2023 Inspection Michael T. Studer CPA P.C.

(Headquartered in Freeport, New York)

December 19, 2024

<u>**THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT**</u>

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

PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

PCAOB RELEASE NO. 104-2025-024

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2023 INSPECTION

In the 2023 inspection of Michael T. Studer CPA P.C., the Public Company Accounting Oversight Board (PCAOB) assessed the firm's compliance with laws, rules, and professional standards applicable to the audits of public companies.

We selected for review two audits of issuers with fiscal years ending in 2022. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm's system of quality control.

2023 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 necessarily 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 or 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 2023 INSPECTION AND HISTORICAL DATA BY INSPECTION YEAR

The following information provides an overview of our 2023 inspection 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 Selected for Review

	2023	2021
Firm data		
Total issuer audit clients in which the firm was the principal auditor	7	8
Total engagement partners on issuer audit work[1]	1	2
Audits reviewed		
Total audits reviewed	2	2
Audits in which the firm was the principal auditor	2	2
Integrated audits of financial statements and internal control over financial reporting (ICFR)	0	0
Audits with Part I.A deficiencies	2	2
Percentage of audits with Part I.A deficiencies	100%	100%

If we include a deficiency 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 deficiency 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.

[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, *Supervision of the Audit Engagement*) during the twelve-month period preceding the outset of the inspection.

Our inspection may include a review, on a sample basis, of the adequacy of a firm's remedial actions, either with respect to previously 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.

If we include a deficiency in our report — other than those deficiencies for audits with incorrect opinions on the financial statements and/or ICFR — it 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.

In connection with our 2023 procedures for one audit, the issuer corrected a misstatement in a subsequent filing by adjusting the prior period financial statements.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2023 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.

2023		2021	
Audit area	**Audits reviewed**	**Audit area**	**Audits reviewed**
Revenue and related accounts	1	**Revenue and related accounts**	1
Cash and cash equivalents	1	**Cash and cash equivalents**	1
Loans and related accounts	1	**Related party transactions**	1
Significant accounts	1	**A significant account**	1
		Debt	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(s) on the issuer's financial statements and/or ICFR.

Part I.B discusses certain deficiencies, if any, that relate to instances of non-compliance with PCAOB standards or rules other than those where the firm had not obtained sufficient appropriate audit evidence to support its opinion(s). This section does not discuss instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

Part I.C discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules, if any, related to maintaining independence.

Consistent with the Sarbanes-Oxley Act ("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. We discuss any such criticisms or potential defects in Part II. Further, you should not infer from any Part I deficiency, or combination of deficiencies, that we identified a quality control finding 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 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 revised 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. We include any deficiencies identified in connection with our reviews of these audits 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.

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 that most directly relates to the requirement with which the firm did not comply.

We present issuer audits 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 **Revenue**, **Journal Entries**, and **Uncorrected Misstatements**.

Description of the deficiencies identified

With respect to **Revenue**, for which the firm identified a significant risk:

The issuer records multiple types of revenue.

For one type of revenue, the firm compared issuer revenue information to customer sales contracts. The firm did not perform procedures to evaluate whether (1) the issuer met its performance obligations before revenue was recognized; and (2) the method used to recognize revenue for one contract was appropriate. (AS 2301.08 and .11)

For another type of revenue, the firm did not perform any procedures to test the revenue, beyond agreeing revenue from three selected locations to an issuer-prepared schedule. (AS 2301.08 and .11)

With respect to **Journal Entries**, for which the firm identified a fraud risk:

The firm did not perform any procedures to identify and select journal entries and other adjustments for testing to address the potential for material misstatement due to fraud. (AS 2401.58)

With respect to **Uncorrected Misstatements**:

The firm identified unresolved differences related to revenue and intangible assets. The firm did not perform procedures to (1) address these identified differences and (2) accumulate these differences to evaluate whether they were material, individually or in combination with other misstatements, even though the firm had not designated an amount below which misstatements are clearly trivial and do not need to be accumulated. (AS 2810.10 and .17)

Issuer B

Type of audit and related areas affected

In our review, we identified deficiencies in the financial statement audit related to **Significant Accounts** and **Journal Entries**. This was the firm's initial audit of this issuer.

Description of the deficiencies identified

With respect to certain **Significant Accounts**, for which the firm identified a significant risk:

The firm did not:

- perform procedures to test the valuation of certain significant accounts. (AS 2501.07)
- perform procedures to test the reliability of information used by the firm in its testing of the valuation of a significant account. (AS 1105.04 and .06)
- evaluate the appropriateness of the issuer's accounting for and presentation and disclosure of these accounts. (AS 2301.08 and .11)
- perform procedures to test the existence, completeness, and rights and obligations for these accounts beyond confirming certain information with external parties. (AS 2301.08 and .11)

In connection with our review, the issuer reevaluated its accounting for and disclosure of certain significant accounts and determined that misstatements existed that had not been previously identified. The issuer did not file an amended Form 10-K or Form 8-K indicating that its previously issued financial statements should not be relied on. Instead, the issuer corrected these misstatements in a subsequent filing by revising the accounting and disclosure.

With respect to **Journal Entries**, for which the firm identified a fraud risk:

The firm did not perform any procedures to identify and select journal entries and other adjustments for testing to address the potential for material misstatement due to fraud. (AS 2401.58)

Audits with a Single Deficiency

None

PART I.B: OTHER INSTANCES OF NON-COMPLIANCE WITH PCAOB STANDARDS OR RULES

This section of our report discusses certain deficiencies that relate to instances of non-compliance with PCAOB standards or rules other than those where the firm had not obtained sufficient appropriate audit evidence to support its opinion(s). This section does not discuss instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

When we review an audit, we do not review every aspect of the audit. As a result, the areas below were not necessarily reviewed on every audit. In some cases, we assess the firm's compliance with specific PCAOB standards or rules on other audits that were not reviewed and include any instances of non-compliance below.

