

2001

AICPA Professional Standards: Attestation Standards as of June 1, 2001

American Institute of Certified Public Accountants. Auditing Standards Board

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AICPA

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

AICPA Professional Standards

Volume 1

U.S. Auditing Standards

Attestation Standards

As of June 1, 2001

AT Section

**STATEMENTS ON STANDARDS FOR
ATTESTATION ENGAGEMENTS**

CONTENTS

	<i>Page</i>
Attestation Standards—Introduction	2501
Statements on Standards for Attestation Engagements	2505

[The next page is 2501.]

ATTESTATION STANDARDS

Introduction

The accompanying “attestation standards” provide guidance and establish a broad framework for a variety of attest services increasingly demanded of the accounting profession. The standards and related interpretive commentary are designed to provide professional guidelines that will enhance both consistency and quality in the performance of such services.

For years, attest services generally were limited to expressing a positive opinion on historical financial statements on the basis of an audit in accordance with generally accepted auditing standards (GAAS). However, certified public accountants increasingly have been requested to provide, and have been providing, assurance on representations other than historical financial statements and in forms other than the positive opinion. In responding to these needs, certified public accountants have been able to generally apply the basic concepts underlying GAAS to these attest services. As the range of attest services has grown, however, it has become increasingly difficult to do so.

Consequently, the main objective of adopting these attestation standards and the related interpretive commentary is to provide a general framework for and set reasonable boundaries around the attest function. As such, the standards and commentary (a) provide useful and necessary guidance to certified public accountants engaged to perform new and evolving attest services and (b) guide AICPA standard-setting bodies in establishing, if deemed necessary, interpretive standards for such services.

The attestation standards are a natural extension of the ten generally accepted auditing standards. Like the auditing standards, the attestation standards deal with the need for technical competence, independence in mental attitude, due professional care, adequate planning and supervision, sufficient evidence, and appropriate reporting; however, they are much broader in scope. (The eleven attestation standards are listed below.) Such standards apply to a growing array of attest services. These services include, for example, reports on descriptions of systems of internal control; on descriptions of computer software; on compliance with statutory, regulatory, and contractual requirements; on investment performance statistics; and on information supplementary to financial statements. Thus, the standards have been developed to be responsive to a changing environment and the demands of society.

These attestation standards apply only to attest services rendered by a certified public accountant in the practice of public accounting—that is, a practitioner as defined in footnote 1 of paragraph .01.

The attestation standards do not supersede any of the existing standards in Statements on Auditing Standards (SASs), Statements on Standards for Accounting and Review Services (SSARSs), and Statement on Standards for Accountants’ Services on Prospective Financial Information. Therefore, the practitioner who is engaged to perform an engagement subject to these existing standards should follow such standards.

Attestation Standards

General Standards

1. The engagement shall be performed by a practitioner having adequate technical training and proficiency in the attest function.
2. The engagement shall be performed by a practitioner having adequate knowledge of the subject matter.
3. The practitioner shall perform the engagement only if he or she has reason to believe that the subject matter is capable of evaluation against criteria that are suitable and available to users.
4. In all matters relating to the engagement, an independence in mental attitude shall be maintained by the practitioner.
5. Due professional care shall be exercised in the planning and performance of the engagement.

Standards of Fieldwork

1. The work shall be adequately planned and assistants, if any, shall be properly supervised.
2. Sufficient evidence shall be obtained to provide a reasonable basis for the conclusion that is expressed in the report.

Standards of Reporting

1. The report shall identify the subject matter or the assertion being reported on and state the character of the engagement.
2. The report shall state the practitioner's conclusion about the subject matter or the assertion in relation to the criteria against which the subject matter was evaluated.
3. The report shall state all of the practitioner's significant reservations about the engagement, the subject matter, and, if applicable, the assertion related thereto.
4. The report shall state that the use of the report is restricted to specified parties under the following circumstances:
 - When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - When the criteria used to evaluate the subject matter are available only to specified parties
 - When reporting on subject matter and a written assertion has not been provided by the responsible party
 - When the report is on an attest engagement to apply agreed-upon procedures to the subject matter.

[As amended, effective for attest reports issued on or after June 30, 1999, by Statement on Standards for Attestation Engagements No. 9. As amended, effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001, by Statement on Standards for Attestation Engagements No. 10.]

[The next page is 2505.]

AT

**STATEMENTS ON STANDARDS FOR
ATTESTATION ENGAGEMENTS**

These Statements are issued by the Auditing Standards Board, the Accounting and Review Services Committee, and the Management Consulting Services Executive Committee under the authority granted them by the Council of the Institute to interpret Rule 201, General Standards, and Rule 202, Compliance With Standards, of the Institute's Code of Professional Conduct. Members should be prepared to justify departures from this Statement.

Interpretations are issued by the Audit Issues Task Force of the Auditing Standards Board to provide timely guidance on the application of pronouncements of that Board. Interpretations are reviewed by the Auditing Standards Board. An interpretation is not as authoritative as a pronouncement of that Board, but members should be aware that they may have to justify a departure from an interpretation if the quality of their work is questioned.

TABLE OF CONTENTS

Section		Paragraph
101	Attest Engagements	.01-.111
	Applicability . . . . .	.01-.06
	Definitions and Underlying Concepts . . . . .	.07-.15
	Subject Matter . . . . .	.07
	Assertion . . . . .	.08-.10
	Responsible Party . . . . .	.11-.14
	Applicability to Agreed-Upon Procedures Engagements . . . . .	.15
	The Relationship of Attestation Standards to Quality Control Standards . . . . .	.16-.18
	General Standards . . . . .	.19-.41
	Training and Proficiency . . . . .	.19-.20
	Adequate Knowledge of Subject Matter . . . . .	.21-.22
	Suitability and Availability of Criteria . . . . .	.23-.34
	Suitability of Criteria . . . . .	.24-.32
	Availability of Criteria . . . . .	.33-.34
	Independence . . . . .	.35-.38
	Due Professional Care . . . . .	.39-.41

Section		Paragraph
101	Attest Engagements—continued	
	Standards of Fieldwork . . . . .	.42-.62
	Planning and Supervision . . . . .	.42-.50
	Obtaining Sufficient Evidence . . . . .	.51-.58
	Representation Letter . . . . .	.59-.62
	Standards of Reporting . . . . .	.63-.90
	Examination Reports . . . . .	.84-.87
	Review Reports . . . . .	.88-.90
	Other Information in a Client-Prepared Document Containing the Practitioner's Attest Report . . . . .	.91-.94
	Consideration of Subsequent Events in an Attest Engagement . . . . .	.95-.99
	Working Papers . . . . .	.100-.104
	Attest Services Related to Consulting Service Engagements . . . . .	.105-.108
	Attest Services as Part of a Consulting Service Engagement . . . . .	.105-.107
	Subject Matter, Assertions, Criteria, and Evidence . . . . .	.108
	Effective Date . . . . .	.109
	Appendix A—Examination Reports . . . . .	.110
	Appendix B—Review Reports . . . . .	.111
9101	Attest Engagements: Attest Engagements Interpretations of Section 101	
	1. Defense Industry Questionnaire on Business Ethics and Conduct (8/87) . . . . .	.01-.22
	2. Responding to Requests for Reports on Matters Relating to Solvency (5/88) . . . . .	.23-.33
	3. Applicability of Attestation Standards to Litigation Services (7/90) . . . . .	.34-.42
	4. Providing Access to or Photocopies of Working Papers to a Register (5/96) . . . . .	.43-.46
201	Agreed-Upon Procedures Engagements . . . . .	.01-.48
	Introduction and Applicability . . . . .	.01-.02
	Agreed-Upon Procedures Engagements . . . . .	.03-.04
	Standards . . . . .	.05
	Conditions for Engagement Performance . . . . .	.06-.07
	Agreement on and Sufficiency of Procedures . . . . .	.07
	Subject Matter and Related Assertions . . . . .	.08-.10
	Establishing an Understanding With the Client . . . . .	.10
	Nature, Timing, and Extent of Procedures . . . . .	.11-.23
	Responsibility of the Specified Parties . . . . .	.11
	Practitioner's Responsibility . . . . .	.12-.14
	Procedures to Be Performed . . . . .	.15-.18
	Involvement of a Specialist . . . . .	.19-.21
	Internal Auditors and Other Personnel . . . . .	.22-.23

