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AUDITING STANDARD No. 1 –)	PCAOB Release No. 2003-025
REFERENCES IN AUDITORS' REPORTS TO)	December 17, 2003
THE STANDARDS OF THE PUBLIC COMPANY)	
ACCOUNTING OVERSIGHT BOARD)	PCAOB Rulemaking
)	Docket Matter No. 010
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)	
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Summary: After public comment, the Public Company Accounting Oversight Board (the "Board" or "PCAOB") has adopted Auditing Standard No. 1, *References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board*. This standard requires registered public accounting firms to include in their reports on engagements performed pursuant to the Board's auditing and related professional practice standards, including audits and reviews of financial statements, a reference to the standards of the Public Company Accounting Oversight Board (United States). The Board will submit this standard to the Securities and Exchange Commission ("Commission" or "SEC") for approval pursuant to Section 107 of the Sarbanes-Oxley Act of 2002 (the "Act"). This standard will not take effect unless approved by the Commission.

Board
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* * *

Section 103 of the Act authorizes the PCAOB to establish auditing and related professional practice standards to be used by registered public accounting firms in connection with the preparation and issuance of audit reports as required by the Act or the rules of the Commission, or as may be necessary or appropriate in the public

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interest or for the protection of investors. Consistent with Section 103 of the Act, PCAOB Rule 3100, *Compliance with Auditing and Related Professional Practice Standards*, requires auditors to comply with all applicable auditing and related professional practice standards established by the PCAOB.

Auditing Standard No. 1, *References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board* directs auditors^{1/} to state that the engagement was conducted in accordance with "the standards of the Public Company Accounting Oversight Board (United States)" whenever the auditor has performed the engagement in accordance with the Board's standards.

Section A of this release describes Auditing Standard No. 1. Section B of this release discusses and addresses the comments received on the Board's proposed auditing standard, which the Board released for public comment. The text of Auditing Standard No. 1 is attached to this release as Appendix 1.

A. Description of Auditing Standard No. 1

At the time of this release, the Board's auditing and related professional practice standards consist of the standards described in Rules 3200T through 3600T, which the Board has adopted, on an initial, transitional basis, as interim standards. The standards (with which PCAOB Rule 3100 requires registered public accounting firms, and persons associated with such firms, to comply) include these interim standards and any permanent standards that the Board adopts.

Each of the standards described in Rules 3200T through 3600T was originally adopted by the American Institute of Certified Public Accountants ("AICPA"), a committee thereof, including the Auditing Standards Board ("ASB"), or the

^{1/} Reference in the Board's standards to an "auditor" means a registered public accounting firm, or an associated person of such a firm, as defined in the Act and the Board's rules, unless specifically stated otherwise. Nothing in the Board's rules would preclude an accounting firm from conducting an audit of a company that is not an issuer in accordance with the Board's standards and so stating in its audit report. This is true regardless of whether or not the accounting firm performing the audit is registered with the Board.

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Independence Standards Board. Thus the Board's rule on interim auditing standards, Rule 3200T, incorporates "generally accepted auditing standards, as described in the AICPA Auditing Standards Board's Statement on Auditing Standards No. 95, *Generally Accepted Auditing Standards*, in existence on April 16, 2003" (the "interim standards").^{2/} These auditing standards were adopted, and from time to time amended, by the ASB, until the Board incorporated them into the Board's interim standards. The interim standards require auditors to include in their reports a reference to the standards that were followed in performing the engagement. These references include "generally accepted auditing standards," "U.S. generally accepted auditing standards," "auditing standards generally accepted in the United States of America," and "standards established by the AICPA."

PCAOB Auditing Standard No. 1 supersedes these references by requiring that auditors' reports on the financial statements of issuers that are issued or reissued, after Auditing Standard No. 1 becomes effective, include a statement that the engagement was conducted in accordance with "the standards of the Public Company Accounting Oversight Board (United States)."^{3/} This auditing standard is effective for auditors' reports issued or reissued on or after the 10th day following approval of this auditing standard by the Commission. An appendix^{4/} to this standard provides illustrative reports on an audit of financial statements and a review^{5/} of interim financial information of a public company.

^{2/} The Board's rules on interim standards were adopted by the Board on April 16, 2003, and approved by the Commission on April 25, 2003. See SEC Rel. No. 33-8222 (April 25, 2003).

^{3/} See Auditing Standard No. 1 ¶ 3.

^{4/} Appendices to the Board's standards are an integral part of the standard and carry the same authoritative weight as the body of the standard.