The deficiencies below are presented in numerical order based on the PCAOB standard or rule with which the firm did not comply. We identified the following deficiencies:

- In the two audits reviewed, the firm did not obtain the required engagement quality review for the audit. In these instances, the firm was non-compliant with AS 1220*, Engagement Quality Review*.

- In one of two audits reviewed, the firm did not communicate to the audit committee all of the significant risks identified through its risk assessment procedures. In this instance, the firm was non-compliant with AS 1301, *Communications with Audit Committees*.

- In one of two audits reviewed, the firm did not perform procedures to determine whether all individuals who participated in the audit were in compliance with independence requirements. In this instance, the firm was non-compliant with AS 2101, *Audit Planning*.

- In one of two audits reviewed, the firm did not presume that there was a fraud risk involving improper revenue recognition and did not have an appropriate rationale for how this presumption was overcome. In this instance, the firm was non-compliant with AS 2110, *Identifying and Assessing Risks of Material Misstatement*.

- In one audit, the engagement team did not perform any procedures to comply with the requirements related to critical audit matters. In this instance, the firm was non-compliant with AS 3101, *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion*. This instance of non-compliance does not necessarily mean that critical audit matters should have been communicated in the auditor's report.

PART I.C: INDEPENDENCE

This section of our report discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence. An instance of potential non-compliance with SEC rules or an instance of non-compliance with PCAOB rules does not necessarily mean that the Board has concluded the firm was not objective and impartial throughout the audit and professional engagement period. Although this section includes an instance of potential non-compliance that we identified, there may be other instances of non-compliance with SEC or PCAOB rules related to independence that were not identified through our procedures or the firm's monitoring activities.

PCAOB-Identified

We identified the following instance of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence:

Under Rule 2-01(c)(7) of Regulation S-X, an accountant is not independent if it is engaged to render audit or non-audit services to an issuer or its subsidiaries without that engagement having been pre-approved by the audit committee. In two audits reviewed, we identified one instance for one issuer in which the firm could provide no persuasive evidence of the necessary audit committee pre-approval.

Firm-Identified

The firm did not bring to our attention any instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

While the firm did not bring to our attention any instances of potential non-compliance, the number, large or small, of firm-identified instances of potential non-compliance may be reflective of the size of the firm, including the number of associated firms; the design and effectiveness of the firm's independence monitoring activities; and the size and/or complexity of the issuers it audits, including the number of affiliates of those issuers. Therefore, we caution against making any comparison of firm-identified instances of potential non-compliance across firms.

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.

We include deficiencies 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.

This report does not reflect changes or improvements to the firm's system of quality control that the firm may have made subsequent to the period covered by our inspection. The Board does consider such changes or improvements in assessing whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

When we issue our reports, we do not make public criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified. 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, we will make public any such deficiency.

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.

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July 23, 2024

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

Re: Written response to Draft Report of Inspection dated July 17, 2024

Dear Ms. Gunia:

Public responses to Part 1.A (Audits with Unsupported Opinions) follow:

1. Issuer A – with respect to Revenue, the Firm performed procedures to evaluate whether the issuer met its performance obligations before revenue was recognized. Specifically, the Firm obtained and examined customer signed acceptance certificates.

2. Issuer A - with respect to Journal Entries, the Firm tested journal entries selected on a judgement basis. As explained in our response to your comment Form Issuer A-01, indication of journal entry testing can be found in the May 31, 2022 audit work papers at (1) W/P 1.6 – Property and Equipment, (2) W/P 1.8 – Intangible Assets, (3) W/P 2.1 – Intercompany Payable to Parent Company, (4) W/P 4.1 – Product Sales and Cost of Sales, and (5) W/P 5.2A – Leese Expense.

3. Issuer A – with respect to Uncorrected Misstatements, the three differences that you identified in your comment form Issuer A–05 total $11,174 and the tolerable misstatement was $27,248. As explained in our response to your comment form Issuer A–05, the three differences were not misstatements. Rather, they were differences between reported amounts and amounts per prepared by client supporting schedules. Due to nonmateriality of the differences, the Firm passed further investigation to determine whether there was a misstatement of a reported amount.

4. Issuer B – with respect to certain Significant Accounts, the Firm did perform procedures to test the valuation of the digital asset collateral due to customer. As explained in our response to your comment form Issuer B-05, the Firm multiplied the Bitcoin price per the Federal Reserve System on December 31, 2022 by 100.

Public responses to Part 1.B (Other Instances of Non-Compliance with PCAOB Standards or Rules) follow:

1. The Firm did obtain the required engagement quality reviews for the two audits.

2. Issuer B – The Firm did perform procedures to comply with the requirements related to critical audit matters. As indicated in question 24 of PPC Form AP-2 and in question 16 of the "Engagement

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Partner Review" section of PPC Form CX-14.1, we prepared our audit report (including the determination and reporting of critical audit matters) and was satisfied it was appropriate in the circumstances. Although the matters communicated to the issuer's audit committee as significant risks were material, we concluded that they did not involve our especially challenging, subjective, or complex judgements.

Public responses to Part 1.C (Independence) follow:

1. Issuer B – The Firm did obtain pre-approval from the Issuer's entire Board of Directors. As explained in our response to your comment form Issuer B-03, "Although only one of the three directors signed the December 14, 2022 engagement letter, the other two directors also approved the issuer engagement of the Firm. The Firm issued its audit planning letter dated February 22, 2023 to all three directors".

REDACTED. Comments on Non-public Aspects of Report

Very truly yours,

Michael T. Studer
President

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