

**Inspection of
Armanino McKenna LLP**

**Issued by the
Public Company Accounting Oversight Board
March 9, 2006**

**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**

Notes Concerning this Report

1. Portions of this report may describe deficiencies or potential deficiencies in the systems, policies, procedures, practices, or conduct of the firm that is the subject of this report. The express inclusion of certain deficiencies and potential deficiencies, however, should not be construed to support any negative inference that any other aspect of the firm's systems, policies, procedures, practices, or conduct is approved or condoned by the Board or judged by the Board to comply with laws, rules, and professional standards.
2. Any references in this report to violations or potential violations of law, rules, or professional standards should be understood in the supervisory context in which this report was prepared. Any such references are not a result of an adversarial adjudicative process and do not constitute conclusive findings of fact or of violations for purposes of imposing legal liability. Similarly, any description herein of a firm's cooperation in addressing issues constructively should not be construed, and is not construed by the Board, as an admission, for purposes of potential legal liability, of any violation.
3. Board inspections encompass, among other things, whether the firm has failed to identify departures from Generally Accepted Accounting Principles ("GAAP") in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the related GAAP departures. The Board, however, has no authority to prescribe the form or content of an issuer's financial statements. That authority, and the authority to make binding determinations concerning an issuer's compliance with GAAP, rests with the Securities and Exchange Commission ("SEC" or "Commission"). Any description, in this report, of perceived departures from GAAP should not be understood as an indication that the Commission has considered or made any determination regarding these GAAP issues unless otherwise expressly stated.

INSPECTION OF ARMANINO McKENNA LLP

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Armanino McKenna LLP ("the Firm"). The Board is issuing this report of that inspection in accordance with the requirements of the Sarbanes-Oxley Act of 2002 ("the Act").

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

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

^{1/} The Board does not make public any of a firm's comments that address a nonpublic portion of the report. 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 notes that it routinely grants confidential treatment, if requested, for any of a firm's comments that identify factually inaccurate statements in the draft that the Board corrects in the final report.

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

PART I

INSPECTION PROCEDURES AND CERTAIN OBSERVATIONS

Members of the Board's inspection staff ("the inspection team") conducted fieldwork for the inspection from October 4, 2004 to October 8, 2004. The fieldwork included procedures tailored to the nature of the Firm, certain aspects of which the inspection team understood at the outset of the inspection to be as follows:

Number of offices	2 (San Ramon and San Leandro, California)
Ownership structure	Limited liability partnership
Number of partners	17
Number of professional staff ^{3/}	95
Number of issuer audit clients ^{4/}	5

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

In the course of reviewing aspects of selected audits, an inspection may identify ways in which a particular audit is deficient, including failures by the firm to identify, or to address appropriately, respects in which an issuer's financial statements do not present

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

^{4/} The number of issuer audit clients shown here is based on the Firm's self-reporting and the inspection team's review of certain information for inspection planning purposes. It does not reflect any Board determination concerning which, or how many, of the Firm's audit clients are "issuers" as defined in the Act.

fairly the financial position, results of operations, or cash flows of the issuer in conformity with GAAP.^{5/} It is not the purpose of an inspection, however, to review all of a firm's audits or to identify every respect in which a reviewed audit is deficient. Accordingly, a Board inspection report should not be understood to provide any assurance that the firm's audits, or its issuer clients' financial statements, are free of any deficiencies not specifically described in an inspection report.

A. Review of Audit Engagements

The scope of the inspection procedures performed included reviews of aspects of the performance of two of the Firm's audits of the financial statements of issuers. Those audits and aspects were selected according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the selection process.

The inspection team identified matters that it considered to be audit deficiencies.^{6/} The deficiencies identified in one of the audits reviewed included a deficiency of such significance that it appeared to the inspection team that the Firm did not obtain sufficient competent evidential matter to support its opinion on the issuer's financial statements. That deficiency was the inappropriate reliance, in testing the issuer's loan loss reserve, on certain appraisals of loan collateral.

B. Review of Quality Control System

In addition to evaluating the quality of the audit work performed on specific audits, the inspection included review of certain of the Firm's practices, policies and

^{5/} When it comes to the Board's attention that an issuer's financial statements appear not to present fairly, in a material respect, the financial position, results of operations or cash flows of the issuer in conformity with GAAP, the Board reports that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

^{6/} PCAOB standards require a firm to take appropriate actions to assess the importance of audit deficiencies identified after the date of the audit report to the firm's present ability to support its previously expressed opinions. See AU 390, *Consideration of Omitted Procedures After the Report Date*, and AU 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report* (both included among the PCAOB's interim auditing standards, pursuant to PCAOB Rule 3200T). Failure to comply with these PCAOB standards could be a basis for Board disciplinary sanctions.

procedures related to audit quality. This review addressed practices, policies and procedures concerning audit performance, training, compliance with independence standards, client acceptance and retention, and the establishment of policies and procedures. As described above, any defects in, or criticisms of, the Firm's quality control system are discussed in the nonpublic portion of this report and will remain nonpublic unless the Firm fails to address them to the Board's satisfaction within 12 months of the date of this report.

