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**Inspection of
Larry O'Donnell, CPA, P.C.
(Headquartered in Aurora, Colorado)**

**Issued by the
Public Company Accounting Oversight Board**

July 30, 2009

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 U.S. Generally Accepted Accounting Principles ("GAAP") or Securities and Exchange Commission ("SEC" or "Commission") disclosure requirements in its audits of financial statements. This report's descriptions of any such auditing failures necessarily involve descriptions of the related GAAP or disclosure 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 or Commission disclosure requirements, rests with the Commission. Any description, in this report, of perceived departures from GAAP or Commission disclosure requirements should not be understood as an indication that the Commission has considered or made any determination regarding these issues unless otherwise expressly stated.



INSPECTION OF LARRY O'DONNELL, CPA, P.C.

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Larry O'Donnell, CPA, P.C. ("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 unless a firm specifically requests otherwise. 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.

^{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 primary procedures for the inspection from December 3, 2007 to December 19, 2007. These procedures were 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 (Aurora, Colorado)
Ownership structure	Professional corporation
Number of partners	1
Number of professional staff ^{3/}	None
Number of issuer audit clients ^{4/}	21

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.^{5/} 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.

^{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. In some circumstances, a Board inspection may include a review of a firm's audit of financial statements of an issuer that ceased to be an audit client before the inspection, and any such former clients are not included in the number shown here.

^{5/} This focus 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.

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 conformity with GAAP.^{6/} 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 inspection procedures included a review of aspects of the Firm's auditing of financial statements of two issuers. The scope of this review was determined according to the Board's criteria, and the Firm was not allowed an opportunity to limit or influence the scope.

The inspection team identified what it considered to be audit deficiencies.^{7/} The deficiencies identified in both of the audits reviewed included deficiencies of such significance that it appeared to the inspection team that the Firm did not obtain sufficient

^{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 GAAP, the Board's practice is to report that information to the SEC, which has jurisdiction to determine proper accounting in issuers' financial statements.

^{7/} 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.

competent evidential matter to support its opinion on the issuer's financial statements.^{8/}
Those deficiencies were –

- (1) the Firm's failure to identify, or to address appropriately, a departure from GAAP that related to a potentially material misstatement in the audited financial statements concerning the absence of required disclosures regarding the impairment of an intangible asset;
- (2) the Firm's failure to identify, or to address appropriately, a departure from GAAP that related to a potentially material misstatement in the audited financial statements concerning the failure to disclose in a separate financial statement or the footnotes to the financial statements significant changes in stockholders' equity (other than accumulated deficit);
- (3) the failure to evaluate the appropriateness of the accounting for an investment in a joint venture arrangement and subsequent acquisition of a joint venture partner's interest;
- (4) the failure, in two audits, to perform sufficient audit procedures to test whether revenue was recognized properly;
- (5) the failure to perform audit procedures to evaluate the existence and collectibility of an account receivable;

^{8/} In some cases, an inspection team's observation that a firm failed to perform a procedure may be based on the absence of documentation and the absence of persuasive other evidence, even if a firm claims to have performed the procedure. PCAOB Auditing Standard No. 3, *Audit Documentation* ("AS No. 3"), 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. See AS No. 3, paragraph 9; Appendix A to AS No. 3, paragraph A28. For purposes of the inspection, an observation that the Firm did not perform a procedure, obtain evidence, or reach an appropriate conclusion may be based on the absence of such documentation and the absence of persuasive other evidence.

(6) the failure to perform audit procedures to test certain related party transactions;

(7) the failure to perform audit procedures to evaluate the appropriateness of the accounting for a modification of the terms of convertible debt and warrants issued in connection with the convertible debt and modification; and

(8) the failure to perform audit procedures to test interest expense.

One of the deficiencies described above related to auditing an aspect of an issuer's financial statements that the issuer revised in a restatement subsequent to the primary inspection procedures.^{9/}

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

^{9/} The Board inspection process did not include review of any additional audit work related to the restatement.



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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 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.^{10/} 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.

1. Design of Quality Control System

Continuing Professional Education

The Firm's system of quality control does not appear to provide reasonable assurance that the Firm will meet the requirements of PCAOB Rule 3400T(b),^{11/} in that the Firm does not require and monitor that its audit partner obtain at least 120 hours of continuing professional education ("CPE") every three years. It appears that the Firm's partner failed to obtain 120 hours of CPE for the three-year period ended December 31, 2006.

^{10/} 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.

^{11/} PCAOB Rule 3400T(b) requires registered firms to comply with the quality control standards described in section 1000.08(d) of the American Institute of Certified Public Accountants SEC Practice Section Reference Manual as of April 16, 2003, which in turn requires firms to ensure that their professionals obtain certain amounts of CPE.