Section		Paragraph
201	Agreed-Upon Procedures Engagements—continued	
	Findings . . . . .	.24-.26
	Working Papers . . . . .	.27-.30
	Reporting . . . . .	.31-.36
	Required Elements . . . . .	.31
	Illustrative Report . . . . .	.32
	Explanatory Language . . . . .	.33
	Dating of Report . . . . .	.34
	Restrictions on the Performance of Procedures . . . . .	.35
	Adding Specified Parties (Nonparticipant Parties) . . . . .	.36
	Written Representations . . . . .	.37-.39
	Knowledge of Matters Outside Agreed-Upon Procedures . . . . .	.40
	Change to an Agreed-Upon Procedures Engagement From Another Form of Engagement . . . . .	.41-.45
	Combined Reports Covering Both Restricted-Use and General-Use Subject Matter or Presentations . . . . .	.46
	Effective Date . . . . .	.47
	Appendix—Additional Illustrative Reports . . . . .	.48
301	Financial Forecasts and Projections . . . . .	.01-.70
	Introduction . . . . .	.01-.07
	Definitions . . . . .	.08
	Uses of Prospective Financial Statements . . . . .	.09-.11
	Compilation of Prospective Financial Statements . . . . .	.12-.28
	Working Papers . . . . .	.17
	Reports on Compiled Prospective Financial Statements . . . . .	.18-.25
	Modifications of the Standard Compilation Report . . . . .	.26-.28
	Examination of Prospective Financial Statements . . . . .	.29-.50
	Working Papers . . . . .	.32
	Reports on Examined Prospective Financial Statements . . . . .	.33-.37
	Modifications to the Practitioner’s Opinion . . . . .	.38-.44
	Other Modifications to the Standard Examination Report . . . . .	.45-.50
	Applying Agreed-Upon Procedures to Prospective Financial Statements . . . . .	.51-.56
	Reports on the Results of Applying Agreed-Upon Procedures . . . . .	.55-.56
	Partial Presentations . . . . .	.57-.58
	Other Information . . . . .	.59-.66
	Effective Date . . . . .	.67
	Appendix A—Minimum Presentation Guidelines . . . . .	.68
	Appendix B—Training and Proficiency, Planning, and Procedures Applicable to Compilations . . . . .	.69
	Appendix C—Training and Proficiency, Planning, and Procedures Applicable to Examinations . . . . .	.70

<i>Section</i>		<i>Paragraph</i>
401	Reporting on Pro Forma Financial Information	.01-.22
	Introduction . . . . .	.01-.03
	Presentation of Pro Forma Financial Information . . . . .	.04-.06
	Conditions for Reporting . . . . .	.07
	Practitioner's Objective . . . . .	.08-.09
	Procedures . . . . .	.10
	Reporting on Pro Forma Financial Information . . . . .	.11-.16
	Effective Date . . . . .	.17
	Appendix A—Report on Examination of Pro Forma Financial Information . . . . .	.18
	Appendix B—Report on Review of Pro Forma Financial Information . . . . .	.19
	Appendix C—Report on Examination of Pro Forma Financial Information at Year-End With a Review of Pro Forma Financial Information for a Subsequent Interim Date . . . . .	.20
	Appendix D—Report on Examination of Pro Forma Financial Information Giving Effect to a Business Combination to Be Accounted for as a Pooling of Interests . . . . .	.21
	Appendix E—Other Example Reports . . . . .	.22
501	Reporting on an Entity's Internal Control Over Financial Reporting	.01-.84
	Applicability . . . . .	.01-.12
	Conditions for Engagement Performance . . . . .	.04-.09
	Other Attest Services . . . . .	.10-.11
	Nonattest Services . . . . .	.12
	Components of an Entity's Internal Control . . . . .	.13
	Limitations of an Entity's Internal Control . . . . .	.14-.15
	Examination Engagement . . . . .	.16-.34
	Planning the Engagement . . . . .	.18-.21
	General Considerations . . . . .	.18
	Multiple Locations . . . . .	.19
	Internal Audit Function . . . . .	.20
	Documentation . . . . .	.21
	Obtaining an Understanding of Internal Control . . . . .	.22
	Evaluating the Design Effectiveness of Controls . . . . .	.23-.26
	Testing and Evaluating the Operating Effectiveness of Controls . . . . .	.27-.33
	Forming an Opinion . . . . .	.34
	Deficiencies in an Entity's Internal Control . . . . .	.35-.43
	Reportable Conditions . . . . .	.36
	Material Weakness . . . . .	.37-.40
	Communicating Reportable Conditions and Material Weaknesses . . . . .	.41-.43

Section		Paragraph
501	Reporting on an Entity's Internal Control Over Financial Reporting—continued	
	Written Representations . . . . .	.44-.45
	Reporting Standards . . . . .	.46-.76
	Restricting the Use of the Report . . . . .	.52
	Report Modifications . . . . .	.53
	Material Weaknesses . . . . .	.54-.57
	Practitioner's Report on Internal Control Identifies a Material Weakness and Is Included in the Same Document Containing the Audit Report . . . . .	.58
	Scope Limitations . . . . .	.59-.62
	Opinion Based in Part on the Report of Another Practitioner . . . . .	.63-.64
	Subsequent Events . . . . .	.65-.68
	Reporting on the Effectiveness of a Segment of the Entity's Internal Control . . . . .	.69
	Reporting on the Suitability of Design of the Entity's Internal Control . . . . .	.70-.71
	Reporting on Internal Control Based on Criteria Specified by a Regulatory Agency . . . . .	.72-.76
	Other Information in a Client-Prepared Document Containing the Practitioner's Report on the Effectiveness of the Entity's Internal Control . . . . .	.77
	Relationship of the Practitioner's Examination of an Entity's Internal Control to the Opinion Obtained in an Audit . . . . .	.78-.81
	Relationship to the Foreign Corrupt Practices Act . . . . .	.82
	Effective Date . . . . .	.83
	Appendix . . . . .	.84
9501	Reporting on an Entity's Internal Control Over Financial Reporting: Attest Engagements Interpretations of Section 501	
	1. Pre-Award Surveys (2/97) . . . . .	.01-.08
601	Compliance Attestation	.01-.72
	Introduction and Applicability . . . . .	.01-.03
	Scope of Services . . . . .	.04-.08
	Conditions for Engagement Performance . . . . .	.09-.14
	Responsible Party . . . . .	.15
	Agreed-Upon Procedures Engagement . . . . .	.16-.29
	Examination Engagement . . . . .	.30-.67
	Attestation Risk . . . . .	.31-.35
	Inherent Risk . . . . .	.33
	Control Risk . . . . .	.34
	Detection Risk . . . . .	.35

