. For these securities, the Firm used an estimated value that the issuer had developed; however, it failed to obtain an understanding of the methodologies and evaluate the reasonableness of the assumptions that the issuer had used to develop its estimates. (Issuers G and H)

#### Issuer I

In this audit, when reviewing the issuer's assessment of goodwill for impairment, the Firm failed to test the revenue and expense projections, including the underlying assumptions, used to estimate the fair value of the issuer's largest reporting unit. In addition, the Firm failed to evaluate whether certain intercompany payables were appropriately included in the carrying amount of the reporting unit.

#### 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 seven 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

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<sup>9/</sup> Issuer G

retention; (5) practices for consultations on accounting, auditing, and SEC matters; (6) the Firm's internal inspection program; and (7) 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



PCAOB Release No. 104-2009-117A  
Inspection of Grant Thornton LLP  
July 9, 2009  
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PORTIONS OF THE REST OF THIS REPORT ARE NONPUBLIC AND ARE OMITTED  
FROM THIS PUBLIC DOCUMENT

## **PART II**

### **ISSUES RELATED TO QUALITY CONTROLS**

This Part II describes the Board's concerns about potential defects in the Firm's quality control system. 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. 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.<sup>10/</sup>

#### **A. Audit Performance**

A firm's system of quality control should provide reasonable assurance that the firm's audit work will meet professional standards and regulatory requirements. Not every deficiency in an audit indicates that a firm's quality control system is insufficient to provide that assurance, and this report does not discuss every auditing deficiency observed by the inspection team. On the other hand, some deficiencies, or repeated instances of similar deficiencies, may indicate a significant defect in a firm's quality control system even when the deficiency has not resulted in an insufficiently supported audit opinion. As described below, some deficiencies reported by the inspection team do suggest that the Firm's system of quality control may in some respects fail to provide sufficient assurance that the Firm's audit work will meet applicable standards and requirements.

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<sup>10/</sup> This report's description of quality control issues is based on the inspection team's observations during the inspection field work, which concluded in December 2008. Any changes or improvements that the Firm may have made in its system of quality control since that time are not reflected in this report, but will be taken into account by the Board during the 12-month remediation process following the issuance of this report.



1. Specific Categories of Deficiencies

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Auditing Accounting Estimates

The engagement reviews provide cause for concern about the effectiveness of the Firm's quality controls relating to auditing accounting estimates. Specifically, as discussed below, deficiencies in auditing accounting estimates identified by the inspection team include insufficient audit procedures regarding 1) testing the data and underlying assumptions used in developing accounting estimates, including data provided to and used by specialists, and 2) using the work of a specialist hired by the Firm when auditing the fair value estimates for investment securities.

Testing Data and Underlying Assumptions

In addition to five engagements discussed in Part I.A,<sup>11/</sup> the inspection team identified six engagements<sup>12/</sup> with deficiencies in testing the data and/or evaluating the underlying assumptions used in developing accounting estimates, including one engagement with two such deficiencies.

- In two audits,<sup>13/</sup> the Firm failed to test certain data and assumptions that the issuer had used in testing its goodwill for impairment.
- In one audit,<sup>14/</sup> there was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had evaluated the reasonableness of certain assumptions and tested the underlying data that the issuer had used in estimating its liabilities for uncertain tax positions.

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<sup>11/</sup> Issuers A, B, C, G, and I

<sup>12/</sup> Issuers H, N, O, P, Q, and R

<sup>13/</sup> Issuers N and O

<sup>14/</sup> Issuer H

- In one audit,<sup>15/</sup> there was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had evaluated the reasonableness of certain assumptions underlying the issuer's projections of future taxable income that the issuer had used in assessing the recoverability of deferred income tax assets.
- In one audit,<sup>16/</sup> the Firm failed to test key data that the issuer had used in its determination of the allowance for excess and obsolete inventory.
- In one audit,<sup>17/</sup> the Firm failed to test claims data that the issuer's third-party administrator had provided to the issuer's actuary for purposes of determining certain self-insurance liabilities.
- In one audit,<sup>18/</sup> there was no evidence in the audit documentation, and no persuasive other evidence, that the Firm had tested the reasonableness of future development costs data that the issuer had used to develop its estimate of accumulated depreciation, depletion, and amortization of a significant oil and natural gas producing field.

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2. General Observations Concerning Audit Performance

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<sup>15/</sup> Issuer P

<sup>16/</sup> Issuer Q

<sup>17/</sup> Issuer O

<sup>18/</sup> Issuer R

### Professional Skepticism

The nature of many of the reported audit deficiencies provides cause for concern whether the Firm applied sufficient professional skepticism when performing audits. The inspection team observed that, in several instances, the engagement teams' support for significant areas of the audit consisted of managements' assertions or views, the results of inquiries of management, or unaudited management analyses. The Firm's failure to critically assess management's representations or positions occurred in several areas, including the testing and evaluation of 1) revenue recognition,<sup>19/</sup> 2) the fair value of assets and liabilities acquired in a business combination and the subsequent purchase price allocation,<sup>20/</sup> 3) accumulated depreciation, depletion, and amortization of oil and natural gas producing properties,<sup>21/</sup> 4) asset impairment analyses,<sup>22/</sup> and 5) the deferred income tax valuation allowance.<sup>23/</sup> Engagement teams did not appropriately test management's representations by, for example, reviewing appropriate source documentation, contacting outside parties, performing their own analyses, or comparing the representations to relevant industry or other public information.

