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Public Company Accounting Oversight Board

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Report on

2018 Inspection of BMKR LLP

(Headquartered in Hauppauge, New York)

Issued by the

Public Company Accounting Oversight Board

September 25, 2019

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. 104-2019-124A
(Includes portions of Parts II and IV of the full report that were not included in PCAOB Release No. 104-2019-124)

2018 INSPECTION OF BMKR LLP

Preface

In 2018, the Public Company Accounting Oversight Board ("PCAOB" or "the Board") conducted an inspection of the registered public accounting firm BMKR LLP ("the Firm") pursuant to the Sarbanes-Oxley Act of 2002 ("the Act").

Inspections are designed and performed to provide a basis for assessing the degree of compliance by a firm with applicable requirements related to auditing issuers. For a description of the procedures the Board's inspectors may perform to fulfill this responsibility, see Part I.C of this report (which also contains additional information concerning PCAOB inspections generally). The inspection included a review of portions of an issuer audit. This review was intended to identify whether deficiencies existed in the reviewed audit work, and whether such deficiencies indicated defects or potential defects in the Firm's system of quality control over audits. In addition, the inspection included a review of policies and procedures related to certain quality control processes of the Firm that could be expected to affect audit quality.

The Board is issuing this report in accordance with the requirements of the Act. 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. If the nonpublic portions of the report discuss criticisms of or potential defects in the Firm's system of quality control, those discussions also could eventually be made public, but only to the extent the Firm fails to address the criticisms to the Board's satisfaction within 12 months of the issuance of the report. Appendix A presents the text of the paragraphs of the auditing standards that are referenced in Part I.A in relation to the description of auditing deficiencies there.

PROFILE OF THE FIRM[1]

Offices	1 (Hauppauge, New York)
Ownership structure	Limited liability partnership
Partners / professional staff[2]	3 / 14
Issuer audit clients	4
Lead partners on issuer audit work[3]	2

[1] The information presented here is as understood by the inspection team, generally as of the outset of the inspection, based on the Firm's self-reporting and the inspection team's review of certain information. Additional information, including additional detail on audit reports issued by the Firm, is available in the Firm's filings with the Board, available at http://pcaobus.org/Registration/rasr/Pages/RASR_Search.aspx.

[2] 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. The number of partners cited above represents the number of individuals with an ownership interest in the Firm.

[3] The number of lead partners on issuer audit work represents the total number of Firm personnel (not necessarily limited to personnel with an ownership interest) who had primary responsibility for an issuer audit (as defined in AS 1201, *Supervision of the Audit Engagement*) during the twelve-month period preceding the outset of the inspection.

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 3, 2018 to December 7, 2018.[4]

A. Review of Audit Engagement

The inspection procedures included a review of portions of one issuer audit performed by the Firm. The inspection team identified matters that it considered to be deficiencies in the performance of the work it reviewed.

The descriptions of the deficiencies in Part I.A of this report include, at the end of the description of each deficiency, references to specific paragraphs of the auditing standards that relate to those deficiencies. The text of those paragraphs is set forth in Appendix A to this report. The references in this sub-Part include only the standards that most directly relate to the deficiencies and do not include all standards that apply to the deficiencies. Further, certain broadly applicable aspects of the auditing standards that may be relevant to a deficiency, such as provisions requiring due professional care, including the exercise of professional skepticism; the accumulation of sufficient appropriate audit evidence; and the performance of procedures that address risks, are not included in any references to the auditing standards in this sub-Part, unless the lack of compliance with these standards is the primary reason for the deficiency. These broadly applicable provisions are described in Part I.B of this report.

Certain 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 appropriate audit evidence to support its opinion that the financial statements were presented fairly, in all material respects, in conformity with the applicable financial reporting framework. In other words, in this audit, the auditor issued an opinion without satisfying its fundamental obligation to obtain reasonable assurance about whether the financial statements were free of material misstatement.

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[4] For this purpose, "primary procedures" include field work, other review of audit work papers, and the evaluation of the Firm's quality control policies and procedures through review of documentation and interviews of Firm personnel. Primary procedures do not include (1) inspection planning, which is performed prior to primary procedures, and (2) inspection follow-up procedures, wrap-up, analysis of results, and the preparation of the inspection report, which extend beyond the primary procedures.