<i>Section</i>		<i>Paragraph</i>
601	Compliance Attestation—continued	
	Materiality . . . . .	.36-.37
	Performing an Examination Engagement . . . . .	.38-.39
	Obtaining an Understanding of the Specified Compliance Requirements . . . . .	.40
	Planning the Engagement . . . . .	.41-.44
	General Considerations . . . . .	.41
	Multiple Components . . . . .	.42
	Using the Work of a Specialist . . . . .	.43
	Internal Audit Function . . . . .	.44
	Consideration of Internal Control Over Compliance . . . . .	.45-.47
	Obtaining Sufficient Evidence . . . . .	.48-.49
	Consideration of Subsequent Events . . . . .	.50-.52
	Forming an Opinion . . . . .	.53
	Reporting . . . . .	.54-.62
	Report Modifications . . . . .	.63-.67
	Material Noncompliance . . . . .	.64-.67
	Representation Letter . . . . .	.68-.70
	Other Information in a Client-Prepared Document Containing Management's Assertion About the Entity's Compliance With Specified Requirements or the Effectiveness of the Internal Control Over Compliance . . . . .	.71
	Effective Date . . . . .	.72
701	Management's Discussion and Analysis . . . . .	.01-.117
	General . . . . .	.01-.27
	Applicability . . . . .	.02-.04
	Conditions for Engagement Performance . . . . .	.05-.14
	Examination . . . . .	.05-.07
	Review . . . . .	.08-.14
	Engagement Acceptance Considerations . . . . .	.15
	Responsibilities of Management . . . . .	.16-.17
	Obtaining an Understanding of the SEC Rules and Regulations and Management's Methodology for the Preparation of MD&A . . . . .	.18-.19
	Timing of Procedures . . . . .	.20
	Materiality . . . . .	.21-.22
	Inclusion of Pro Forma Financial Information . . . . .	.23
	Inclusion of External Information . . . . .	.24
	Inclusion of Forward-Looking Information . . . . .	.25-.26
	Inclusion of Voluntary Information . . . . .	.27

Table of Contents

2511

<i>Section</i>	<i>Paragraph</i>
701	Management's Discussion and Analysis—continued
Examination Engagement . . . . .	.28-.75
Attestation Risk . . . . .	.29-.33
Inherent Risk . . . . .	.31
Control Risk . . . . .	.32
Detection Risk . . . . .	.33
Nature of Assertions . . . . .	.34-.39
Performing an Examination Engagement . . . . .	.40-.41
Planning the Engagement . . . . .	.42-.48
General Considerations . . . . .	.42-.43
Consideration of Audit Results . . . . .	.44-.45
Multiple Components . . . . .	.46
Using the Work of a Specialist . . . . .	.47
Internal Audit Function . . . . .	.48
Consideration of Internal Control Applicable to the Preparation of MD&A . . . . .	.49-.58
Obtaining Sufficient Evidence . . . . .	.59-.64
Testing Completeness . . . . .	.61
Nonfinancial Data . . . . .	.62-.64
Consideration of the Effect of Events Subsequent to the Balance-Sheet Date . . . . .	.65-.66
Forming an Opinion . . . . .	.67
Reporting . . . . .	.68-.75
Dating . . . . .	.70
Report Modifications . . . . .	.71-.73
Reference to Report of Another Practitioner . . . . .	.74
Emphasis of a Matter . . . . .	.75
Review Engagement . . . . .	.76-.91
Planning the Engagement . . . . .	.77
Consideration of Internal Control Applicable to the Preparation of MD&A . . . . .	.78
Application of Analytical Procedures and Inquiries . . . . .	.79-.81
Reporting . . . . .	.82-.91
Dating . . . . .	.86
Report Modifications . . . . .	.87-.90
Emphasis of a Matter . . . . .	.91
Combined Examination and Review on MD&A . . . . .	.92-.93
When Practitioner Is Engaged Subsequent to the Filing of MD&A . . . . .	.94-.98
When a Predecessor Auditor Has Audited Prior Period Financial Statements . . . . .	.99-.104
Communications Between Predecessor and Successor Auditors . . . . .	.102-.104

<i>Section</i>	<i>Paragraph</i>
701	Management's Discussion and Analysis—continued
	Another Auditor Audits a Significant Part of the Financial Statements
	.105
	Responsibility for Other Information in Documents Containing MD&A
	.106
	Communications With the Audit Committee
	.107-.109
	Obtaining Written Representations
	.110-.112
	Effective Date
	.113
	Appendix A—Examination Reports
	.114
	Appendix B—Review Reports
	.115
	Appendix C—Combined Reports
	.116
	Appendix D—Comparison of Activities Performed Under SAS No. 8, <i>Other Information in Documents Containing Audited Financial Statements</i> [AU section 550], Versus a Review or an Examination Attest Engagement
	.117

[The next page is 2521.]

AT Section 101

Attest Engagements

Source: SSAE No. 10.

See section 9101 for interpretations of this section.

Effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Earlier application is permitted.

Applicability

.01 This section applies to engagements, except for those services discussed in paragraph .04, in which a certified public accountant in the practice of public accounting¹ (hereinafter referred to as a *practitioner*) is engaged to issue or does issue an examination, a review, or an agreed-upon procedures report on subject matter, or an assertion about the subject matter (hereafter referred to as *the assertion*), that is the responsibility of another party.²

.02 This section establishes a framework for attest³ engagements performed by practitioners and for the ongoing development of related standards. For certain subject matter, specific attestation standards have been developed to provide additional requirements for engagement performance and reporting.

.03 When a practitioner undertakes an attest engagement for the benefit of a government body or agency and agrees to follow specified government standards, guides, procedures, statutes, rules, and regulations, the practitioner is obliged to follow those governmental requirements as well as the applicable attestation standards.

.04 Professional services provided by practitioners that are not covered by this SSAE include the following:

- a. Services performed in accordance with Statements on Auditing Standards (SASs)
- b. Services performed in accordance with Statements on Standards for Accounting and Review Services (SSARSs)
- c. Services performed in accordance with the Statement on Standards for Consulting Services (SSCS), such as engagements in which the practitioner's role is solely to assist the client (for example, acting as

¹ For a definition of the term *practice of public accounting*, see *Definitions* [ET section 92.09].

² See section 301, *Financial Forecasts and Projections*, paragraph .02, for additional guidance on applicability when engaged to provide an attest service on a financial forecast or projection.

³ The term *attest* and its variants, such as *attesting* and *attestation*, are used in a number of state accountancy laws, and in regulations issued by state boards of accountancy under such laws, for different purposes and with different meanings from those intended by this section. Consequently, the definition of *attest engagements* set out in paragraph .01, and the attendant meaning of *attest* and *attestation* as used throughout the section, should not be understood as defining these terms and similar terms, as they are used in any law or regulation, nor as embodying a common understanding of the terms which may also be reflected in such laws or regulations.

the company accountant in preparing information other than financial statements), or engagements in which a practitioner is engaged to testify as an expert witness in accounting, auditing, taxation, or other matters, given certain stipulated facts

- d. Engagements in which the practitioner is engaged to advocate a client's position—for example, tax matters being reviewed by the Internal Revenue Service
- e. Tax engagements in which a practitioner is engaged to prepare tax returns or provide tax advice

.05 An attest engagement may be part of a larger engagement, for example, a feasibility study or business acquisition study may also include an examination of prospective financial information. In such circumstances, these standards apply only to the attest portion of the engagement.