^{5/} Reviews of the interim financial information are integrally related to audits of financial statements. See generally Statement on Auditing Standards No. 100, *Interim Financial Information* ("SAS No. 100"). For example, SAS No. 100 makes clear that the general standards on auditing discussed in SAS No. 95 "are applicable to a review of interim financial information."

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Once Auditing Standard No. 1 becomes effective, it will require auditors to state that the engagement was performed in accordance with "the standards of the Public Company Accounting Oversight Board (United States)," irrespective of whether the engagement was conducted before or after Auditing Standard No. 1 becomes effective. Accordingly, auditors who reissue reports that were originally issued before the date that Auditing Standard No. 1 becomes effective, or who issue reports that include comparative financial information that was the subject of an audit or review report that was issued before that date, must nevertheless state that the audit or review was performed in accordance with "the standards of the Public Company Accounting Oversight Board (United States)," if those reports are reissued after Auditing Standard No. 1 becomes effective. The Board believes that a uniform reference to the standards of the PCAOB – even with respect to audits and reviews completed before the PCAOB adopted its interim standards – is appropriate because the interim standards that the Board adopted are the "generally accepted auditing standards" with which auditors were required to comply before the PCAOB adopted its interim standards.

Referring to PCAOB standards in connection with a period that preceded the date of the PCAOB's own adoption of those standards may seem somewhat counter-intuitive. The requirement is intended, however, to reflect the fact that the standards in place before the PCAOB adopted its interim standards, without change, became the PCAOB's standards. Indeed, the Board considered whether to require auditors to refer to "generally accepted auditing standards" when reissuing reports that were originally issued before Auditing Standard No. 1 becomes effective, and to refer to "standards of the PCAOB" with respect to reports issued on or after Auditing Standard No. 1 becomes effective.

The Board believes, however, that it is appropriate to describe the "generally accepted auditing standards" that the Board adopted as "standards of the PCAOB." This terminology will reflect the fact that the standards that auditors were required to use before April 25, 2003 – i.e., generally accepted auditing standards as they existed on April 16, 2003 – became the applicable standards on April 25 and continue to apply to audits of public companies, as the Board amends them. Auditing standards have continuously been amended over time, and auditors have consistently been required to state whether their audits complied with the then-prevailing standards. The substance of the applicable standards for audits and reviews of public company financial statements did not change on April 25, 2003. Rather, April 25, 2003, is significant only because the PCAOB gained authority over such standards on that date. The Board believes it would be inappropriate to create an impression in auditors' reports that

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engagements performed before Auditing Standard No. 1 becomes effective, or even before April 25, were performed in accordance with a wholly different body of standards, rather than the same body of standards at different points in its evolution.

The Board expects to amend its standards from time to time, just as the ASB amended generally accepted auditing standards from time to time. The Board believes that using a consistent description of standards prevailing at the time an audit or review report is issued – and holding auditors to compliance with those then-prevailing standards – better contributes to the creation of informative audit reports.

Upon adoption of this auditing standard, all references in the interim standards to generally accepted auditing standards, U.S. generally accepted auditing standards, auditing standards generally accepted in the United States of America, and standards established by the AICPA, mean the corresponding standards of the Public Company Accounting Oversight Board. The Act and the Board's rules already require the auditor to comply with the Board's standards. The purpose of this standard is to conform the references in the interim standards to the standards that the Act and Rule 3100 require auditors to use in connection with preparing and issuing audit and related reports on the financial statements of issuers.

Under the Act, Auditing Standard No. 1 will not be effective unless it is approved by the SEC. By its terms, Auditing Standard No. 1 will be effective for auditors' reports issued or reissued on or after the 10th day following SEC approval of this standard. Until the effective date of this standard, the reporting requirements as described in the AICPA's Codification of Statements on Auditing Standards, are still in effect as interim standards.

B. Public Comment Process and Board Responses

The Board released a proposed auditing standard, *References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board*, for public comment, on November 12, 2003. The Board received eight written comment letters.^{6/}

^{6/} The comment letters are available on the Board's Web site – www.pcaobus.org – and will be attached to the Board's Form 19b-4, to be filed with the Commission.

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In response to these comments, the Board's final rules both clarify and modify certain aspects of the proposal, as explained below.

1. Transitional Issues

The Board received several comments related to transitional issues, including, how the proposed standard would affect –

- reissuance of a report originally issued before the proposed standard became effective;
- issuance of a report on comparative financial statements when the audits of the financial statements for periods presented for comparative purposes were conducted before the proposed standard became effective and/or before the Board adopted its interim standards; and
- issuance of a dual-dated report that include dates that straddle the effective date of this standard.

