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Inspection of
BDO Hernández Marrón y Cía., S.C.
(Headquartered in Mexico City, United Mexican States)

Issued by the

Public Company Accounting Oversight Board

March 31, 2011

THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT

PORTIONS OF THE COMPLETE REPORT ARE OMITTED FROM THIS DOCUMENT IN ORDER TO COMPLY WITH SECTIONS 104(g)(2) AND 105(b)(5)(A) OF THE SARBANES-OXLEY ACT OF 2002

PCAOB RELEASE NO. 104-2011-094A
(Includes portions of Part II of the full report that
were not included in PCAOB Release No. 104-2011-094)

PCAOB
Public Company Accounting Oversight Board

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 financial statement misstatements, including failures to comply with Securities and Exchange Commission ("SEC" or "Commission") disclosure requirements, in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the apparent misstatements or disclosure departures. The Board, however, has no authority to prescribe the form or content of an issuer's financial statements. That authority, and the authority to make binding determinations concerning whether an issuer's financial statements are misstated or fail to comply with Commission disclosure requirements, rests with the Commission. Any description, in this report, of financial statement misstatements or failures to comply with Commission disclosure requirements should not be understood as an indication that the Commission has considered or made any determination regarding these issues unless otherwise expressly stated.

PCAOB
Public Company Accounting Oversight Board

INSPECTION OF BDO HERNÁNDEZ MARRÓN Y CÍA., S.C.

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm BDO Hernández Marrón y Cía., S.C. ("the Firm"). The Board is issuing this report of that inspection in accordance with the requirements of the Sarbanes-Oxley Act of 2002 ("the Act").

The Board is making portions of the report publicly available. Specifically, the Board is releasing to the public Part I of the report and portions of Part IV of the report. Part IV of the report consists of the Firm's comments, if any, on a draft of the report.[1/]

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.[2/] A substantial portion of the Board's criticisms of a firm (specifically criticisms of the firm's quality control system), and the Board's dialogue with the firm about those criticisms, occurs out of public view, unless the firm fails to make progress to the Board's satisfaction in addressing those criticisms. In addition, the Board generally does not disclose otherwise nonpublic information, learned through inspections, about the firm or its clients. Accordingly, information in those categories generally does not appear in the publicly available portion of an inspection report.

1/ The Board does not make public any of a firm's comments that address a nonpublic portion of the report unless a firm specifically requests otherwise. In addition, pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report at all. The Board routinely grants confidential treatment, if requested, for any portion of a firm's response that addresses any point in the draft that the Board omits from, or any inaccurate statement in the draft that the Board corrects in, the final report.

2/ See Statement Concerning the Issuance of Inspection Reports, PCAOB Release No. 104-2004-001 (August 26, 2004).

PART I

INSPECTION PROCEDURES AND CERTAIN OBSERVATIONS

Members of the Board's inspection staff ("the inspection team") conducted primary procedures for the inspection from December 7, 2009 to December 18, 2009. These procedures were tailored to the nature of the Firm, certain aspects of which the inspection team understood at the outset of the inspection to be as follows:

Number of offices	13 (Cancun, Celaya, Guadalajara, Juarez City, Mazatlan, Merida, Mexicali, Mexico City, Monterrey, Puebla, Tijuana, Toluca, and Veracruz, United Mexican States)
Ownership structure	Partnership (Sociedad civil)
Number of partners	38
Number of professional staff[3/]	446
Number of issuer audit clients[4/]	1
Number of other issuer audits in which the Firm plays a role[5/]	10

[3/] "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel. The number of partners and professional staff is provided here as an indication of the size of the Firm, and does not necessarily represent the number of the Firm's professionals who participate in audits of issuers or are "associated persons" (as defined in the Act) of the Firm.

[4/] The number of issuer audit clients shown here is based on the Firm's self-reporting and the inspection team's review of certain information for inspection planning purposes. It does not reflect any Board determination concerning which, or how many, of the Firm's audit clients are "issuers" as defined in the Act. In some circumstances, a Board inspection may include a review of a firm's audit of financial statements of an issuer that ceased to be an audit client before the inspection, and any such former clients are not included in the number shown here.

[5/] The number of other issuer audits encompasses audit work performed by the Firm in engagements for which the Firm was not the principal auditor, including

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audit work.[6/] To achieve that goal, Board inspections include reviews of certain aspects of selected audit work performed by the firm and reviews of other matters related to the firm's quality control system.

In the course of reviewing aspects of selected audit work, an inspection may identify ways in which particular audit work is deficient, including failures by the firm to identify, or to address appropriately, departures from U.S. Generally Accepted Accounting Principles ("GAAP"), or, as applicable, International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").[7/] It is not the purpose of an inspection, however, to review all of a firm's audit work or to identify every respect in which an audit performed by the firm, or in which the firm played a role, is deficient. Accordingly, a Board inspection report should not be understood to provide any assurance that the firm's audit work, or the relevant issuer financial statements, are free of any deficiencies not specifically described in an inspection report.