END OF PART I

PARTS II AND III OF THIS REPORT ARE NONPUBLIC
AND ARE OMITTED FROM THIS PUBLIC DOCUMENT

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 Board provided the Firm an opportunity to review and comment on a draft of this report. The Firm provided a written response.

Pursuant to section 104(f) of the Act 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 of a firm's comments that identify factually inaccurate statements in the draft that the Board corrects in the final report.

Pursuant to section 104(f) of the Act and PCAOB Rule 4007(b), the Firm's response, minus any portion granted confidential treatment, is attached hereto and made part of this final inspection report. In any version of this report that the Board makes publicly available, any portions of the Firm's response that address nonpublic portions of the report are omitted.

ARMANINO MCKENNA LLP

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November 29, 2005

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

**Re: Armanino McKenna LLP's Response to
Draft Report on Inspection of Armanino
McKenna LLP**

Dear Mr. Diacont:

We appreciate the opportunity to comment on the Public Company Accounting Oversight Board's (the "PCAOB" or the "Board") Draft Report on the Inspection of Armanino McKenna LLP (the "Report").

We take seriously the Board's findings, and are committed to performing the highest quality of audits in accordance with the PCAOB standards. This includes improving documentation of audit procedures performed to provide better evidence of all procedures performed and all data considered in arriving at our overall audit conclusions.

As you are aware, an audit performed in accordance with PCAOB standards requires the exercise of significant professional judgment, and views may differ on matters such as the nature, timing and extent of audit procedures performed and related documentation. For the two findings presented in the draft report, we respectfully disagree with the conclusion that "the firm did not obtain sufficient competent evidential matter to support its opinion on the issuer's financial statements."

With respect to the findings noted, please consider the following:

PCAOB Finding #1 - the inappropriate reliance, in testing the issuer's loan loss reserve, on certain appraisals of loan collateral

We respectfully disagree with the Board's conclusion. We do not believe that the Board has fully considered all other audit procedures and independent data we utilized in regards to collateral values for the issuer's loan portfolio. In evaluating the issuer's loan loss reserve, we analyzed all loans demonstrating some characteristics of a "problem loan," approximately 31% of the issuer's loan portfolio.

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The appraisals supporting the collateral values of the evaluated loans were of various ages as follows:

	<u>Evaluated Loan Dollars</u>
Less than 1 year old	0%
> 1 yr. but < 3 yrs.	62%
> 3 yrs. but < 5 yrs.	31%
> 5 yrs	7%

It should be noted that we would expect very few loans to be considered problem loans within a year of funding (in the issuer's case - zero) as our testwork indicated that the lender's credit approval processes are effective.

We understand the Inspection Team's question regarding the age of some of the appraisals supporting loan collateral. However, while evaluation of independent appraisals on loan collateral is a significant audit procedure, we do not believe that the Board has considered all independent data we utilized in regards to collateral values for the issuer's loan portfolio. As the issuer's loans are concentrated in the San Francisco Bay Area, we continually monitor various statistics to maintain an updated knowledge base of the residential and commercial real estate markets affecting the collateral. Both for several years prior to the issuer's fiscal year end, and continuing for several years thereafter, the real estate markets affecting the collateral were in a period of dramatic escalation. Since the issuer's loan portfolio is so heavily located within a small geographic area, we are able to evaluate existing appraisals in light of changing market conditions. When updated appraisals are determined necessary due to the economic conditions affecting a loan, they have been obtained. We believe the combination of existing appraisals, updated market statistics, and updated appraisals as considered necessary allowed us to effectively evaluate the collateral value supporting the issuer's loan portfolio. Documentation of this analysis could have been improved and will be expanded in the future.

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Confidential Treatment Request Granted by the Board
Pursuant to PCAOB Rule 4007(b).

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Confidential Treatment Request Granted by the Board
Pursuant to PCAOB Rule 4007(b).

We appreciate the opportunity to express our views formally and would be pleased to discuss our response or answer any questions the Inspection Staff or the Board may have regarding our response.

Sincerely,

A handwritten signature in cursive script that reads "Armanino McKenna LLP".

ARMANINO MCKENNA LLP