In the proposed standard, the Board had recommended the standard be effective for auditors' reports dated on or after the later of January 1, 2004 or the 10th day after SEC approval of the standard as adopted by the Board. In evaluating the comments with regard to transition, the Board decided to modify the effective date of this standard. Rather than linking the effective date of this standard to the date of the report, this auditing standard will be effective for reports issued or reissued on or after the 10th day following SEC approval of this auditing standard. After this standard becomes effective, any auditor's report issued or reissued with respect to the financial statements of a public company must state that the engagement was performed in accordance with "the standards of the Public Company Accounting Oversight Board (United States)."

One commenter also expressed concern that the proposed standard's requirement that a report state that an audit performed prior to the PCAOB's adoption of interim standards was performed in accordance with PCAOB standards would, in essence, require the auditor to re-audit the prior period's financial statements in order to bring that audit or review into conformity with current PCAOB standards. The Board does not intend to require auditors to bring audits that were performed in accordance

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with then-prevailing standards into conformity with later-prevailing standards in order to reissue a previously-issued report. When the Board adopted as interim standards the generally accepted auditing standards established by the ASB, the Board also adopted the effective dates of those standards. Therefore, reference in auditors' reports to the standards of the PCAOB with respect to financial statements audited or reviewed prior to the effective date of Auditing Standard No. 1 is equivalent to the previously-required reference to generally accepted auditing standards. The reference relates to those standards that were in effect when the audit or review was completed and should not be interpreted to imply a representation that the audit or review complied with standards that became effective after the audit or review was completed. Thus, once Auditing Standard No. 1 becomes effective, a reference to generally accepted auditing standards in reports issued in connection with financial statements of public companies is no longer appropriate or necessary.

2. Applicable Standards of the PCAOB

Several commenters recommended that the Board only require auditors' reports to refer to the *auditing* standards of the PCAOB for audits of financial statements and not to the standards of the PCAOB generally. The Board intends for report references to "the standards of the Public Company Accounting Oversight Board (United States)" to mean those auditing and related professional practice standards that are applicable to the particular engagement. For example, if an issuer does not use any outside service organization that would affect its internal control over financial reporting, then the interim auditing standard on service organizations – described in the Codification of Statements on Auditing Standards at AU § 324 (*Service Organizations*), would not be applicable. On the other hand, the Board's independence standards apply to registered public accounting firms, and associated persons thereof, in connection with the preparation and issuance of audit reports for issuers.

As another example, quality control standards generally apply to a firm's system of quality control over its accounting and auditing practice and not to individual audit engagements. Thus, a breakdown in the system of quality control does not necessarily mean that a particular audit was not conducted in accordance with the standards of the PCAOB. However, such a breakdown might result in a deficient audit if it caused or contributed to an audit deficiency. The determination as to whether a particular auditing or related professional practice standard is applicable in the context of a particular audit

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is dependent on the nature of the standard in question and on the nature of the engagement at issue.

Thus a reference to "auditing standards" of the PCAOB would be too narrow and preclusive to other standards applicable to the audit. The Board believes that reference to "the standards of the Public Company Accounting Oversight Board (United States)" is a more descriptive reference to the standards applied in the audit.

3. Reference to GAAS

The Board received a number of comments recommending that auditors' reports, with respect to financial statement audits, describe PCAOB standards as generally accepted auditing standards. The notion of general acceptance developed at a time when auditing and accounting standards were not established with the force of law by governmental or other authoritative bodies, but rather were established by consensus among the members of the accounting profession.

As far as auditing and related professional practice standards are concerned, the Board gained authority to establish such standards by the enactment of the Act. Professional consensus is no longer sufficient to establish auditing standards, and therefore the Board believes that it is no longer appropriate to refer to the standards with which an auditor of the financial statements of a public company must comply as "generally accepted." While those standards may be generally accepted in a variety of contexts, what gives them the force of law in the context of public company audits is adoption by the PCAOB and approval by the SEC.

Therefore, for purposes of any engagement performed in accordance with the applicable auditing and related professional practice standards of the PCAOB, references in the interim standards to generally accepted auditing standards, U.S. generally accepted auditing standards, auditing standards generally accepted in the United States of America, and standards established by the AICPA, mean the standards of the PCAOB.