.06 Any professional service resulting in the expression of assurance must be performed under AICPA professional standards that provide for the expression of such assurance. Reports issued by a practitioner in connection with other professional standards should be written to be clearly distinguishable from and not to be confused with attest reports. For example, a practitioner performing an engagement which is intended solely to assist an organization in improving its controls over the privacy of client data should not issue a report as a result of that engagement expressing assurance as to the effectiveness of such controls. Additionally, a report that merely excludes the words, "... was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants..." but is otherwise similar to an examination, a review or an agreed-upon procedures attest report may be inferred to be an attest report.

Definitions and Underlying Concepts

Subject Matter

.07 The subject matter of an attest engagement may take many forms, including the following:

- a. Historical or prospective performance or condition (for example, historical or prospective financial information, performance measurements, and backlog data)
- b. Physical characteristics (for example, narrative descriptions, square footage of facilities)
- c. Historical events (for example, the price of a market basket of goods on a certain date)
- d. Analyses (for example, break-even analyses)
- e. Systems and processes (for example, internal control)
- f. Behavior (for example, corporate governance, compliance with laws and regulations, and human resource practices)

The subject matter may be as of a point in time or for a period of time.

Assertion

.08 An assertion is any declaration or set of declarations about whether the subject matter is based on or in conformity with the criteria selected.

.09 A practitioner may report on a written assertion or may report directly on the subject matter. In either case, the practitioner should ordinarily obtain a written assertion in an examination or a review engagement. A written assertion may be presented to a practitioner in a number of ways, such as in a narrative description, within a schedule, or as part of a representation letter appropriately identifying what is being presented and the point in time or period of time covered.

.10 When a written assertion has not been obtained, a practitioner may still report on the subject matter; however, the form of the report will vary depending on the circumstances and its use should be restricted.⁴ In this section, see paragraphs .58 and .60 on gathering sufficient evidence and paragraphs .73 to .75 and .78 to .80 for reporting guidance.

Responsible Party

.11 The *responsible party* is defined as the person or persons, either as individuals or representatives of the entity, responsible for the subject matter. If the nature of the subject matter is such that no such party exists, a party who has a reasonable basis for making a written assertion about the subject matter may provide such an assertion (hereinafter referred to as the *responsible party*).

.12 The practitioner may be engaged to gather information to enable the responsible party to evaluate the subject matter in connection with providing a written assertion. Regardless of the procedures performed by the practitioner, the responsible party must accept responsibility for its assertion and the subject matter and must not base its assertion solely on the practitioner's procedures.⁵

.13 Because the practitioner's role in an attest engagement is that of an *attester*, the practitioner should not take on the role of the responsible party in an attest engagement. Therefore, the need to clearly identify a responsible party is a prerequisite for an attest engagement. A practitioner may accept an engagement to perform an examination, a review or an agreed-upon procedures engagement on subject matter or an assertion related thereto provided that one of the following conditions is met.

- a. The party wishing to engage the practitioner is responsible for the subject matter, or has a reasonable basis for providing a written assertion about the subject matter if the nature of the subject matter is such that a responsible party does not otherwise exist.
- b. The party wishing to engage the practitioner is not responsible for the subject matter but is able to provide the practitioner, or have a third party who is responsible for the subject matter provide the practitioner, with evidence of the third party's responsibility for the subject matter.

.14 The practitioner should obtain written acknowledgment or other evidence of the responsible party's responsibility for the subject matter, or the

⁴ When the practitioner is unable to perform the inquiry and analytical or other procedures that he or she considers necessary to achieve the limited assurance contemplated by a review, or when the client is the responsible party and does not provide the practitioner with a written assertion, the review will be incomplete. A review that is incomplete is not an adequate basis for issuing a review report and, accordingly, the practitioner should withdraw from the engagement.

⁵ See paragraph .108 regarding the practitioner's assistance in developing subject matter or criteria.

written assertion, as it relates to the objective of the engagement. The responsible party can acknowledge that responsibility in a number of ways, for example, in an engagement letter, a representation letter, or the presentation of the subject matter, including the notes thereto, or the written assertion. If the practitioner is not able to directly obtain written acknowledgment, the practitioner should obtain other evidence of the responsible party's responsibility for the subject matter (for example, by reference to legislation, a regulation, or a contract).

Applicability to Agreed-Upon Procedures Engagements

.15 An agreed-upon procedures attest engagement is one in which a practitioner is engaged to issue a report of findings based on specific procedures performed on subject matter. The general, fieldwork, and reporting standards for attest engagements set forth in this section are applicable to agreed-upon procedures engagements. Because the application of these standards to agreed-upon procedures engagements is discussed in section 201, *Agreed-Upon Procedures Engagements*, such engagements are not discussed further in this section.

The Relationship of Attestation Standards to Quality Control Standards

.16 The practitioner is responsible for compliance with the American Institute of Certified Public Accountants' (AICPA's) Statements on Standards for Attestation Engagements (SSAEs) in an attest engagement. Rule 202, *Compliance With Standards*, of the Code of Professional Conduct [ET section 202.01], requires members to comply with such standards when conducting professional services.

.17 A firm of practitioners also needs to comply with the quality control standards in the conduct of a firm's attest practice.⁶ Thus, a firm should establish quality control policies and procedures to provide it with reasonable assurance of conforming with attestation standards in its attest engagements. The nature and extent of a firm's quality control policies and procedures depend on factors such as its size, the degree of operating autonomy allowed its personnel and its practice offices, the nature of its practice, its organization, and appropriate cost-benefit considerations.

.18 Attestation standards relate to the conduct of individual attest engagements; quality control standards relate to the conduct of a firm's attest practice as a whole. Thus, attestation standards and quality control standards are related and the quality control policies and procedures that a firm adopts may affect both the conduct of individual attest engagements and the conduct of a firm's attest practice as a whole.

General Standards

Training and Proficiency

.19 The first general standard is—*The engagement shall be performed by a practitioner having adequate technical training and proficiency in the attest function.*

⁶ The elements of quality control are identified in Statement of Quality Control Standards (SQCS) No. 2, *System of Quality Control for a CPA Firm's Accounting and Auditing Practice* [QC section 20].

.20 Performing attest services is different from preparing and presenting subject matter or an assertion. The latter involves collecting, classifying, summarizing, and communicating information; this usually entails reducing a mass of detailed data to a manageable and understandable form. On the other hand, performing attest services involves gathering evidence to support the subject matter or the assertion and objectively assessing the measurements and communications of the responsible party. Thus, attest services are analytical, critical, investigative, and are concerned with the basis and support for the subject matter or the assertion.

Adequate Knowledge of Subject Matter

.21 The second general standard is—*The engagement shall be performed by a practitioner having adequate knowledge of the subject matter.*

.22 A practitioner may obtain adequate knowledge of the subject matter through formal or continuing education, including self-study, or through practical experience. However, this standard does not necessarily require a practitioner to personally acquire all of the necessary knowledge in the subject matter to be qualified to express a conclusion. This knowledge requirement may be met, in part, through the use of one or more specialists on a particular attest engagement if the practitioner has sufficient knowledge of the subject matter (a) to communicate to the specialist the objectives of the work and (b) to evaluate the specialist's work to determine if the objectives were achieved.