2. 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 deficiencies 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. Testing appropriate to the audit

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will conduct all testing appropriate to a particular audit, specifically with respect to the following issues:

(i) Impairment of an asset

As discussed above, in one of the audits reviewed, the inspection team identified a potentially material misstatement in the audited financial statements concerning the Firm's failure to identify, or to address appropriately, a departure from GAAP regarding the lack of required disclosures related to the impairment of an asset. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for evaluating the adequacy of disclosure of these types of events. [Issuer A]

(ii) Joint venture

As discussed above, in one of the audits reviewed, the inspection team identified deficiencies related to the auditing of an investment in a joint venture and subsequent acquisition of that joint venture partner's interest. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for evaluating the accounting for joint venture arrangements. [Issuer A]

(iii) Stockholders' equity

As discussed above, in one of the audits reviewed, the inspection team identified a potentially material misstatement in the audited financial statements concerning the Firm's failure to identify, or to address appropriately, a departure from GAAP concerning

the disclosure of the significant changes in the components of stockholders' equity. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for testing stockholders' equity. [Issuer A]

(iv) Revenue recognition

As discussed above, in both of the audits reviewed, the inspection team identified significant deficiencies related to the Firm's audit procedures with respect to revenue recognition. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for testing whether revenue was recognized properly. [Issuers A and B]

(v) Accounts receivable

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures with respect to accounts receivable. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for evaluating the existence and collectibility of accounts receivable. [Issuer A]

(vi) Related party transactions

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures with respect to notes receivable from related parties, the related reserve, and amounts netted against the notes receivable balance. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for evaluating the nature, timing, and extent of related party transactions, the collectibility of notes receivable from related parties, and the appropriateness of netting of notes receivable and other payables in the financial statements. [Issuer A]

(vii) Accounting for issuances of financial instruments

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures with respect to the modification of convertible debt and warrants issued. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for evaluating the accounting for financial instruments. [Issuer B]

(viii) Interest expense

As discussed above, in one of the audits reviewed, the inspection team identified a significant deficiency related to the Firm's audit procedures with respect to interest expense. This information provides cause for concern regarding the Firm's quality control policies and procedures related to its audit procedures for testing interest expense. [Issuer B]

b. Documentation of Audit Work

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will adequately document the procedures performed, evidence obtained, and conclusions reached with respect to relevant financial statement assertions to enable an experienced auditor, having no previous connection with the engagement, to determine the date the audit work was completed and reviewed. In both of the engagements reviewed, the Firm's work papers primarily consisted of audit programs with electronic sign-offs, issuer-prepared schedules (with few or no notations indicating audit procedures performed), and general ledger print outs. Also, on both engagements reviewed, certain audit program steps were referenced to other work papers; however, in certain instances, there were no work papers at the referenced locations. This information provides cause for concern regarding the Firm's quality control policies and procedures related to the Firm's documentation of its audit work. [Issuers A and B]

c. Assembly of Audit Documentation

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will have a complete and final set of audit documentation assembled for retention as of a date not more than 45 days after the report release date in accordance with AS No. 3. [Issuers A and B]

d. Fraud Procedures

The Firm's system of quality control appears not to provide sufficient assurance that the Firm will perform all required procedures in accordance with the provisions of AU 316, *Consideration of Fraud in a Financial Statement Audit*. Specifically, the Firm did not perform audit procedures to test journal entries and other adjustments for evidence of possible material misstatements due to fraud. [Issuers A and B]

e. Partner Workload

The Firm's system of quality control may not provide sufficient assurance that the audit partner's workload requirements realistically allow for sufficient time to complete work papers with due care. The Firm's only audit engagement partner is responsible for servicing all of the Firm's issuer audit clients.

f. Monitoring and Addressing Identified Weaknesses

The Firm's system of quality control appears to lack a monitoring element sufficient to provide the firm with reasonable assurance that the Firm's policies and procedures for engagement performance are suitably designed and effectively applied. The Firm's monitoring appears to have been deficient with respect to at least three types of previously identified weaknesses. In a report dated June 23, 2005, which related to an inspection of the Firm conducted in late 2004, the Board noted that the Firm's auditing of accounts receivable, revenue recognition, and related party transactions appeared not to provide sufficient assurance that all required audit procedures will be performed and appropriately documented. An appropriate approach to monitoring would have resulted in the Firm avoiding these deficiencies in audits performed after they was brought to the Firm's attention, yet the same deficiencies were noted in this inspection. [Issuers A and B]

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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 did not provide a written response.