The fact that one or more deficiencies in an audit reach this level of significance does not necessarily indicate that the financial statements are materially misstated. It is often not possible for the inspection team, based only on the information available from the auditor, to reach a conclusion on those points. As indicated below, however, in one instance, the inspection team identified a failure by the Firm to identify and address appropriately departures from Generally Accepted Accounting Principles ("GAAP") that appeared to the inspection team to be material.

Whether or not associated with a disclosed financial reporting misstatement, an auditor's failure to obtain the reasonable assurance that the auditor is required to obtain is a serious matter. It is a failure to accomplish the essential purpose of the audit, and it means that, based on the audit work performed, the audit opinion should not have been issued.[5]

The audit deficiencies that reached this level of significance are described below–

A.1. Issuer A

(1) the Firm's failure to identify, or to address appropriately, departures from Generally Accepted Accounting Principles ("GAAP") that appeared to the inspection team to be material, which related to the omission from the financial statements of required disclosures related to revenue, including concentrations in the volume of business transacted with certain customers (AS 2810.30 and .31);

(2) the failure to perform sufficient procedures to test the occurrence and valuation of revenue, including the failure to evaluate the reliability of

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[5] Inclusion in an inspection report does not mean that the deficiency remained unaddressed after the inspection team brought it to the Firm's attention. Depending upon the circumstances, compliance with PCAOB 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 its previously expressed audit opinions. The Board expects that firms will comply with these standards, and an inspection may include a review of the adequacy of a firm's compliance with these requirements, either with respect to previously identified deficiencies or deficiencies identified during that inspection. Failure by a firm to take appropriate actions, or a firm's misrepresentations in responding to an inspection report, about whether it has taken such actions, could be a basis for Board disciplinary sanctions.

evidence obtained from related parties (AS 1105.04-.06 and .08; AS 2301.13; AS 2410.11);

(3) the failure to perform sufficient procedures to test the existence and valuation of inventory, including the failure to evaluate the reliability of evidence obtained from related parties and the failure to perform procedures to test whether inventory was carried at the lower of cost or net realizable value (AS 1105.04-.06 and .08; AS 2301.08; AS 2410.11; AS 2510.12; AS 2810.03); and

(4) the failure to perform sufficient procedures to test the valuation, presentation and disclosure, and accounting for transactions involving the issuance of shares of common stock, including the failure to perform sufficient procedures to test the valuation of the shares issued (AS 2502.03 and .15; AS 2810.30 and .31).

B. Auditing Standards

Each deficiency described above could relate to several applicable provisions of the standards that govern the conduct of audits. The paragraphs of the standards that are cited for each deficiency are those that most directly relate to the deficiency. The deficiencies also relate, however, to other paragraphs of those standards and to other auditing standards, including those concerning due professional care, responses to risk assessments, and audit evidence.

Many audit deficiencies involve a lack of due professional care. Paragraphs .02, .05, and .06 of AS 1015, *Due Professional Care in the Performance of Work*, require the independent auditor to plan and perform his or her work with due professional care and set forth aspects of that requirement. AS 1015.07-.09 and paragraph .07 of AS 2301, *The Auditor's Responses to the Risks of Material Misstatement*, specify that due professional care requires the exercise of professional skepticism. These standards state that professional skepticism is an attitude that includes a questioning mind and a critical assessment of the appropriateness and sufficiency of audit evidence.

AS 2301.03, .05, and .08 require the auditor to design and implement audit responses that address the risks of material misstatement. Paragraph .04 of AS 1105, *Audit Evidence*, requires the auditor to plan and perform audit procedures to obtain sufficient appropriate audit evidence to provide a reasonable basis for the audit opinion. Sufficiency is the measure of the quantity of audit evidence, and the quantity needed is affected by the risk of material misstatement (in the audit of financial statements) and the quality of the audit evidence obtained. The appropriateness of evidence is measured by its quality; to be appropriate, evidence must be both relevant and reliable in providing support for the related conclusions.

The paragraphs of the standards that are described immediately above are not cited in Part I.A, unless those paragraphs are the most directly related to the relevant deficiency.