4. References to Country of Origin and Issuing Office

The Board also received comments recommending that the Board continue to require auditors to state in their reports that the standards according to which they

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performed their engagements were those standards applicable in the United States. Adopting this recommendation will make it easier for readers of audit reports that are used in cross-border offerings and listings of securities to quickly identify the jurisdiction in which the standards were promulgated. As such, the Board has required in Auditing Standard No. 1 that auditors' reports describe the PCAOB's standards as "the standards of the Public Company Accounting Oversight Board (United States)."

Another commenter recommended that auditors identify in their reports the city and state (or country) of the registered firms issuing the reports. The SEC's rules require disclosure in the auditor's report of the city and state of the accounting firm's office issuing the report.^{7/} The Board also concurs with this recommendation and, accordingly, has modified the auditing standard and the illustrative reports in the appendix to Auditing Standard No. 1.

5. Other Auditors

The Board was asked to clarify the applicability of this standard, and the Board's standards generally, to circumstances where more than one auditing firm contributes to an audit of a consolidated entity. For example, a firm other than the firm engaged to report on the company's consolidated financial statements may be hired to audit the financial statements of a subsidiary company. In such circumstances, the auditor that conducts the majority of the audit is referred to as the principal auditor and the auditor of the subsidiary company is referred to as the other auditor.^{8/} Depending on the significance of the portion of the financial statements audited by the other auditor, the principal auditor may divide responsibility with the other auditor by making reference to the audit of the other auditor in his or her report, or the principal auditor may take responsibility for the work of the other auditor by not making any reference to the other auditor.

In either event, the entire audit must be performed in accordance with the Board's standards. Section 103 of the Act, and the Board's Rule 3100, require registered public accounting firms, and associated persons thereof, to comply with all

^{7/} 17 C.F.R. § 210.2-02 (2003).

^{8/} See Codification of Auditing Standards, AU § 543 (AICPA 2002).

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applicable auditing and related professional practice standards in connection with the preparation and issuance of audit reports on the financial statements of issuers. Whether the other auditor is a registered public accounting firm or an associated person of a registered public accounting firm, the other auditor must comply with the standards of the PCAOB.

6. Applicability to Non-U.S. Firms Not Yet Registered With the Board

Another commenter asked the Board to clarify whether non-U.S. public accounting firms – who are not required to register with the PCAOB until 2004 – will be permitted, until registered with the PCAOB, to continue to reference "auditing standards generally accepted in the United States of America" when reporting on an issuer's financial statements. Like the Board's interim standards, with which a public accounting firm is required to comply even before the firm's mandatory registration date, during the period preceding the mandatory registration date, standards of the PCAOB apply to firms engaged in work that requires their registration. Therefore, non-U.S. public accounting firms that have not yet registered, that engage in work that would require them to be registered as of the mandatory registration date, are nevertheless required to reference "the standards of the Public Company Accounting Oversight Board (United States)."

7. Application of Auditing Standard No. 1 to Audit Reports in Connection with Initial Public Offerings

Another commenter recommended that the Board expand the proposed standard to specifically address the various scenarios that auditors will encounter with respect to reporting in conjunction with initial public offerings. The SEC's Rule 3-01 of Regulation S-X requires that, like other SEC filings that must comply with Regulation S-X, a registration statement filed in connection with an initial public offering must include or otherwise incorporate "for the registrant and its subsidiaries consolidated, audited balance sheets as of the end of each of the two most recent fiscal years."^{9/} In addition, Rule 3-02 of Regulation S-X requires that there "be filed, for the registrant and its subsidiaries consolidated and for its predecessors, audited statements of income and cash flows for each of the three fiscal years preceding the date of the most recent

^{9/} 17 C.F.R. § 210.3-01 (2003).

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audited balance sheet."^{10/} The Board understands these provisions to mean that an issuer desiring to register a transaction involving the sale of securities must include balance sheets for the two years preceding the transaction, and income statements and statements of cash flows for the three years preceding the transaction, each audited in accordance with standards as required by the securities laws.