Suitability and Availability of Criteria

.23 The third general standard is—*The practitioner shall perform the engagement only if he or she has reason to believe that the subject matter is capable of evaluation against criteria that are suitable and available to users.*

Suitability of Criteria

.24 Criteria are the standards or benchmarks used to measure and present the subject matter and against which the practitioner evaluates the subject matter. Suitable criteria must have each of the following attributes:

- *Objectivity*—Criteria should be free from bias.
- *Measurability*—Criteria should permit reasonably consistent measurements, qualitative or quantitative, of subject matter.
- *Completeness*—Criteria should be sufficiently complete so that those relevant factors that would alter a conclusion about subject matter are not omitted.
- *Relevance*—Criteria should be relevant to the subject matter.

.25 Criteria that are established or developed by groups composed of experts that follow due process procedures, including exposure of the proposed criteria for public comment, ordinarily should be considered suitable. Criteria promulgated by a body designated by the AICPA Governing Council under the AICPA Code of Professional Conduct are, by definition, considered to be suitable.

.26 Criteria may be established or developed by the client, the responsible party, industry associations, or other groups that do not follow due process procedures or do not as clearly represent the public interest. To determine whether these criteria are suitable, the practitioner should evaluate them based on the attributes described in paragraph .24.

.27 Regardless of who establishes or develops the criteria, the responsible party or the client is responsible for selecting the criteria and the client is responsible for determining that such criteria are appropriate for its purposes.

.28 The use of suitable criteria does not presume that all persons or groups would be expected to select the same criteria in evaluating the same subject matter. There may be more than one set of suitable criteria for a given subject matter. For example, in an engagement to express assurance about customer satisfaction, a responsible party may select as a criterion for customer satisfaction that all customer complaints are resolved to the satisfaction of the customer. In other cases, another responsible party may select a different criterion, such as the number of repeat purchases in the three months following the initial purchase.

.29 In evaluating the measurability attribute as described in paragraph .24, the practitioner should consider whether the criteria are sufficiently precise to permit people having competence in and using the same measurement criterion to be able to ordinarily obtain materially similar measurements. Consequently, practitioners should not perform an engagement when the criteria are so subjective or vague that reasonably consistent measurements, qualitative or quantitative, of subject matter cannot ordinarily be obtained. However, practitioners will not always reach the same conclusion because such evaluations often require the exercise of considerable professional judgment.

.30 For the purpose of assessing whether the use of particular criteria can be expected to yield reasonably consistent measurement and evaluation, consideration should be given to the nature of the subject matter. For example, *soft information*, such as forecasts or projections, would be expected to have a wider range of reasonable estimates than *hard data*, such as the calculated investment performance of a defined portfolio of managed investment products.

.31 Some criteria may be appropriate for only a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria. For instance, criteria set forth in a lease agreement for override payments may be appropriate only for reporting to the parties to the agreement because of the likelihood that such criteria would be misunderstood or misinterpreted by parties other than those who have specifically agreed to the criteria. Such criteria can be agreed upon directly by the parties or through a designated representative. If a practitioner determines that such criteria are appropriate only for a limited number of parties, the use of the report should be restricted to those specified parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria.

.32 The third general standard in paragraph .23 applies equally regardless of the level of the attest service to be provided. Consequently, it is inappropriate to perform a review engagement if the practitioner concludes that an examination cannot be performed because competent persons using the same criteria would not be able to obtain materially similar evaluations.

Availability of Criteria

.33 The criteria should be available to users in one or more of the following ways:

- a. Available publicly
- b. Available to all users through inclusion in a clear manner in the presentation of the subject matter or in the assertion

- c. Available to all users through inclusion in a clear manner in the practitioner's report
- d. Well understood by most users, although not formally available (for example, "The distance between points A and B is twenty feet;" the criterion of distance measured in feet is considered to be well understood)
- e. Available only to specified parties; for example, terms of a contract or criteria issued by an industry association that are available only to those in the industry

.34 If criteria are only available to specified parties, the practitioner's report should be restricted to those parties who have access to the criteria as described in paragraphs .78 and .80.

Independence

.35 The fourth general standard is—*In all matters relating to the engagement, an independence in mental attitude shall be maintained by the practitioner.*⁷

.36 The practitioner should maintain the intellectual honesty and impartiality necessary to reach an unbiased conclusion about the subject matter or the assertion. This is a cornerstone of the attest function.

.37 In the final analysis, independence in mental attitude means objective consideration of facts, unbiased judgments, and honest neutrality on the part of the practitioner in forming and expressing conclusions. It implies not the attitude of an advocate or an adversary but an impartiality that recognizes an obligation for fairness. Independence in mental attitude presumes an undeviating concern for an unbiased conclusion about the subject matter or an assertion no matter what the subject matter or the assertion may be.

.38 The profession has established, through the AICPA's Code of Professional Conduct, precepts to guard against the *presumption* of loss of independence. Presumption is stressed because the possession of intrinsic independence is a matter of personal quality rather than of rules that formulate certain objective tests. Insofar as these precepts have been incorporated in the profession's code, they have the force of professional law for the independent practitioner.

Due Professional Care

.39 The fifth general standard is—*Due professional care shall be exercised in the planning and performance of the engagement.*

.40 Due professional care imposes a responsibility on each practitioner involved with the engagement to observe each of the attestation standards. Exercise of due professional care requires critical review at every level of supervision of the work done and the judgment exercised by those assisting in the engagement, including the preparation of the report.

⁷ The practitioner performing an attest engagement should be *independent* pursuant to Rule 101, *Independence*, of the Code of Professional Conduct [ET section 101.01]. Interpretation No. 11, "Independence and the Performance of Professional Services Under the Statements on Standards for Attestation Engagements and Statement on Auditing Standards No. 75, *Engagements to Apply Agreed-Upon Procedures to Specified Elements, Accounts, or Items of a Financial Statement*," [ET section 101.13], to rule 101 [ET section 101.01] provides guidance about its application to certain attest engagements.

.41 *Cooley on Torts*, a legal treatise, describes the obligation for due care as follows:

Every man who offers his services to another and is employed assumes the duty to exercise in the employment such skill as he possesses with reasonable care and diligence. In all these employments where peculiar skill is requisite, if one offers his services, he is understood as holding himself out to the public as possessing the degree of skill commonly possessed by others in the same employment, and if his pretensions are unfounded, he commits a species of fraud upon every man who employs him in reliance on his public profession. But no man, whether skilled or unskilled, undertakes that the task he assumes shall be performed successfully, and without fault or error; he undertakes for good faith and integrity, but not for infallibility, and he is liable to his employer for negligence, bad faith, or dishonesty, but not for losses consequent upon mere errors of judgment.⁸

Standards of Fieldwork

Planning and Supervision

.42 The first standard of fieldwork is—*The work shall be adequately planned and assistants, if any, shall be properly supervised.*

.43 Proper planning and supervision contribute to the effectiveness of attest procedures. Proper planning directly influences the selection of appropriate procedures and the timeliness of their application, and proper supervision helps ensure that planned procedures are appropriately applied.

.44 Planning an attest engagement involves developing an overall strategy for the expected conduct and scope of the engagement. To develop such a strategy, practitioners need to have sufficient knowledge to enable them to understand adequately the events, transactions, and practices that, in their judgment, have a significant effect on the subject matter or the assertion.

.45 Factors to be considered by the practitioner in planning an attest engagement include the following:

- a. The criteria to be used
- b. Preliminary judgments about attestation risk⁹ and materiality for attest purposes
- c. The nature of the subject matter or the items within the assertion that are likely to require revision or adjustment
- d. Conditions that may require extension or modification of attest procedures
- e. The nature of the report expected to be issued

⁸ D. Haggard, *Cooley on Torts*, 472 (4th ed., 1932).