A. Review of Audit Engagements

The inspection procedures included a review of aspects of the Firm's auditing of the financial statements of one issuer audit client and the Firm's audit work on one other issuer audit engagement in which it played a role but was not the principal auditor. The scope of this review was determined according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the scope.

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audits, if any, in which the Firm plays a substantial role as defined in PCAOB Rule 1001(p)(ii).

6/ 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.

7/ When it comes to the Board's attention that an issuer's financial statements appear not to present fairly, in a material respect, the financial position, results of operations, or cash flows of the issuer in conformity with GAAP or IFRS, the Board's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

The inspection team identified what it considered to be audit deficiencies.[8/] The deficiencies identified included a deficiency of such significance that it appeared to the inspection team that, in one of the audits performed by the Firm, the Firm did not obtain sufficient competent evidential matter to support its opinion on the issuer's financial statements.[9/] That deficiency was the failure to perform sufficient audit procedures related to contingent liabilities.

The deficiencies identified also included deficiencies of such significance that it appeared to the inspection team that, in one of the audits in which the Firm played a role but was not the principal auditor, the Firm did not obtain sufficient competent evidential matter to fulfill the objectives of its role in the audit. Those deficiencies were–

(1) the failure to perform sufficient audit procedures to test revenue; and

(2) the failure to perform sufficient audit procedures to test inventory.

[8/] PCAOB standards require a firm to take appropriate actions to assess the importance of audit deficiencies identified after the date of the audit report to the firm's present ability to support its previously expressed opinions. See AU 390, *Consideration of Omitted Procedures After the Report Date,* and AU 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report* (both included among the PCAOB's interim auditing standards, pursuant to PCAOB Rule 3200T). Failure to comply with these PCAOB standards could be a basis for Board disciplinary sanctions.

[9/] In some cases, an inspection team's observation that a firm failed to perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if a firm claims to have performed the procedure. PCAOB Auditing Standard No. 3, *Audit Documentation* ("AS No. 3"), provides that, in various circumstances including PCAOB inspections, a firm that has not adequately documented that it performed a procedure, obtained evidence, or reached an appropriate conclusion must demonstrate with persuasive other evidence that it did so, and that oral assertions and explanations alone do not constitute persuasive other evidence. See AS No. 3, paragraph 9; Appendix A to AS No. 3, paragraph A28. For purposes of the inspection, an observation that the Firm did not perform a procedure, obtain evidence, or reach an appropriate conclusion may be based on the absence of such documentation and the absence of persuasive other evidence.

B. Review of Quality Control System

In addition to evaluating the quality of the audit work performed, 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) practices for establishment and communication of audit policies, procedures, and methodologies, including training; and (8) the supervision by the Firm's audit engagement teams of the work performed by foreign affiliates. 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

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

PART II

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B. Issues Related to Quality Controls

The inspection of the Firm included consideration of aspects of the Firm's system of quality control. Assessment of a firm's quality control system rests both on review of a firm's stated quality control policies and procedures and on inferences that can be drawn from respects in which a firm's system has failed to assure quality in the actual performance of engagements.[10/] 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. * * * *

1. Audit Performance

A firm's system of quality control should provide reasonable assurance that the work performed on an audit engagement will meet applicable professional standards and regulatory requirements. On the basis of the information reported by the inspection team, including the audit performance deficiencies described in Part II.A (and summarized in Part I.A) and any other deficiencies identified below, the Board has concerns that the Firm's system of quality control fails to provide such reasonable assurance in at least the following respects * * * * –

a. Testing Appropriate to the Audit

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will conduct all testing appropriate to particular audit work, specifically with respect to the following issues:

[10/] A firm's failure to comply with the requirements of PCAOB standards when performing audit work may be an indication of a potentially significant defect in a firm's quality control system even if that failure did not result in an insufficiently supported audit opinion or failure to obtain sufficient competent evidential matter to fulfill the objectives of its role in an audit.

(i) Contingent Liabilities

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's testing of contingent liabilities. This information provides cause for concern regarding the Firm's quality control policies and procedures related to contingent liabilities. [Issuer A]

(ii) Revenue

As discussed above, in one of the audits in which the Firm played a role but was not the principal auditor, the inspection team identified a significant deficiency related to the Firm's testing of the validity and proper recording of revenues. This information provides cause for concern regarding the Firm's quality control policies and procedures related to testing of revenues. [Issuer B]

