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**Inspection of
Reeves, Evans, McBride & Zhang, LLP**

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

April 27, 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**

PCAOB RELEASE NO. 104-2009-060



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 REEVES, EVANS, MCBRIDE & ZHANG, LLP

The Public Company Accounting Oversight Board ("PCAOB" or "the Board") has conducted an inspection of the registered public accounting firm Reeves, Evans, McBride & Zhang, LLP^{1/} ("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.^{2/}

The Board has elsewhere described in detail its approach to making inspection-related information publicly available consistent with legal restrictions.^{3/} 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 Firm has issued audit reports under the name of Beadle, McBride, Evans & Reeves, LLP.

^{2/} 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.

^{3/} 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 October 29, 2007 to November 7, 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 (Las Vegas, Nevada)
Ownership structure	Limited liability partnership
Number of partners	4
Number of professional staff ^{4/}	12
Number of issuer audit clients ^{5/}	3

^{4/} "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.

^{5/} 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.

Board inspections are designed to identify and address weaknesses and deficiencies related to how a firm conducts audits.^{6/} 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 conformity with GAAP.^{7/} 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.

^{6/} 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.

^{7/} 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.

The inspection team identified what it considered to be audit deficiencies.^{8/} 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.^{9/} That deficiency was the failure to perform sufficient audit procedures to test the valuation of common stock issued to extinguish debt and in payment of interest and consultant expenses.

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

^{8/} 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.

^{9/} 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.

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



PCAOB Release No. 104-2009-060
Inspection of Reeves, Evans,
McBride & Zhang, LLP
April 27, 2009
Page 6

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 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, minus any portion granted confidential treatment, is attached hereto and made part of this final inspection report.^{10/}

^{10/} In any version of an inspection report that the Board makes publicly available, any portions of a firm's response that address nonpublic portions of the report are omitted. In some cases, the result may be that none of a firm's response is made publicly available.

March 10, 2009

Public Accounting Oversight Board
Division of Registration and Inspections
1666 K Street, NW
Washington, DC 20006

Gentlemen:

We are pleased to provide the following response to the Public Company Accounting Oversight Board (the "PCAOB") 2007 Report of Inspection (the "Report") of Reeves, Evans, McBride & Zhang, LLP (the "Firm").

We support and respect the PCAOB's mission as an overseer of independent auditors of public companies. Your comments and observations will assist the Firm and enhance the quality of our audit engagements.

We have carefully reviewed the findings as described in **Part I - Inspection Procedures and Certain Observations** of the Report and have the following response to the matters described in the Report.

We request that this response be made a part of your final public report.

Insufficiently Supported Audit Opinion

- Valuation of common stock issued to extinguish debt and in payment of interest and consultant expenses.

Audit standards require professionals to rely on judgment and experience when performing an audit engagement. Accordingly, when developing an audit approach to a particular accounting area, independent auditors must consider the relative risk of and the potential financial effect of material misstatements.

In forming our opinion on this issuer's financial statements, we relied upon a combination of documentation and inquiry to evaluate the fairness of the assumptions utilized by the issuer. It is important to note that the valuation of the issued stock in question represents management's estimate of fair value and our task was to determine if management's measurement of value resulted in fair and informative financial statements. Our procedures, which we felt were sufficient to support our opinion, found no evidence of material inadequacies with the issuer's approach or stated valuations.

In considering the risk of material misstatement and the appropriateness of the issuer's valuation estimates, we performed the following procedures and considered the following facts and circumstances:

- confirmation of shares issued with the transfer agent.
- review of documentation prepared and provided by issuer supporting the transactions and related valuation methodology.

- independent review of publically available trading information including share prices and trading volume.
- reliance on the representations within the signed management representation letter.
- reasonable comfort based upon historical dealings with the issuer and its management.
- that the debts retired were negotiated at arms length.
- the fact that the original liabilities (debt, accrued interest and consulting expenses) were negotiated at arms length and were fairly recorded.
- the limitations of utilizing public trading share value due to:
 - the fact that the shares issued were unregistered and not readily tradable.
 - the fact that the issue's publically traded transactions were limited and that number of shares involved in the transactions far exceeded both the issuer's average daily trading and the cumulative trading for the entire fiscal year.
- the disclosure that there was substantial doubt of the issuer's ability to continue as a going concern.
- the Net effect of either an over or under valuation misstatement (i.e. loss or gain on the issuance of the stock for debt and services) would have zero Net effect on shareholders' deficit as stated.

Furthermore, the full nature of the transactions, including dates, number of shares involved and negotiated values were fully disclosed in footnotes to the financial statements.

We believe the documentation and inquiries as stated above support our conclusions and independent auditor's report.

Nevertheless, due to the apparent inadequacy of our Firm's audit documentation, the PCAOB inspection team found that we may not have sufficiently performed our duties as independent auditors. Accordingly, we have taken measures to improve the documentation of our audit procedures to suitably support our Firm's conclusions in such areas.

Thank you for the opportunity to provide our response to the Report. We look forward to a working with the PCAOB on matters related to public company auditing practices and standards.

Sincerely,



Reeves, Evans, McBride & Zhang, LLP