### Supervision and Review

The significance and volume of the reported audit deficiencies raise questions regarding the sufficiency, rigor, and efficacy of the supervision and/or review activities of the engagement managers, partners, and concurring reviewers. The inspection observations suggest that more attention needs to be devoted to supervision and review activities in connection with audits. This concern stems, in part, from the significance and number of deficiencies in more complex or subjective areas, such as the auditing of revenue and management estimates, and in areas where GAAP is changing. In each of

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<sup>19/</sup> Issuers F, J, K, and L

<sup>20/</sup> Issuer B

<sup>21/</sup> Issuer R

<sup>22/</sup> Issuers I, N, and O

<sup>23/</sup> Issuer P

these areas, due to the greater risk of material misstatement, a greater degree of supervision and review would be expected. In addition, the number of situations in which the Firm asserted that important work had been performed, but not documented, raises questions whether higher-level Firm personnel could have adequately supervised and reviewed the audit work.

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## **APPENDIX B**

### **THE INSPECTION PROCESS**

The inspection process was designed and performed to provide a basis for assessing the degree of compliance by 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 affect 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, related party transactions, 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 corrected. 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. In addition, the inspection team conducted focused inspections of audits of certain issuers whose audits had been reviewed during previous PCAOB inspections of the Firm to ascertain whether the audit procedures in areas with previous deficiencies had been improved.

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. 5

Shortly after the approval of AS No. 5, members of the Board's Office of the Chief Auditor and of the Division of Registration and Inspections reviewed documentation of the Firm's initial approach to the implementation of AS No. 5 and provided feedback to the Firm's National Office. Field inspection procedures in this area began with discussions with members of the Firm's leadership to address specific areas of inspection emphasis and the appropriate use of auditor judgment, and to outline planned communications with the Firm. The reviews of certain audits included discussions with engagement teams and the review of documentation regarding the following aspects of the Firm's audit of internal control over financial reporting: (1) risk assessment; (2) risk of fraud; (3) entity-level controls; (4) the nature, timing, and extent of tests of controls; and (5) evaluating and reporting deficiencies. The inspection team discussed its observations about the effectiveness of the implementation of AS No. 5 with the engagement teams, with emphasis on areas where implementation could be improved in subsequent audits. Periodically the observations were summarized and discussed with the Firm's National Office.

3. Review of Certain Firm-Wide Quality Control Processes

The inspection team reviewed certain Firm-wide quality control processes 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 those 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 these topics. In addition, the inspection team reviewed a sample of partners' personnel files, including files of partners who resigned or took early retirement, partners who had significant negative inspection results from recent internal, PCAOB, and peer-review inspections, and partners who received bonus compensation. Also, the inspection team interviewed audit partners regarding their time and responsibilities and interviewed practice office leadership regarding the performance of 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; reviewed information concerning the Firm's existing business ventures, alliances, and arrangements, as well as the Firm's process for establishing such enterprises; and interviewed National Office personnel regarding the Firm's independence policies, practices, and procedures.

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 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. 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.

g. 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. The inspection team also



interviewed certain audit partners to obtain their perspectives on communications from the Firm's leadership. In addition, the inspection team reviewed the Firm's documents relating to measuring and monitoring audit quality, internal and external communications from management, and descriptions of the Firm's strategic and national business plan.

## **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>24/</sup>

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<sup>24/</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.



# Grant Thornton

June 30, 2009

Mr. George Diacont  
Director Division of Registration and Inspections  
Public Company Accounting Oversight Board  
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Re: Grant Thornton LLP Response to Draft Report on 2008 Inspection

Dear Mr. Diacont:

We are pleased to provide our response to the Public Company Accounting Oversight Board's (PCAOB) draft report on the 2008 inspection of Grant Thornton LLP (the report) dated June 5, 2009. We respect and support the PCAOB inspection process which helps us identify areas where we can improve our audit performance. We are committed to the highest standards of audit quality.

We continually monitor our audit practice and make changes when improvements are needed. The issues raised in the report reflect the fact that accounting and auditing standards are highly complex and require significant professional judgment. This is particularly true as it relates to the extent of testing, assessing the proper application of accounting principles and determining what constitutes sufficient documentation. We have had communication with the PCAOB on certain comments included in this draft report and we disagree with certain views of the PCAOB. We base our views on significant discussion and consultation between the engagement teams and specialists within Grant Thornton. We believe these judgments were appropriately supported and well reasoned. While we believe that the PCAOB should continue to challenge judgments and documentation during the inspection process, we do not believe that, in the end, reasonable judgments should be criticized and second guessed. Such a process will ultimately lead to inefficient audits due to the fear of unnecessary criticism.

While we may not always agree with the characterization in the report of our work or documentation, we have carefully considered each of the findings. None of the findings resulted in a change in our original overall audit conclusions or affected our report on issuers' financial statements.

We have completed all actions necessary to fulfill our responsibilities under 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*.

We appreciate the opportunity to respond to the report and look forward to future constructive dialogue.

Respectfully submitted,

**GRANT THORNTON LLP**