(iii) Inventory

As discussed above, in one of the audits in which the Firm played a role but was not the principal auditor, the inspection team identified significant deficiencies related to the Firm's testing of the existence and valuation of inventories. This information provides cause for concern regarding the Firm's quality control policies and procedures related to testing of inventories. [Issuer B]

b. Fraud Procedures

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will perform all of the required procedures in accordance with the provisions of AU 316, *Consideration of Fraud in a Financial Statement Audit.* Specifically, the Firm did not perform audit procedures to test journal entries and other adjustments for evidence of possible material misstatements due to fraud, did not perform procedures to support its conclusion that the presumption of revenue as a fraud risk was overcome, and did not perform follow-up procedures at year end relating to identified fraud allegations. [Issuer B] In addition, the Firm did not perform audit procedures to ensure the completeness of the journal entry population subject to testing. [Issuer A]

c. Correction of Errors

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will properly evaluate corrections of errors. In the engagement inspected in which the Firm played a role, the Firm was engaged by the principal auditor of the issuer to perform a full scope audit on a subsidiary of the issuer. The subsidiary's Statement of Changes in Stockholders' Equity for the year under audit contained a debit to retained earnings described as "Recognition of deferred tax" for an amount that approximated four percent of the subsidiary's total stockholders' equity. According to the Firm, this item related to the correction of a prior year purchase accounting error that had been discussed with management of the subsidiary and had been correctly stated in the consolidated financial statements of the issuer. Statement of Financial Accounting Standards No. 154, *Accounting Changes and Error Corrections*, requires that an error in the financial statements of a prior period discovered subsequent to their issuance shall be reported as a prior-period adjustment by restating the prior-period financial statements. This information provides cause for concern regarding the Firm's quality control policies and procedures related to auditing the correction of errors. [Issuer B]

2. Monitoring and Addressing Identified Weaknesses

The Firm's system of quality control appears to lack a monitoring element sufficient to provide the Firm with reasonable assurance that the Firm's policies and procedures for engagement performance are suitably designed and effectively applied. The Firm's monitoring appears to have been deficient with respect to at least one type of previously identified weaknesses. In connection with a 2007 inspection of the Firm, the inspection team brought to the Firm's attention that the Firm's procedures did not provide sufficient assurance that the Firm's audit procedures to test contingent liabilities were adequate. An appropriate approach to monitoring would have resulted in the Firm avoiding this deficiency in audits performed after they were brought to the Firm's attention, yet a similar deficiency was noted in this inspection.

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PART IV

RESPONSE OF THE FIRM TO DRAFT INSPECTION REPORT

Pursuant to section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the 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.[11/]

[11/] 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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January 10, 2011

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

Re: Response to Part I of the
Draft Report of Inspection of BDO Hernández Marrón y Cía., S.C.

Dear Mr. Diacont:

We welcome this opportunity to provide our response to Part I of the draft Report of the Public Company Accounting Oversight Board ("PCAOB") on the inspection of BDO Hernández Marrón y Cía., S.C. ("the Firm"). We support the PCAOB's goal of improving audit quality and consequently, the reliability of the financial statements.

We recognize and appreciate the value of the inspection process. An inherent part of our audit practice involves continuous improvement and the PCAOB's inspections are one of the means that assist us in identifying areas where we can continue to improve performance.

Recognizing the importance and value of inspection process, we cooperated with the inspection team to our fullest extent. We did this with the understanding that, while there were, at times, what considered to be reasonable differing views between the inspection team and the Firm as to audit approaches, accounting decisions, or materiality, as would be expected based on the judgmental nature of such matters, consideration of different views is a useful means of promoting best practices.

The draft Report does appropriately recognize that the inspection process is designed to identify deficiencies and that, based on the very limited selection of only two audit engagements, findings are not necessarily reflective of our Firm's practice in general. As such, the format of the draft Report produced by this process does not lent itself to a portrayal of the overall high quality of our audit practice. Further, the design of the draft Report provides condensed information regarding the findings, so there is no description of the procedures that were performed in the applicable areas at the times of the audit or other information

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that may provide additional context for understanding the nature or magnitude of the findings.

It should be recognized that the sufficiency of evidential matter required to support an audit opinion is determined through the exercise of the auditor's professional judgment after a careful study of the particular circumstances. It is often difficult to reach a common understanding of what is sufficient because of the variety of judgments involved in that analysis by professionals having different levels of knowledge of the issuers business.

Regarding the deficiencies in Part I of the draft Report, and in accordance with AU 390, *Consideration of Omitted Procedures After the Report Date,* and AU 561, *Subsequent Discovery of Facts Existing at the Auditor's Report,* we either enhanced our documentation in the work papers or performed some additional procedures. However, no new facts came to our attention that caused us to believe that our previously issued reports should be withdrawn.

We reiterate the seriousness with which we view the inspection comments and that we are committed to improving our performance. We continue to develop additional guidance in these areas and have considered including the issues noted in the inspection comments in our training programs. We also have considered new means of ensuring that all of our audits incorporate robust and thoughtful documentation of audit evidence. We are in the process of implementing the remediation related to the findings reported by the inspection team.

We appreciate this opportunity to provide our response to the Board and we look forward to further constructive dialogue on the most effective means of enhancing audit quality.

Respectfully submitted,

BDO Hernández Marrón y Cía., S.C.

Luis Alberto Cámara Puerto, CPA
Partner
National Director of Quality Control