
2019 Inspection Squar Milner LLP

(Headquartered in Irvine, California)

September 21, 2021

Table of Contents

2019 Inspection 2

Overview of the 2019 Inspection and Historical Data by Inspection Year 3

Part I: Inspection Observations 5

Part I.A: Audits with Unsupported Opinions 6

Part I.B: Other Instances of Non-Compliance with PCAOB Standards or Rules 9

Part II: Observations Related To Quality Control 10

Appendix A: Firm's Response to the Draft Inspection ReportA-1

2019 Inspection

During the Public Company Accounting Oversight Board (“PCAOB”)’s 2019 inspection of Squar Milner LLP, we assessed the firm’s compliance with laws, rules, and professional standards applicable to the audits of public companies.

We selected for review three audits of issuers with fiscal years ending in 2018. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm’s system of quality control.

2019 Inspection Approach

In selecting issuer audits for review, we use a risk-based method of selection. We make selections based on (1) our internal evaluation of audits we believe have a heightened risk of material misstatement, including those with challenging audit areas, and (2) other risk-based characteristics, including issuer and firm considerations. In certain situations we may select all of the firm’s issuer audits for review.

When we review an audit, we do not review every aspect of the audit. Rather, we generally focus our attention on audit areas we believe to be of greater complexity, areas of greater significance or with a heightened risk of material misstatement to the issuer’s financial statements, and areas of recurring deficiencies. We may also select some audit areas for review in a manner designed to incorporate unpredictability.

Our selection of audits for review does not constitute a representative sample of the firm’s total population of issuer audits. Additionally, our inspection findings are specific to the particular portions of the issuer audits reviewed. They are not an assessment of all of the firm’s audit work nor of all of the audit procedures performed for the audits reviewed.

View the details on the [scope of our inspections and our inspections procedures](#).

Overview of the 2019 Inspection and Historical Data by Inspection Year

The following information provides an overview of our inspection in 2019 of the firm's issuer audits as well as data from the previous inspection. We use a risk-based method to select audits for review and to identify areas on which we focus our review. Because our inspection process evolves over time, it can, and often does, focus on a different mix of audits and audit areas from inspection to inspection and firm to firm. Further, a firm's business, the applicable auditing standards, or other factors can change from the time of one inspection to the next. As a result of these variations, we caution that our inspection results are not necessarily comparable over time or among firms.

Firm Data and Audits Reviewed

	2019	2017
Firm Data		
Total issuer audit clients for which the firm was the principal auditor at the outset of the inspection procedures	33	33
Total engagement partners on issuer audit work¹	10	11
Audits Reviewed		
Total audits reviewed²	3	3
Audits in which the firm was the principal auditor	3	3
Integrated audits of financial statements and internal control over financial reporting ("ICFR")	1	2
Audits with Part I.A deficiencies	3	1

If a deficiency is included in Part I.A of our report, it does not necessarily mean that the firm has not addressed the deficiency. In many cases, the firm has performed remedial actions after the issue was identified. Depending on the circumstances, remedial actions may include performing additional audit procedures, informing management of the issuer of the need for changes to the financial statements or reporting on ICFR, or taking steps to prevent reliance on prior audit reports. Our inspection may include a review, on a sample basis, of the adequacy of a firm's remedial actions, either with respect to previously

¹ The number of engagement 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) during the twelve-month period preceding the outset of the inspection.

² The population of issuer audits from which audits are selected for review may differ from the issuer audits at the outset of the inspection procedures due to variations such as new issuer audit clients for which the firm has not yet issued an opinion or issuer audit clients lost prior to the outset of the inspection.

identified deficiencies or deficiencies identified during the current inspection. If a firm does not take appropriate actions to address deficiencies, we may criticize its system of quality control or pursue a disciplinary action.

The fact that we have included a deficiency in our report — other than those deficiencies for audits with incorrect opinions on the financial statements and/or ICFR — does not necessarily mean that the issuer's financial statements are materially misstated or that undisclosed material weaknesses in ICFR exist. It is often not possible for us to reach a conclusion on those points based on our inspection procedures and related findings because, for example, we have only the information that the auditor retained and the issuer's public disclosures. We do not have direct access to the issuer's management, underlying books and records, and other information.