B.1. List of Specific Auditing Standards Referenced in Part I.A

The table below lists the specific auditing standards that are referenced in Part I.A of this report, cross-referenced to the issuer audit for which each standard is cited.

PCAOB Auditing Standards	Issuer
AS 1105, *Audit Evidence*	A
AS 2301, *The Auditor's Responses to the Risks of Material Misstatement*	A
AS 2410, *Related Parties*	A
AS 2502, *Auditing Fair Value Measurements and Disclosures*	A
AS 2510, *Auditing Inventories*	A
AS 2810, *Evaluating Audit Results*	A

C. Information Concerning PCAOB Inspections that is Generally Applicable to Triennially Inspected Firms

A Board inspection includes a review of certain portions of selected audit work performed by the inspected firm and a review of certain aspects of the firm's quality control system. The inspections are designed to identify deficiencies in audit work and defects or potential defects in the firm's system of quality control related to the firm's audits. The focus on deficiencies, defects, and potential defects 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. Further, the inclusion in an inspection report of certain deficiencies, defects, and potential defects should not be construed as an indication that the Board has made any determination about other aspects of the inspected firm's systems, policies, procedures, practices, or conduct not included within the report.

C.1. Reviews of Audit Work

Inspections include reviews of portions of selected audits of financial statements and, where applicable, audits of internal control over financial reporting ("ICFR"). For these audits, the inspection team selects certain portions of the audits for inspection, and it reviews the engagement team's work papers and interviews engagement personnel regarding those portions. If the inspection team identifies a potential issue that it is unable to resolve through discussion with the firm and any review of additional work papers or other documentation, the inspection team ordinarily provides the firm with a written comment form on the matter and the firm is allowed the opportunity to provide a written response to the comment form. If the response does not resolve the inspection team's concerns, the matter is considered a deficiency and is evaluated for inclusion in the inspection report.

The inspection team selects the audits, and the specific portions of those audits, that it will review, and the inspected firm is not allowed an opportunity to limit or influence the selections. Audit deficiencies that the inspection team may identify include a firm's failure to identify, or to address appropriately, financial statement misstatements, including failures to comply with disclosure requirements,[6] as well as a firm's failure to perform, or to perform sufficiently, certain necessary audit procedures. An inspection may not involve the review of all of the firm's audits, nor is it designed to identify every deficiency in the reviewed audits. Accordingly, a Board inspection report should not be understood to provide any assurance that a firm's audit work, or the relevant issuers' financial statements or reporting on ICFR, are free of any deficiencies not specifically described in an inspection report.

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[6] 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 the applicable financial reporting framework, the Board's practice is to report that information to the Securities and Exchange Commission ("SEC" or "the Commission"), which has jurisdiction to determine proper accounting in issuers' financial statements. Any description in this report of financial statement misstatements or failures to comply with SEC disclosure requirements should not be understood as an indication that the SEC has considered or made any determination regarding these issues unless otherwise expressly stated.

In some cases, the conclusion that a firm did not perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if the firm claimed to have performed the procedure. AS 1215, *Audit Documentation*, 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. In reaching its conclusions, an inspection team considers whether audit documentation or other evidence that a firm might provide to the inspection team supports the firm's contention that it performed a procedure, obtained evidence, or reached an appropriate conclusion. In the case of every matter cited in the public portion of a final inspection report, the inspection team has carefully considered any contention by the firm that it did so but just did not document its work, and the inspection team has concluded that the available evidence does not support the contention that the firm sufficiently performed the necessary work.

Identified deficiencies in the audit work that exceed a significance threshold (which is described in Part I.A of the inspection report) are summarized in the public portion of the inspection report.[7]

The Board cautions against extrapolating from the results presented in the public portion of a report to broader conclusions about the frequency of deficiencies throughout the firm's practice. Individual audits and areas of inspection focus are most often selected on a risk-weighted basis and not randomly. Areas of focus vary among selected audits, but often involve audit work on the most difficult or inherently uncertain areas of financial statements. Thus, the audit work is generally selected for inspection based on factors that, in the inspection team's view, heighten the possibility that auditing deficiencies are present, rather than through a process intended to identify a representative sample.

