

**Inspection of
Linder & Linder**

**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 LINDER & LINDER

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Linder & Linder ("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 June 7, 2005 to June 8, 2005. 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	1 (Dix Hills, New York)
Ownership structure	Partnership
Number of partners	2
Number of professional staff ^{3/}	None
Number of issuer audit clients ^{4/}	3

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 fairly the financial position, results of operations, or cash flows of the issuer in

^{3/} "Professional staff" includes all personnel of the Firm, except partners or shareholders and administrative support personnel.

^{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.

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 failure to consider, and document consideration of, whether the issuer's accounting for revenue on a gross basis was appropriate.

^{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.

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 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



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

PART II

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B. Issues Related to Quality Controls

The inspection of the Firm included consideration of aspects of the Firm's system of quality control. Assessment of a firm's quality control system rests both on a review of a firm's stated quality control policies and procedures and on inferences that can be drawn from respects in which a firm's system has failed to assure quality in the actual performance of engagements.^{7/} On the basis of the information reported by the inspection team, the Board has the following concerns about aspects of the Firm's system of quality control.

Audit Performance

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

a. Technical Competence, Due Care, and Professional Skepticism

The Firm's system of quality control appears not to do enough to ensure technical competence and the exercise of due care or professional skepticism.

^{7/} A firm's failure to comply with the requirements of PCAOB standards when performing an audit may be an indication of a potentially significant defect in a firm's quality control system even if that failure did not result in an insufficiently supported audit opinion.

b. Auditor Communications

The Firm's system of quality control does not provide sufficient assurance that the Firm will make or document all required auditor communications with audit committees or the equivalent. [Issuers A and B]

c. Concurring Partner Review

Questions exist about the effectiveness of the Firm's existing arrangement for concurring partner reviews. Having procedures for concurring partner review by a competent reviewer is an important element of quality control. Such reviews should involve the performance of appropriate procedures using due care and professional skepticism, with the Firm appropriately addressing the reviewer's findings and documenting the process. The Firm used the services of an accountant not affiliated with the Firm to perform the concurring partner review of the two issuer audits included in the inspection. The information reported by the inspection team suggests that there is no evidence that the concurring partner review procedure used by the Firm resulted in the identification of the deficiency noted by the inspection team. This may result from a lack of competency, due care or professional skepticism on the part of the concurring partner; deficiencies in the scope of the concurring partner's procedures; and/or the Firm's failure to properly address the concurring partner findings. Apparent deficiencies in documentation of the scope and results of the concurring partner's reviews preclude the Board from determining the relative contribution of each of these potential causes to the failure of the concurring partner process to prevent the deficiency reported by the inspection team.

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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 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.

LINDER & LINDER ■ *Certified Public Accountants*

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Thomas Linder
Gail Linder

November 30, 2005

Mr. George Diacont
Public Company Accounting
Oversight Board
1666 K Street, N.W.
Washington, DC 20006

Dear Mr. Diacont:

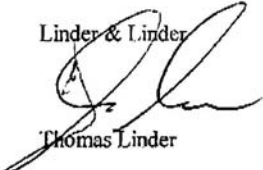
Before we respond to the draft report of inspection, we want to express our sincerest thanks to each of you for the time and energy the Public Company Accounting Oversight Board (the "PCAOB") expends with regards to the function the PCAOB performs. We hope that the PCAOB receives the recognition for the service it provides. We wish to express our gratitude as to the contribution that the PCAOB makes to our profession. Your contribution is appreciated and we do personally thank each and every one involved in the process.

The PCAOB conducted an inspection of our firm in June 2005 pursuant to section 104 of the Sarbanes-Oxley Act of 2002. This letter is our written response to the draft report of inspection. Our response covers both Part I and II, annexed hereto.

If you should have any questions or comments, feel free to contact us.

Respectfully submitted

Linder & Linder


Thomas Linder

PART I

The inspection team identified an audit deficiency in one of the audits reviewed. The deficiency noted was the failure to consider, and document consideration of, whether the issuer's accounting for revenue on a gross basis was appropriate.

The majority of the issuer's revenue is generated from wholesale customers. A significant portion of such revenue is shipped directly to the customer. Based on this fact pattern, the inspection team questioned whether the issuer's revenue recognition policy complied with professional standards in accordance with Emerging Issues Task Forces Issue No. 99-19, Reporting Revenue Gross as a Principal Versus Net as an Agent ("EITF 99-19").

The issuer and our firm considered EITF 99-19 in their recording of revenue and determined based on the standard, revenue should be recorded gross rather than net. A significant quantity of the merchandise purchased for wholesale revenue are purchased from overseas vendors. These transaction typically require the issuer to finance the purchase through letters of credit, bankers acceptances or prepayments. When the goods reach the port in the United States, the issuer accepts and takes title of the merchandise and the bank releases the funds to the vendor. As noted this is the issuer typical transaction and the issuer has i) the primary obligation in the arrangement, ii) general inventory risk, iii) discretion in supplier selection, iv) physical loss inventory risk and v) credit risk. Based on the facts noted above, it would appear that the recording of revenue at gross is the proper accounting treatment.

The question raised by the inspection team regarding the lack of documentation of the issuer's consideration of EITF 99-19 appears not to be warranted since in years past it was determined that the issuer's wholesale transaction and revenue recognition policy complied with EITF 99-19.

The inspection team also raised the question of whether commissioned sales, which involved the issuer finding a counter-party to buy or sell certain amount of specific goods and sharing the profits on the sale, "Commissioned Sale", was recorded properly under EITF 99-19. As noted above, whether the customer sale was a normal wholesale transaction or a Commissioned Sale all of the facts noted above in acquiring the merchandise hold true and secondly the issuer has the latitude in establishing the price for the sales transaction, and if the issuer can not obtain its price the sale is not consummated.

We believe that the issuer properly considered professional standards and conclusions reach complied with EITF 99-19.

PART II

We hereby submit our response to the detailed discussion of the inspection results.

REDACTED

Comments on Non-public Aspects of Report

Item B – Issues Related to Quality Controls

a – Technical Competence, Due Care and Professional Skepticism, and Concurring Partner Review

The inspection report noted the firm's system of quality control appears not to do enough to ensure technical competence and exercise due care or professional skepticism. In addition, the inspection report questioned the effectiveness of the firm's arrangement for concurring reviews.

The firm will implement a practice aid to assist the firm in its performance and the documentation thereon, to properly consider and document all technical questions raised by the engagement team to the issuer and raised by the concurring partner to the engagement team.

b – Auditors Communication

The inspection report noted the firm's system of quality control does not provide sufficient assurance that the firm will make or document all required communications with audit committees or the equivalent.

Both issuers reviewed do not have an audit committee or the equivalent. The Board of Directors are comprised of only officers of the issuers. The firm has made all required communications to the officers of the issuers, but did not adequately document such. In the future, the firm will comply with professional standards and document the communications made.