Our 2019 inspection procedures involved one audit for which the issuer, unrelated to our review, restated its financial statements to correct misstatements.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2019 inspection and the previous inspection. For the issuer audits selected for review, we selected these areas because they were generally significant to the issuer's financial statements, may have included complex issues for auditors, and/or involved complex judgments in (1) estimating and auditing the reported value of related accounts and disclosures and (2) implementing and auditing the related controls.

2019		2017	
Audit area	Audits reviewed	Audit area	Audits reviewed
Revenue and related accounts	2	Revenue and related accounts	2
Business combinations	2	Investment securities	2
Long-lived assets	1	Debt	1
Certain liabilities	1	Participant and employer contributions	1
A significant estimate	1	Certain assets	1

Part I: Inspection Observations

Part I.A of our report discusses deficiencies, if any, that were of such significance that we believe the firm, at the time it issued its audit report(s), had not obtained sufficient appropriate audit evidence to support its opinion on the issuer's financial statements and/or ICFR. Part I.B discusses deficiencies, if any, that do not relate directly to the sufficiency or appropriateness of evidence the firm obtained to support its opinion(s) but nevertheless relate to instances of non-compliance with PCAOB standards or rules. Consistent with the Sarbanes-Oxley Act ("the Act"), it is the Board's assessment that nothing in Part I of this report deals with a criticism of or potential defect in the firm's quality control system. Any such criticisms or potential defects are discussed in Part II. Further, you should not infer from any Part I deficiency or combination of deficiencies that a quality control finding is identified in Part II. Section 104(g)(2) of the Act restricts us from publicly disclosing Part II deficiencies unless the firm does not address the criticisms or potential defects to the Board's satisfaction no later than 12 months after the issuance of this report.

Classification of Audits with Part I.A Deficiencies

Within Part I.A of this report, we classify each issuer audit in one of the categories discussed below based on the Part I.A deficiency or deficiencies identified in our review.

The sole purpose of this classification system is to group and present issuer audits by the number of Part I.A deficiencies we identified within the audit as well as to highlight audits with an incorrect opinion on the financial statements and/or ICFR.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

This classification includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's financial statements were determined to be materially misstated, and the issuer restated its financial statements. It also includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's ICFR was determined to be ineffective, or there were additional material weaknesses that the firm did not identify, and the firm withdrew its opinion, or modified its report, on ICFR. This classification does not include instances where, unrelated to our review, an issuer restated its financial statements and/or an issuer's ICFR was determined to be ineffective. Any deficiencies identified in connection with our reviews of these audits would be included in the audits with multiple deficiencies or audits with a single deficiency classification below.

Audits with Multiple Deficiencies

This classification includes instances where multiple deficiencies were identified that related to a combination of one or more financial statement accounts, disclosures, and/or important controls in an ICFR audit.

Audits with a Single Deficiency

This classification includes instances where a single deficiency was identified that related to a financial statement account or disclosure or to an important control in an ICFR audit.

Part I.A: Audits with Unsupported Opinions

This section of our report discusses the deficiencies identified, by specific issuer audit reviewed, in the audit work supporting the firm's opinion on the issuer's financial statements and/or ICFR.

We identify each issuer by a letter (e.g., Issuer A). Each deficiency could relate to several auditing standards, but we reference the PCAOB standard(s) that most directly relates to the requirement with which the firm did not comply.

Issuer audits are presented below within their respective deficiency classifications (as discussed previously). Within the classifications, we generally present the audits based on our assessment as to the relative significance of the identified deficiencies taking into account the significance of the financial statement accounts and/or disclosures affected, and/or the nature or extent of the deficiencies.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

None

Audits with Multiple Deficiencies

Issuer A

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to a **Significant Estimate, Liabilities, and Significant Accounts**.