C.2. Review of a Firm's Quality Control System

QC 20, *System of Quality Control for a CPA Firm's Accounting and Auditing Practice*, provides that an auditing firm has a responsibility to ensure that its personnel

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[7] 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. In addition, any references in this report to violations or potential violations of law, rules, or professional standards are not a result of an adversarial adjudicative process and do not constitute conclusive findings for purposes of imposing legal liability.

comply with the applicable professional standards. This standard specifies that a firm's system of quality control should encompass the following elements: (1) independence, integrity, and objectivity; (2) personnel management; (3) acceptance and continuance of issuer audit engagements; (4) engagement performance; and (5) monitoring.

The inspection team's assessment of a firm's quality control system is derived both from the results of its procedures specifically focused on the firm's quality control policies and procedures, and also from inferences that can be drawn from deficiencies in the performance of individual audits. Audit deficiencies, whether alone or when aggregated, may indicate areas where a firm's system has failed to provide reasonable assurance of quality in the performance of audits. Even deficiencies that do not result in an insufficiently supported audit opinion may indicate a defect or potential defect in a firm's quality control system.[8] If identified deficiencies, when accumulated and evaluated, indicate defects or potential defects in the firm's system of quality control, the nonpublic portion of this report would include a discussion of those issues. When evaluating whether identified deficiencies in individual audits indicate a defect or potential defect in a firm's system of quality control, the inspection team considers the nature, significance, and frequency of deficiencies;[9] related firm methodology, guidance, and practices; and possible root causes.

Inspections also include a review of certain of the firm's practices, policies, and processes related to audit quality, which constitute a part of the firm's quality control system. This review addresses practices, policies, and procedures concerning audit performance, training, compliance with independence standards, client acceptance and retention, and the establishment of policies and procedures.

END OF PART I

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[8] Not every audit deficiency suggests a defect or potential defect in a firm's quality control system, and this report may not discuss every audit deficiency the inspection team identified.

[9] An evaluation of the frequency of a type of deficiency may include consideration of how often the inspection team reviewed audit work that presented the opportunity for similar deficiencies to occur. In some cases, even a type of deficiency that is observed infrequently in a particular inspection may, because of some combination of its nature, its significance, and the frequency with which it has been observed in previous inspections of the firm, be cause for concern about a quality control defect or potential defect.

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

A firm's system of quality control should provide reasonable assurance of compliance with applicable professional standards and regulatory requirements with respect to its audit practice. (QC 20.04 and .17) 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[10] –

B.1. Firm Management's Approach to Quality Control

The Firm has a responsibility to ensure that its personnel comply with PCAOB standards in the Firm's issuer audit practice.

In a significant portion of the Firm's audit work reviewed in this inspection, the inspection team identified what it considered to be deficiencies in the performance of the work. The high incidence of such inspection observations is consistent with the incidence of such observations in previous inspections of the Firm. These results indicate that the Firm's management lacks the necessary commitment to an approach to quality control that includes sufficient attention to–

- undertaking only those engagements that are reasonably within the professional competence of the Firm's personnel;
- assigning work on those engagements to persons who have the technical training and proficiency required in the circumstances;
- causing personnel to refer to authoritative literature or other sources and to consult, on a timely basis, with individuals within or outside the firm,

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[10] This report's description of quality control issues is based on the inspection team's observations during the primary inspection procedures. Any changes or improvements that the Firm may have made in its system of quality control since that time may not be reflected in this report, but * * * * [have been] taken into account by the Board during its assessment of whether the Firm has satisfactorily addressed the quality control criticisms or defects within the twelve months after the issuance of this report.

when appropriate (for example, when dealing with complex, unusual, or unfamiliar issues);

- providing proper supervision, including review, of the work of engagement team members, and appropriate performance of engagement quality reviews; and

- implementing policies and procedures such that firm personnel perform all professional responsibilities with integrity and maintain objectivity in discharging professional responsibilities, and perform audit work with due professional care, including with professional skepticism.