In Section 103 of the Act, Congress has provided the Board authority to establish auditing and related professional practice standards "to be used by registered public accounting firms in the preparation and issuance of audit reports." In addition, the PCAOB has adopted, and the SEC has approved, PCAOB Rule 3100, which requires registered public accounting firms to comply with all applicable auditing and related professional practice standards of the PCAOB in connection with the preparation and issuance of audit reports on the financial statements of issuers. Accordingly, audit reports on the financial statements of issuers must now comply with – and under Auditing Standard No. 1 auditors must state that they performed the audit in accordance with – the standards of the PCAOB. So long as audits that were performed prior to April 25, 2003, were performed in accordance with then-prevailing generally accepted auditing standards as required by Rule 2-02 of Regulation S-X, an auditor need not re-audit any financial statements that relate to periods preceding April 25, 2003. Further, as discussed above, because the Board adopted the "generally accepted auditing standards" in effect as of April 16, 2003, the Board believes it is appropriate to require auditors who issue or reissue reports on periods prior to the date Auditing Standard No. 1 becomes effective to state that their audits were performed in accordance with PCAOB standards, so long as they were performed in accordance with the "generally accepted auditing standards" prevailing at the time the audits were performed.

^{10/} 17 C.F.R. § 210.3-02 (2003).

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On the 17th day of December, in the year 2003, the foregoing was, in accordance with the bylaws of the Public Company Accounting Oversight Board,

ADOPTED BY THE BOARD.

/s/ J. Gordon Seymour

J. Gordon Seymour
Acting Secretary

December 17, 2003

APPENDIX –

Auditing Standard No. 1 – References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board

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Appendix – Auditing Standard No. 1

December 17, 2003

AUDITING AND RELATED PROFESSIONAL PRACTICE STANDARDS

Auditing Standard No. 1 –

***REFERENCES IN AUDITORS' REPORTS TO THE
STANDARDS OF THE PUBLIC COMPANY
ACCOUNTING OVERSIGHT BOARD***

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References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board

1. The Sarbanes-Oxley Act of 2002 authorized the Public Company Accounting Oversight Board ("PCAOB") to establish auditing and related professional practice standards to be used by registered public accounting firms. PCAOB Rule 3100, *Compliance with Auditing and Related Professional Practice Standards*, requires the auditor to comply with all applicable auditing and related professional practice standards of the PCAOB.
2. The Board has adopted as interim standards, on an initial, transitional basis, the generally accepted auditing standards, described in the American Institute of Certified Public Accountants' ("AICPA") Auditing Standards Board's Statement on Auditing Standards No. 95, *Generally Accepted Auditing Standards*, in existence on April 16, 2003.^{1/}
3. Accordingly, in connection with any engagement performed in accordance with the auditing and related professional practice standards of the PCAOB, whenever the auditor is required by the interim standards to make reference in a report to generally accepted auditing standards, U.S. generally accepted auditing standards, auditing standards generally accepted in the United States of America, or standards established by the AICPA, the auditor must instead refer to "the standards of the Public Company Accounting Oversight Board (United States)." An auditor must also include the city and state (or city and country, in the case of non-U.S. auditors) from which the auditor's report has been issued.
4. This auditing standard is effective for auditors' reports issued or reissued on or after the 10th day following approval of this auditing standard by the Securities and Exchange Commission.
5. Audit reports issued prior to the effective date of this standard were required to state that the audits that supported those reports were performed in accordance with generally accepted auditing standards. The PCAOB adopted those generally accepted auditing standards, including their respective effective dates, as they existed on April 16, 2003, as interim standards. Therefore, reference to "the standards of the Public

^{1/} The Board's rules on interim standards were adopted by the Board on April 16, 2003, and approved by the Commission on April 25, 2003. See SEC Rel. No. 33-8222 (April 25, 2003).

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Company Accounting Oversight Board (United States)" with respect to audits of financial statements performed prior to the effective date of this standard is equivalent to the previously-required reference to generally accepted auditing standards. Accordingly, upon adoption of this standard, a reference to generally accepted auditing standards in auditors' reports is no longer appropriate or necessary.

Note: The term "auditor" in this standard is intended to include both registered public accounting firms and associated persons thereof.

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APPENDIX
Illustrative Reports

The following is an illustrative report on an audit of financial statements:

Report of Independent Registered Public Accounting Firm

We have audited the accompanying balance sheets of X Company as of December 31, 20X3 and 20X2, and the related statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 20X3. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of [at] December 31, 20X3 and 20X2, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 20X3, in conformity with U.S. generally accepted accounting principles.

[Signature]

[City and State or Country]

[Date]

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The following is an illustrative report on a review of interim financial information:

Report of Independent Registered Public Accounting Firm

We have reviewed the accompanying [*describe the interim financial information or statements reviewed*] of X Company as of September 30, 20X3 and 20X2, and for the three-month and nine-month periods then ended. This (these) interim financial information (statements) is (are) the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial (statements) for it (them) to be in conformity with U.S. generally accepted accounting principles.

[*Signature*]

[City and State or Country]

[*Date*]