⁹ *Attestation risk* is the risk that the practitioner may unknowingly fail to appropriately modify his or her attest report on the subject matter or an assertion that is materially misstated. It consists of (a) the risk (consisting of *inherent risk* and *control risk*) that the subject matter or assertion contains deviations or misstatements that could be material and (b) the risk that the practitioner will not detect such deviations or misstatements (*detection risk*).

.46 The practitioner should establish an understanding with the client regarding the services to be performed for each engagement.¹⁰ Such an understanding reduces the risk that either the practitioner or the client may misinterpret the needs or expectations of the other party. For example, it reduces the risk that the client may inappropriately rely on the practitioner to protect the entity against certain risks or to perform certain functions that are the client's responsibility. The understanding should include the objectives of the engagement, management's responsibilities, the practitioner's responsibilities, and limitations of the engagement. The practitioner should document the understanding in the working papers, preferably through a written communication with the client. If the practitioner believes an understanding with the client has not been established, he or she should decline to accept or perform the engagement.

.47 The nature, extent, and timing of planning will vary with the nature and complexity of the subject matter or the assertion and the practitioner's prior experience with management. As part of the planning process, the practitioner should consider the nature, extent, and timing of the work to be performed to accomplish the objectives of the attest engagement. Nevertheless, as the attest engagement progresses, changed conditions may make it necessary to modify planned procedures.

.48 Supervision involves directing the efforts of assistants who participate in accomplishing the objectives of the attest engagement and determining whether those objectives were accomplished. Elements of supervision include instructing assistants, staying informed of significant problems encountered, reviewing the work performed, and dealing with differences of opinion among personnel. The extent of supervision appropriate in a given instance depends on many factors, including the nature and complexity of the subject matter and the qualifications of the persons performing the work.

.49 Assistants should be informed of their responsibilities, including the objectives of the procedures that they are to perform and matters that may affect the nature, extent, and timing of such procedures. The practitioner with final responsibility for the engagement should direct assistants to bring to his or her attention significant questions raised during the attest engagement so that their significance may be assessed.

.50 The work performed by each assistant should be reviewed to determine whether it was adequately performed and to evaluate whether the results are consistent with the conclusion to be presented in the practitioner's report.

Obtaining Sufficient Evidence

.51 The second standard of fieldwork is—*Sufficient evidence shall be obtained to provide a reasonable basis for the conclusion that is expressed in the report.*

.52 Selecting and applying procedures that will accumulate evidence that is sufficient in the circumstances to provide a reasonable basis for the level of assurance to be expressed in the attest report requires the careful exercise of professional judgment. A broad array of available procedures may be applied in an attest engagement. In establishing a proper combination of procedures to appropriately restrict attestation risk, the practitioner should consider the following presumptions, bearing in mind that they are not mutually exclusive and may be subject to important exceptions.

¹⁰ See SQCS No. 2, paragraph 16 [QC section 20.16].

- a. Evidence obtained from independent sources outside an entity provides greater assurance about the subject matter or the assertion than evidence secured solely from within the entity.
- b. Information obtained from the independent attester's direct personal knowledge (such as through physical examination, observation, computation, operating tests, or inspection) is more persuasive than information obtained indirectly.
- c. The more effective the controls over the subject matter, the more assurance they provide about the subject matter or the assertion.

.53 Thus, in the hierarchy of available attest procedures, those that involve search and verification (for example, inspection, confirmation, or observation), particularly when using independent sources outside the entity, are generally more effective in restricting attestation risk than those involving internal inquiries and comparisons of internal information (for example, analytical procedures and discussions with individuals responsible for the subject matter or the assertion). On the other hand, the latter are generally less costly to apply.

.54 In an attest engagement designed to provide a high level of assurance (referred to as an *examination*), the practitioner's objective is to accumulate sufficient evidence to restrict attestation risk to a level that is, in the practitioner's professional judgment, appropriately low for the high level of assurance that may be imparted by his or her report. In such an engagement, a practitioner should select from all available procedures—that is, procedures that assess inherent and control risk and restrict detection risk—any combination that can restrict attestation risk to such an appropriately low level.

.55 In an attest engagement designed to provide a moderate level of assurance (referred to as a *review*), the objective is to accumulate sufficient evidence to restrict attestation risk to a moderate level. To accomplish this, the types of procedures performed generally are limited to inquiries and analytical procedures (rather than also including search and verification procedures).

.56 Nevertheless, there will be circumstances in which inquiry and analytical procedures (a) cannot be performed, (b) are deemed less efficient than other procedures, or (c) yield evidence indicating that the subject matter or the assertion may be incomplete or inaccurate. In the first circumstance, the practitioner should perform other procedures that he or she believes can provide him or her with a level of assurance equivalent to that which inquiries and analytical procedures would have provided. In the second circumstance, the practitioner may perform other procedures that he or she believes would be more efficient to provide him or her with a level of assurance equivalent to that which inquiries and analytical procedures would provide. In the third circumstance, the practitioner should perform additional procedures.

.57 The extent to which attestation procedures will be performed should be based on the level of assurance to be provided and the practitioner's consideration of (a) the nature and materiality of the information to be tested to the subject matter or the assertion taken as a whole, (b) the likelihood of misstatements, (c) knowledge obtained during current and previous engagements, (d) the responsible party's competence in the subject matter, (e) the extent to which the information is affected by the assenter's judgment, and (f) inadequacies in the responsible party's underlying data.

.58 As part of the attestation procedures, the practitioner considers the written assertion ordinarily provided by the responsible party. If a written

assertion cannot be obtained from the responsible party, the practitioner should consider the effects on his or her ability to obtain sufficient evidence to form a conclusion about the subject matter. When the practitioner's client is the responsible party, a failure to obtain a written assertion should result in the practitioner concluding that a scope limitation exists.¹¹ When the practitioner's client is not the responsible party and a written assertion is not provided, the practitioner may be able to conclude that he or she has sufficient evidence to form a conclusion about the subject matter.

Representation Letter

.59 During an attest engagement, the responsible party makes many representations to the practitioner, both oral and written, in response to specific inquiries or through the presentation of subject matter or an assertion. Such representations from the responsible party are part of the evidential matter the practitioner obtains.

.60 Written representations from the responsible party ordinarily confirm representations explicitly or implicitly given to the practitioner, indicate and document the continuing appropriateness of such representations, and reduce the possibility of misunderstanding concerning the matters that are the subject of the representations. Accordingly, in an examination or a review engagement, a practitioner should consider obtaining a representation letter from the responsible party. Examples of matters that might appear in such a representation letter include the following:¹²

- a. A statement acknowledging responsibility for the subject matter and, when applicable, the assertion
- b. A statement acknowledging responsibility for selecting the criteria, where applicable
- c. A statement acknowledging responsibility for determining that such criteria are appropriate for its purposes, where the responsible party is the client
- d. The assertion about the subject matter based on the criteria selected
- e. A statement that all known matters contradicting the assertion and any communication from regulatory agencies affecting the subject matter or the assertion have been disclosed to the practitioner
- f. Availability of all records relevant to the subject matter
- g. A statement that any known events subsequent to the period (or point in time) of the subject matter being reported on that would have a material effect on the subject matter (or, if applicable, the assertion) have been disclosed to the practitioner
- h. Other matters as the practitioner deems appropriate

¹¹ When the client is the responsible party, it is presumed that the client will be capable of providing the practitioner with a written assertion regarding the subject matter. Failure to provide the written assertion in this circumstance is a client-imposed limitation on the practitioner's evidence-gathering efforts. In an examination, the practitioner should modify the report for the scope limitation. In a review engagement, such a scope limitation results in an incomplete review and the practitioner should withdraw from the engagement.