An appropriate approach to those fundamental quality control points should result in far fewer and less significant deficiencies than the inspection teams have regularly observed in reviewing the Firm's work. The Firm should enhance its understanding of each of those points, assess its commitment to them, and implement changes in its policies and procedures necessary to provide reasonable assurance that its practices conform to those points.

B.2. Testing Appropriate to the Audit

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will perform all audit procedures necessary for the particular audit, specifically with respect to the following issues–

B.2.a. <u>Technical Training and Proficiency</u>

As discussed above, in the audit reviewed, the inspection team identified deficiencies that are included in Part I.A of this report related to the failure to perform sufficient testing of inventory and revenue. Based on review of the work papers and discussions with the engagement personnel, it appeared to the inspection team that the deficiencies were attributable, at least in part, to the engagement personnel lacking an appropriate understanding of PCAOB standards and the auditing procedures necessary to support its opinion under the circumstances. Because of this lack of understanding, the Firm did not appropriately consider the implications of the significant control deficiencies it identified and the fact that the related party possessed and sold the inventory on its ability to perform the procedures necessary to support its opinion, including whether a scope limitation existed that would require a qualified opinion or disclaimer of opinion under AS 3101.[11] [Issuer A]

B.2.b. Due Professional Care

As discussed above, in the audit reviewed, the inspection team identified deficiencies that are included in Part I.A of this report related to omitted disclosures and the testing of equity transactions. With respect to each deficiency, based on review of the work papers and discussions with the engagement personnel, it appeared to the inspection team that the deficiency was attributable, at least in part, to the engagement personnel having approached that aspect of the audit without due professional care. This information provides cause for concern about whether the Firm's engagement personnel will perform all aspects of their work on issuer audits with due professional care. [Issuer A]

B.3. Communications with Audit Committees Related to the Conduct of the Audit

The Firm's system of quality control appears not to provide sufficient assurance that all of the required auditor communications to the audit committee, or equivalent, occur and are appropriately documented in accordance with AS 1301, *Communications with Audit Committees*, AS 1305, *Communications About Control Deficiencies in an Audit of Financial Statements, and* AS 2410, *Related Parties.*

Specifically, in the audit reviewed, the Firm failed to communicate to the audit committee or equivalent: (1) an overview of the overall audit strategy, including the timing of the audit and a discussion of significant risks identified during the Firm's risk assessment procedures; (2) material written communications between the Firm and the issuer's management; and (3) matters relating to the Firm's evaluation of the issuer's ability to continue as a going concern.

In addition, although the following required communications were made to the audit committee equivalent, the communications occurred after issuance of the auditor's report: (1) significant and critical accounting policies and practices and critical

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[11] The applicable standard at the time of the audit was AS 3101, *Reports on Audited Financial Statements*, which has since been superseded by AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*. The applicable portions of what was formerly AS 3101 were redesignated as AS 3105, *Departures from Unqualified Opinions and Other Reporting Circumstances*.

accounting estimates, (2) significant unusual transactions, (3) the Firm's evaluation of the quality of the issuer's financial reporting, (4) related party relationships and transactions, (5) uncorrected and corrected misstatements, (6) that there were no disagreements with management, (7) that there were no significant difficulties encountered in performing the audit, (8) other information in documents containing audited financial statements, and (9) significant deficiencies identified and that there were no material weaknesses identified during the audit.

It appeared to the inspection team that the identified deficiencies were attributable, at least in part, to the engagement personnel having approached this aspect of the audit without due professional care. This information provides cause for concern regarding the Firm's application of due professional care with respect to having and documenting the required communications with audit committees in accordance with the standards [Issuer A]

B.4. Engagement Quality Review

In light of certain audit performance deficiencies described in Part II.A (and summarized in Part I.A), questions exist about the effectiveness of the Firm's system of quality control with respect to the execution of engagement quality reviews in compliance with AS 1220, *Engagement Quality Review*. An engagement quality review performed with due professional care in compliance with AS 1220 should have detected, and resulted in the Firm addressing, each of the deficiencies described in Part II.A related to (1) the omission from the financial statements of required disclosures related to the issuer's revenue accounting policy, which was apparent from the review of the financial statements; (2) the occurrence and valuation of revenue, including the subsequent sales testing performed, which was in an area in which the engagement team had identified a significant risk; and (3) the existence of inventory, which was apparent from the review of significant judgments related to engagement planning. [Issuer A]