Description of the deficiencies identified

With respect to a **Significant Estimate**:

The firm selected for testing certain controls related to the issuer's reviews of a significant estimate. The firm did not evaluate the review procedures that the control owners performed, including the procedures to identify items for follow up and the procedures to determine whether those items were appropriately resolved. (AS 2301.19 and .21) In addition, the firm did not test the design and operating effectiveness of other controls because the firm selected transactions from reports that were not used in the operation of the controls. (AS 2301.19 and .21)

The firm selected for testing a quarterly control over portions of the estimate. The firm tested this control through the second quarter, but did not perform any procedures to update the results of its testing from that interim date to the issuer's year end. (AS 2301.29)

The firm identified control deficiencies in its testing of certain controls but did not evaluate the severity of the deficiencies and their effect on its control risk assessment. (AS 2301.34)

The firm obtained and evaluated the service auditor's report for the issuer's system used to process and record transactions related to this estimate. The firm identified and tested certain controls intended to address complementary user entity controls included in the service auditor's report. The firm identified deficiencies in these controls and identified and tested other controls that it believed mitigated these

deficiencies. The firm, however, did not identify that the other controls did not address the same risks as the deficient controls. (AS 2601.14)

The firm's approach for substantively testing the estimate was to review and test management's process. The firm did not sufficiently evaluate the reasonableness of the estimate because the firm did not perform procedures to test certain assumptions used by the issuer to determine the estimate. (AS 2501.09, .10, and .11) In addition, the firm did not test, or in the alternative, test any controls over, the accuracy and completeness of certain data used to determine the estimate. (AS 1105.10; AS 2501.11)

The firm performed substantive procedures to test certain factors used by the issuer to determine the estimate. The following deficiencies were identified:

- The sample sizes the firm used in those procedures were too small to provide sufficient appropriate audit evidence because these procedures were designed based on a level of control reliance that was not supported due to the deficiencies in the firm's control testing discussed above. (AS 2301.16, .18, and .37; AS 2315.19, .23, and .23A)
- The firm did not evaluate differences it identified in its substantive testing of certain data used by the issuer to determine the estimate. (AS 2501.09, .10, and .11)

With respect to **Liabilities**:

The firm selected for testing controls related to the issuer's review of a certain liability account. The firm did not evaluate the review procedures that the control owners performed, including the procedures to identify items for follow up and the procedures to determine whether those items were appropriately resolved. (AS 2301.19 and .21)

In addition, the firm identified control deficiencies in its testing of one control but did not evaluate the severity of the deficiencies and their effect on its control risk assessment. (AS 2301.34)

The firm obtained and evaluated the service auditor's report for the issuer's system used to process and record transactions related to this liability. The firm identified and tested certain controls intended to address complementary user entity controls included in the service auditor's report. The firm identified deficiencies in these controls and identified and selected for testing a compensating control to address these deficiencies. The firm did not assess and evaluate the effect of the identified control deficiencies as the compensating control selected for testing is one of the controls described above related to the firm not evaluating review procedures performed by the control owners. (AS 2601.14)

The firm's approach for substantively testing this liability account consisted of sending negative confirmation requests. The firm's procedures did not provide sufficient appropriate audit evidence, because the use of negative confirmations was not supported by the firm's risk assessment. (AS 2310.20) The sample sizes the firm used in certain of its substantive procedures to test this liability account were too small to provide sufficient appropriate audit evidence because these procedures were designed based on a level of control reliance that was not supported due to the deficiencies in the firm's control testing discussed above. (AS 2301.16, .18, and .37; AS 2315.19, .23, and .23A)

With respect to **Significant Accounts**:

The firm did not test the presentation and disclosure of certain significant accounts beyond testing the mathematical accuracy of the issuer's calculations. (AS 2502.43)

Issuer B – Communication Services

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Revenue and Related Accounts, Intangible Assets, and Related Parties**.

Description of the deficiencies identified

With respect to **Revenue and Related Accounts**:

The firm's approach to test revenue included confirming amounts billed with a sample of the issuer's customers. For confirmations received, the firm did not perform procedures to test whether the performance obligations were satisfied to recognize revenue. (AS 2301.08) In addition, the firm did not test the accuracy and completeness of the data and reports used in determining if the performance obligation was satisfied for (1) confirmation responses that were not received and (2) other revenue transactions tested where confirmations were not requested. (AS 1105.10)

The firm identified a fraud risk related to overstatement and completeness of revenue. The firm did not perform sufficient tests of details in response to the fraud risk because it limited its procedures to confirming amounts billed and testing other revenue transactions as discussed above. (AS 2301.13)

Unrelated and prior to our review, the issuer reevaluated its accounting for revenue and concluded that a material misstatement existed that had not been previously identified. The issuer subsequently corrected this misstatement in a restatement of its financial statements.