¹² Specific written representations will depend on the circumstances of the engagement (for example, whether the client is the responsible party) and the nature of the subject matter and the criteria. For example, when the client is not the responsible party but has selected the criteria, the practitioner might obtain the representation regarding responsibility for selection of the criteria from the client rather than the responsible party (see paragraph .61).

.61 When the client is not the responsible party, the practitioner should consider obtaining a letter of written representations from the client as part of the attest engagement. Examples of matters that might appear in such a representation letter include the following:

- a. A statement that any known events subsequent to the period (or point in time) of the subject matter being reported on that would have a material effect on the subject matter (or, if applicable, the assertion) have been disclosed to the practitioner
- b. A statement acknowledging the client's responsibility for selecting the criteria, where applicable
- c. A statement acknowledging the client's responsibility for determining that such criteria are appropriate for its purposes
- d. Other matters as the practitioner deems appropriate

.62 If the responsible party or the client refuses to furnish all written representations that the practitioner deems necessary, the practitioner should consider the effects of such a refusal on his or her ability to issue a conclusion about the subject matter. If the practitioner believes that the representation letter is necessary to obtain sufficient evidence to issue a report, the responsible party's or the client's refusal to furnish such evidence in the form of written representations constitutes a limitation on the scope of an examination sufficient to preclude an unqualified opinion and is ordinarily sufficient to cause the practitioner to disclaim an opinion or withdraw from an examination engagement. However, based on the nature of the representations not obtained or the circumstances of the refusal, the practitioner may conclude, in an examination engagement, that a qualified opinion is appropriate. Further, the practitioner should consider the effects of the refusal on his or her ability to rely on other representations. When a scope limitation exists in a review engagement, the practitioner should withdraw from the engagement. (See paragraph .75.)

Standards of Reporting

.63 The first standard of reporting is—*The report shall identify the subject matter or the assertion being reported on and state the character of the engagement.*

.64 The practitioner who accepts an attest engagement should issue a report on the subject matter or the assertion or withdraw from the attest engagement. If the practitioner is reporting on the assertion, the assertion should be bound with or accompany the practitioner's report or the assertion should be clearly stated in the practitioner's report.¹³

.65 The statement of the character of an attest engagement includes the following two elements: (a) a description of the nature and scope of the work performed and (b) a reference to the professional standards governing the engagement. The terms *examination* and *review* should be used to describe engagements to provide, respectively, a high level and a moderate level of assurance. The reference to professional standards should be accomplished by referring to "attestation standards established by the American Institute of Certified Public Accountants."

¹³ The use of a "hot link" within the practitioner's report to management's assertion, such as might be used in a WebTrustSM report, would meet this requirement.

.66 The second standard of reporting is—*The report shall state the practitioner's conclusion about the subject matter or the assertion in relation to the criteria against which the subject matter was evaluated.* However, if conditions exist that, individually or in combination, result in one or more material misstatements or deviations from the criteria, the practitioner should modify the report and, to most effectively communicate with the reader of the report, should ordinarily express his or her conclusion directly on the subject matter,¹⁴ not on the assertion.

.67 The practitioner should consider the concept of materiality in applying this standard. In expressing a conclusion, the practitioner should consider an omission or a misstatement to be material if the omission or misstatement—individually or when aggregated with others—is such that a reasonable person would be influenced by the omission or misstatement. The practitioner should consider both qualitative and quantitative aspects of omissions and misstatements.

.68 The term *general use* applies to attest reports that are not restricted to specified parties. General-use attest reports should be limited to two levels of assurance: one based on a restriction of attestation risk to an appropriately low level (an *examination*) and the other based on a restriction of attestation risk to a moderate level (a *review*). In an engagement to achieve a high level of assurance (an *examination*), the practitioner's conclusion should be expressed in the form of an opinion. When attestation risk has been restricted only to a moderate level (a *review*), the conclusion should be expressed in the form of negative assurance.

.69 A practitioner may report on subject matter or an assertion at multiple dates or covering multiple periods during which criteria have changed (for example, a report on comparative information). In those circumstances, the practitioner should determine whether the criteria are clearly stated or described for each of the dates or periods, and whether the changes have been adequately disclosed.

.70 If the criteria used for the subject matter for the current date or period differ from those criteria used for the subject matter for a preceding date or period and the subject matter for the prior date or period is not presented, the practitioner should consider whether the changes in criteria are likely to be significant to users of the report. If so, the practitioner should determine whether the criteria are clearly stated or described and the fact that the criteria have changed is disclosed. (See paragraphs .76 and 77.)

.71 The third standard of reporting is—*The report shall state all of the practitioner's significant reservations about the engagement, the subject matter, and, if applicable, the assertion related thereto.*

.72 *Reservations about the engagement* refers to any unresolved problem that the practitioner had in complying with these attestation standards, interpretive standards, or the specific procedures agreed to by the specified parties. The practitioner should not express an unqualified conclusion unless the engagement has been conducted in accordance with the attestation standards. Such standards will not have been complied with if the practitioner has been unable to apply all the procedures that he or she considers necessary in the circumstances.

.73 Restrictions on the scope of an engagement, whether imposed by the client or by such other circumstances as the timing of the work or the inability

¹⁴ Specific standards may require that the practitioner express his or her conclusion directly on the subject matter. For example, if management states in its assertion that a material weakness exists in the entity's internal control over financial reporting, the practitioner should state his or her opinion directly on the effectiveness of internal control, not on management's assertion related thereto.

to obtain sufficient evidence, may require the practitioner to qualify the assurance provided, to disclaim any assurance, or to withdraw from the engagement. For example, if the practitioner's client is the responsible party, a failure to obtain a written assertion should result in the practitioner concluding that a scope limitation exists. (See paragraph .58.)

.74 The practitioner's decision to provide a qualified opinion, to disclaim an opinion, or to withdraw because of a scope limitation in an examination engagement depends on an assessment of the effect of the omitted procedure(s) on his or her ability to express assurance. This assessment will be affected by the nature and magnitude of the potential effects of the matters in question, and by their significance to the subject matter or the assertion. If the potential effects are pervasive to the subject matter or the assertion, a disclaimer or withdrawal is more likely to be appropriate. When restrictions that significantly limit the scope of the engagement are imposed by the client or the responsible party, the practitioner generally should disclaim an opinion or withdraw from the engagement. The reasons for a qualification or disclaimer should be described in the practitioner's report.

.75 In a review engagement, when the practitioner is unable to perform the inquiry and analytical or other procedures he or she considers necessary to achieve the limited assurance contemplated by a review, or when the client is the responsible party and does not provide the practitioner with a written assertion, the review will be incomplete. A review that is incomplete is not an adequate basis for issuing a review report and, accordingly, the practitioner should withdraw from the engagement.

.76 *Reservations about the subject matter or the assertion* refers to any unresolved reservation about the assertion or about the conformity of the subject matter with the criteria, including the adequacy of the disclosure of material matters. They can result in either a qualified or an adverse opinion, depending on the materiality of the departure from the criteria against which the subject matter or the assertion was evaluated, or a modified conclusion in a review engagement.