B.5. Reporting of Audit Participants

The Firm's system of quality control appears not to provide reasonable assurance that the Firm will comply with PCAOB Rule 3211, *Auditor Reporting of Certain Audit Participants*. Rule 3211(a) requires that with respect to each audit report that a registered public accounting firm issues for an issuer and that is included in a document filed with the Commission, the firm that issued the audit report must file a PCAOB Form AP to report certain information by the relevant deadline prescribed in Rule 3211(b), unless an exception applies. With respect to five issuer audit reports issued by the Firm for four issuers, the Firm was required to file Form AP, but failed to file the required Form AP by the relevant deadline. [Issuers A, B, C, and D]

B.6. PCAOB Standards and Rules

The table below lists the specific PCAOB standards and rules that are primarily related to the descriptions of defects in, or criticisms of, the Firm's system of quality control included in this Part of the report.[12]

PCAOB Standards / Rules	Part II Sections
AS 1010, *Training and Proficiency of the Independent Auditor*	B.2.a
AS 1015, *Due Professional Care in the Performance of Work*	B.2.b, B.3, and B.4
AS 1220, *Engagement Quality Review*	B.4
AS 1301, *Communications with Audit Committees*	B.3
AS 1305, *Communications About Control Deficiencies in an Audit of Financial Statements*	B.3
AS 2410, *Related Parties*	B.3
AS 3101, *Reports on Audited Financial Statements*[13]	B.2.a

[12] This table does not necessarily include reference to every standard or rule that may have been related to the criticisms or potential defects that are included in Part II.

[13] The applicable standard at the time of the audit was AS 3101, *Reports on Audited Financial Statements*, which has since been superseded by AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*. The applicable portions of what was formerly AS 3101 were redesignated as AS 3105, *Departures from Unqualified Opinions and Other Reporting Circumstances*.

PCAOB Standards / Rules	Part II Sections
QC 20, *System of Quality Control for a CPA Firm's Accounting and Auditing Practice*	B
Rule 3211, *Auditor Reporting of Certain Audit Participants*	B.5

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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 and that response has received careful consideration. 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.[14]

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[14] 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 some cases, the result may be that none of a firm's response is made publicly available. 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.

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Public Company Accounting Oversight Board

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RE; BMKR LLP (306)

Gentlemen:

Thank you for the opportunity to address certain issues on your draft inspection report dated July 10, 2019.

* * * * REDACTED. Comments on Non-public Aspects of Report

B. issues relating to quality control

Your comments referred to a failure to timely communicate the the audit committee or equivalent . This is incorrect we did indeed communicate verbally all the required information at the time of the report issuance and this was documented on the workpapers. This was pointed out to the inspectors but they did not take into consideration that fact that written communication is not required only communication. Which was done . The written communication was done as a follow up and not the intial notification.

The firm ahs undergone triannual peer review inspections since inception of theis program both voluntary and required and has received a passing report each time. All of our audit staff receives continuing education on these matters and sec engagement personell receive special seminar training . this is documented in our records as well

The balance of your comments regarding deficiencies all stem from the above issues. BMKR feels that adequate procures were performed allowing proper auditor judgments to allow us to substantiate our opinion

We thank you for the opportunity to clarify these items and we await your response

Thomas Kober CPA

APPENDIX A

AUDITING STANDARDS REFERENCED IN PART I

This appendix provides the text of the auditing standard paragraphs that are referenced in Part I.A of this report. Footnotes that are included in this appendix, and any other Notes, are from the original auditing standards that are referenced. While this appendix contains the specific portions of the relevant standards cited with respect to the deficiencies in Part I.A of this report, other portions of the standards (including those described in Part I.B of this report) may provide additional context, descriptions, related requirements, or explanations; the complete standards are available on the PCAOB's website at http://pcaobus.org/STANDARDS/Pages/default.aspx.[15]