The firm did not sufficiently test the issuer's allowance for doubtful accounts because it limited its procedures to calculating the (1) allowance for doubtful accounts as a percentage of total accounts receivable, and (2) percentage of accounts receivable in each aging bucket. (AS 2501.07)

With respect to **Intangible Assets**:

The issuer acquired a business during the year and engaged an external specialist to determine the fair value of the intangible assets. The firm did not perform procedures to test the reasonableness of the issuer's forecasts used by the external specialist. (AS 1210.12)

With respect to **Related Parties**:

The firm did not perform sufficient procedures to evaluate whether the issuer properly identified its related parties and relationships and transactions with related parties, because the firm did not take into account information gathered during the audit. (AS 2410.14)

Issuer C – Real Estate

Type of audit and related area affected

In our review, we identified deficiencies in the financial statement audit related to **Leases**.

Description of the deficiencies identified

During the year, the issuer acquired several properties. The firm did not evaluate whether the existing leases on these acquired properties were properly classified. (AS 2301.08)

Audits with a Single Deficiency

None

Part I.B: Other Instances of Non-Compliance with PCAOB Standards or Rules

In the 2019 inspection, we did not identify any deficiencies related to other instances of non-compliance with PCAOB standards or rules.

Part II: Observations Related To Quality Control

Part II of our report discusses criticisms of, and potential defects in, the firm's system of quality control.

Deficiencies are included in Part II if an analysis of the inspection results, including the results of the reviews of individual audits, indicates that the firm's system of quality control does not provide reasonable assurance that firm personnel will comply with applicable professional standards and requirements. Generally, the report's description of quality control criticisms is based on observations from our inspection procedures.

Any changes or improvements to its system of quality control that the firm may have brought to the Board's attention may not be reflected in this report, but are taken into account during the Board's assessment of whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

Criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified, are nonpublic when the reports are issued. If a firm does not address to the Board's satisfaction any criticism of, or potential defect in, the firm's system of quality control within 12 months after the issuance of our report, any such deficiency will be made public.

Appendix A: Firm's Response to the 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, excluding any portion granted confidential treatment, is attached hereto and made part of this final inspection report.

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. 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.



Baker Tilly US, LLP
205 N Michigan Ave, 28th Fl
Chicago, IL 60601-5927
United States of America

T: +1 (312) 729 8000
F: +1 (312) 729 8199

bakertilly.com

August 6, 2021

Mr. George Botic, Director
Division of Registration and Inspections
Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington, D.C. 20006

Re: Response to Part I of the Draft Report on the 2019 Inspection of Squar Milner LLP

Dear Mr. Botic:

Squar Milner LLP was combined with Baker Tilly US, LLP on November 1, 2020 and subsequently, on November 11, 2020 filed a Form 1-WD to withdraw its registration with the Public Company Accounting Oversight Board (the PCAOB).

We are pleased to provide our response to Part I of the draft Report on 2019 Inspection of Squar Milner, LLP (the Draft Report) issued by the PCAOB. We fully support the PCAOB's mission of investor protection through audit quality and we welcome and accept the PCAOB's observations.

We have evaluated the matters set forth in Part I of the Draft Report and understand the professional responsibilities under PCAOB auditing standards AS 2901, *Consideration of Omitted Procedures After the Report Date* and AS 2905, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report*.

Executing audits with consistently high quality is a top priority. We look forward to continuing to collaborate with the PCAOB and its staff to pursue our shared objectives.

Sincerely,

A handwritten signature in cursive script that reads "Baker Tilly US, LLP".

BAKER TILLY US, LLP

Baker Tilly US, LLP trading as Baker Tilly is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities. © 2021 Baker Tilly US, LLP