AS 1105, *Audit Evidence*		
SUFFICIENT APPROPRIATE AUDIT EVIDENCE		
AS 1105.04	The auditor must plan and perform audit procedures to obtain sufficient appropriate audit evidence to provide a reasonable basis for his or her opinion.	Issuer A
AS 1105.05	Sufficiency is the measure of the quantity of audit evidence. The quantity of audit evidence needed is affected by the following: • *Risk of material misstatement (in the audit of financial statements) or the risk associated with the control (in the audit of internal control over financial reporting).* As the risk increases, the amount of evidence that the auditor should obtain also increases. For example, ordinarily more evidence is needed to respond to significant risks.[2] • *Quality of the audit evidence obtained.* As the quality of the evidence increases, the need for additional corroborating evidence decreases. Obtaining more of the same type of audit evidence, however, cannot compensate for the poor quality of that evidence.	Issuer A

[15] The text presented in this appendix represents the standards as in effect during the applicable audit period.

AS 1105, *Audit Evidence*		
Footnotes to AS 1105.05 [2] Paragraph .A5 of AS 2110, *Identifying and Assessing Risks of Material Misstatement*.		
AS 1105.06	Appropriateness is the measure of the quality of audit evidence, *i.e.*, its relevance and reliability. To be appropriate, audit evidence must be both relevant and reliable in providing support for the conclusions on which the auditor's opinion is based.	Issuer A
Relevance and Reliability		
AS 1105.08	*Reliability.* The reliability of evidence depends on the nature and source of the evidence and the circumstances under which it is obtained. For example, in general: • Evidence obtained from a knowledgeable source that is independent of the company is more reliable than evidence obtained only from internal company sources. • The reliability of information generated internally by the company is increased when the company's controls over that information are effective. • Evidence obtained directly by the auditor is more reliable than evidence obtained indirectly. • Evidence provided by original documents is more reliable than evidence provided by photocopies or facsimiles, or documents that have been filmed, digitized, or otherwise converted into electronic form, the reliability of which depends on the controls over the conversion and maintenance of those documents.	Issuer A

AS 2301, *The Auditor's Responses to the Risks of Material Misstatement*		
RESPONSES INVOLVING THE NATURE, TIMING, AND EXTENT OF AUDIT PROCEDURES		
AS 2301.08	The auditor should design and perform audit procedures in a manner that addresses the assessed risks of material misstatement for each relevant assertion of each significant account and disclosure.	Issuer A
Responses to Fraud Risks		
AS 2301.13	*Addressing Fraud Risks in the Audit of Financial Statements*. In the audit of financial statements, the auditor should perform substantive procedures, including tests of details, that are specifically responsive to the assessed fraud risks. If the auditor selects certain controls intended to address the assessed fraud risks for testing in accordance with paragraphs .16-.17 of this standard, the auditor should perform tests of those controls.	Issuer A

AS 2410, *Related Parties*		
RESPONDING TO THE RISKS OF MATERIAL MISSTATEMENT		
AS 2410.11	The auditor must design and implement audit responses that address the identified and assessed risks of material misstatement.[11] This includes designing and performing audit procedures in a manner that addresses the risks of material misstatement associated with related parties and relationships and transactions with related parties.[12] Note: The auditor also should look to the requirements in paragraphs .66-.67A of AS 2401, *Consideration of Fraud in a Financial Statement Audit*, for related party transactions that are also significant unusual transactions (for example, significant related party transactions outside the normal course of business). For such related party transactions, AS 2401.67 requires that the auditor evaluate whether the business purpose (or the lack thereof) of the transactions indicates that the transactions may have been entered into to engage in fraudulent financial reporting or conceal misappropriation of assets.	Issuer A

AS 2410, *Related Parties*

Footnotes to AS 2410.11

[11] *See* paragraph .03 of AS 2301, *The Auditor's Responses to the Risks of Material Misstatement*.

[12] *See* generally, AS 2301 and paragraph .17 of AS 1105, *Audit Evidence*, which provides that inquiry of company personnel, by itself, does not provide sufficient audit evidence to reduce audit risk to an appropriately low level for a relevant assertion or to support a conclusion about the effectiveness of a control.

AS 2502, *Auditing Fair Value Measurements and Disclosures*

INTRODUCTION		
AS 2502.03	The auditor should obtain sufficient appropriate audit evidence to provide reasonable assurance that fair value measurements and disclosures are in conformity with GAAP. GAAP requires that certain items be measured at fair value. Financial Accounting Standards Board (FASB) Statement of Financial Accounting Concepts No. 7, *Using Cash Flow Information and Present Value in Accounting Measurements*, defines the fair value of an asset (liability) as "the amount at which that asset (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale."[1] Although GAAP may not prescribe the method for measuring the fair value of an item, it expresses a preference for the use of observable market prices to make that determination. In the absence of observable market prices, GAAP requires fair value to be based on the best information available in the circumstances.	Issuer A

Footnote to AS 2502.03

[1] Generally accepted accounting principles (GAAP) contain various definitions of fair value. However, all of the definitions reflect the concepts in the definition that appears in Financial Accounting Standards Board (FASB) Statement of Financial Accounting Concepts No. 7, *Using Cash Flow Information and Present Value in Accounting Measurements*. For example, Governmental Accounting Standards Board Statement of Governmental Accounting Standards No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*, defines fair value as "the amount at which an investment could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale."

AS 2502, *Auditing Fair Value Measurements and Disclosures*		
EVALUATING CONFORMITY OF FAIR VALUE MEASUREMENTS AND DISCLOSURES WITH GAAP		
AS 2502.15	The auditor should evaluate whether the fair value measurements and disclosures in the financial statements are in conformity with GAAP. The auditor's understanding of the requirements of GAAP and knowledge of the business and industry, together with the results of other audit procedures, are used to evaluate the accounting for assets or liabilities requiring fair value measurements, and the disclosures about the basis for the fair value measurements and significant uncertainties related thereto.	Issuer A

AS 2510, *Auditing Inventories*		
INVENTORIES		
AS 2510.12	When the independent auditor has not satisfied himself as to inventories in the possession of the client through the procedures described in paragraphs .09 through .11, tests of the accounting records alone will not be sufficient for him to become satisfied as to quantities; it will always be necessary for the auditor to make, or observe, some physical counts of the inventory and apply appropriate tests of intervening transactions. This should be coupled with inspection of the records of any client's counts and procedures relating to the physical inventory on which the balance-sheet inventory is based.	Issuer A

AS 2810, *Evaluating Audit Results*		
EVALUATING THE RESULTS OF THE AUDIT OF FINANCIAL STATEMENTS		
AS 2810.03	In forming an opinion on whether the financial statements are presented fairly, in all material respects, in conformity with the applicable financial reporting framework, the auditor should take into account all relevant audit evidence, regardless of whether it appears to corroborate or to contradict the assertions in the financial statements.	Issuer A

AS 2810, *Evaluating Audit Results*		
Evaluating the Presentation of the Financial Statements, Including the Disclosures		
AS 2810.30	The auditor must evaluate whether the financial statements are presented fairly, in all material respects, in conformity with the applicable financial reporting framework. Note: AS 2815, *The Meaning of "Present Fairly in Conformity With Generally Accepted Accounting Principles,"* establishes requirements for evaluating the presentation of the financial statements. AS 2820, *Evaluating Consistency of Financial Statements,* establishes requirements regarding evaluating the consistency of the accounting principles used in financial statements. Note: The auditor should look to the requirements of the Securities and Exchange Commission for the company under audit with respect to the accounting principles applicable to that company.	Issuer A
AS 2810.31	As part of the evaluation of the presentation of the financial statements, the auditor should evaluate whether the financial statements contain the information essential for a fair presentation of the financial statements in conformity with the applicable financial reporting framework. Evaluation of the information disclosed in the financial statements includes consideration of the form, arrangement, and content of the financial statements (including the accompanying notes), encompassing matters such as the terminology used, the amount of detail given, the classification of items in the statements, and the bases of amounts set forth. Note: According to AS 3101, if the financial statements, including the accompanying notes, fail to disclose information that is required by the applicable financial reporting framework, the auditor should express a qualified or adverse opinion and should provide the information in the report, if practicable, unless its omission from the report is recognized as appropriate by a specific auditing standard.[18]	Issuer A

AS 2810, *Evaluating Audit Results*
Footnote to AS 2810.31 [18] AS 3101.41-.44.