.77 Reservations about the subject matter or the assertion may relate to the measurement, form, arrangement, content, or underlying judgments and assumptions applicable to the subject matter or the assertion and its appended notes, including, for example, the terminology used, the amount of detail given, the classification of items, and the bases of amounts set forth. The practitioner considers whether a particular reservation should affect the report given the circumstances and facts of which he or she is aware at the time.

.78 The fourth standard of reporting is—*The report shall state that the use of the report is restricted to specified parties under the following circumstances:*

- *When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria*
- *When the criteria used to evaluate the subject matter are available only to specified parties*
- *When reporting on subject matter and a written assertion has not been provided by the responsible party*
- *When the report is on an attest engagement to apply agreed-upon procedures to the subject matter*

.79 The need for restriction on the use of a report may result from a number of circumstances, including the purpose of the report, the criteria used in preparation of the subject matter, the extent to which the procedures performed are known or understood, and the potential for the report to be misunderstood when taken out of the context in which it was intended to be used. A practitioner should consider informing his or her client that restricted-use reports are not intended for distribution to nonspecified parties, regardless of whether they are included in a document containing a separate general-use report.^{15, 16} However, a practitioner is not responsible for controlling a client's distribution of restricted-use reports. Accordingly, a restricted-use report should alert readers to the restriction on the use of the report by indicating that the report is not intended to be and should not be used by anyone other than the specified parties.

.80 An attest report that is restricted as to use should contain a separate paragraph at the end of the report that includes the following elements:

- a. A statement indicating that the report is intended solely for the information and use of the specified parties
- b. An identification of the specified parties to whom use is restricted
- c. A statement that the report is not intended to be and should not be used by anyone other than the specified parties

An example of such a paragraph is the following.

This report is intended solely for the information and use of [the specified parties] and is not intended to be and should not be used by anyone other than these specified parties.

.81 Other attestation standards may specify situations that require restricted reports such as the following:

- a. A review report on management's discussion and analysis
- b. A report on prospective financial information when the report is intended for use by the responsible party alone, or by the responsible party and third parties with whom the responsible party is negotiating directly, as described in section 301, *Financial Forecasts and Projections*, paragraph .10.

Furthermore, nothing in this section precludes a practitioner from restricting the use of any report.

.82 If a practitioner issues a single combined report covering both (a) subject matter or presentations that require a restriction on use to specified parties and (b) subject matter or presentations that ordinarily do not require such a restriction, the use of such a single combined report should be restricted to the specified parties.

¹⁵ In some cases, restricted-use reports filed with regulatory agencies are required by law or regulation to be made available to the public as a matter of public record. Also, a regulatory agency as part of its oversight responsibility for an entity may require access to restricted-use reports in which they are not named as a specified party.

¹⁶ This section does not preclude the practitioner, in connection with establishing the terms of the engagement, from reaching an understanding with the client that the intended use of the report will be restricted, and from obtaining the client's agreement that the client and the specified parties will not distribute the report to parties other than those identified in the report.

.83 In some instances, a separate restricted-use report may be included in a document that also contains a general-use report. The inclusion of a separate restricted-use report in a document that contains a general-use report does not affect the intended use of either report. The restricted-use report remains restricted as to use, and the general-use report continues to be for general use.

Examination Reports

.84 When expressing an opinion, the practitioner should clearly state whether, in his or her opinion, (a) the subject matter is based on (or in conformity with) the criteria in all material respects or (b) the assertion is presented (or fairly stated), in all material respects, based on the criteria. Reports expressing an opinion may be qualified or modified for some aspect of the subject matter, the assertion or the engagement (see the third reporting standard). However, as stated in paragraph .66, if conditions exist that, individually or in combination, result in one or more material misstatements or deviations from the criteria, the practitioner should modify the report and, to most effectively communicate with the reader of the report, should ordinarily express his or her conclusion directly on the subject matter, not on the assertion. In addition, such reports may emphasize certain matters relating to the attest engagement, the subject matter, or the assertion. The form of the practitioner's report will depend on whether the practitioner opines on the subject matter or the assertion.

.85 The practitioner's examination report on subject matter should include the following:

- a. A title that includes the word *independent*
- b. An identification of the subject matter and the responsible party
- c. A statement that the subject matter is the responsibility of the responsible party
- d. A statement that the practitioner's responsibility is to express an opinion on the subject matter based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants, and, accordingly, included procedures that the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. The practitioner's opinion on whether the subject matter is based on (or in conformity with) the criteria in all material respects
- h. A statement restricting the use of the report to specified parties under the following circumstances (see paragraphs .78 to .83):
 - (1) When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria

- (2) When the criteria used to evaluate the subject matter are available only to the specified parties
 - (3) When a written assertion has not been provided by the responsible party (The practitioner should also include a statement to that effect in the introductory paragraph of the report.)
- i. The manual or printed signature of the practitioner's firm
 - j. The date of the examination report

Appendix A [paragraph .110], "Examination Reports," includes a standard examination report on subject matter. (See Example 1.)

.86 The practitioner's examination report on an assertion should include the following:

- a. A title that includes the word *independent*
- b. An identification of the assertion and the responsible party (When the assertion does not accompany the practitioner's report, the first paragraph of the report should also contain a statement of the assertion.)
- c. A statement that the assertion is the responsibility of the responsible party
- d. A statement that the practitioner's responsibility is to express an opinion on the assertion based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants, and, accordingly, included procedures that the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. The practitioner's opinion on whether the assertion is presented (or fairly stated), in all material respects, based on the criteria (However, see paragraph .66.)
- h. A statement restricting the use of the report to specified parties under the following circumstances (see paragraphs .78 to .83):
 - (1) When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - (2) When the criteria used to evaluate the subject matter are available only to the specified parties
- i. The manual or printed signature of the practitioner's firm
- j. The date of the examination report

Appendix A [paragraph .110] includes a standard examination report on an assertion. (See Example 2.)

.87 Nothing precludes the practitioner from examining an assertion but opining directly on the subject matter. (See Appendix A [paragraph .110], Example 3.)

Review Reports

.88 In a review report, the practitioner's conclusion should state whether any information came to the practitioner's attention on the basis of the work performed that indicates that (a) the subject matter is not based on (or in conformity with) the criteria or (b) the assertion is not presented (or fairly stated) in all material respects based on the criteria. (As discussed more fully in the commentary to the third reporting standard, if the subject matter or the assertion is not modified to correct for any such information that comes to the practitioner's attention, such information should be described in the practitioner's report.)

.89 The practitioner's review report on subject matter should include the following:

- a. A title that includes the word *independent*
- b. An identification of the subject matter and the responsible party
- c. A statement that the subject matter is the responsibility of the responsible party
- d. A statement that the review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants
- e. A statement that a review is substantially less in scope than an examination, the objective of which is an expression of opinion on the subject matter, and accordingly, no such opinion is expressed
- f. A statement about whether the practitioner is aware of any material modifications that should be made to the subject matter in order for it to be based on (or in conformity with), in all material respects, the criteria, other than those modifications, if any, indicated in his or her report
- g. A statement restricting the use of the report to specified parties under the following circumstances (see paragraphs .78 to .83):
 - (1) When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - (2) When the criteria used to evaluate the subject matter are available only to the specified parties
 - (3) When a written assertion has not been provided by the responsible party and the responsible party is not the client (The practitioner should also include a statement to that effect in the introductory paragraph of the report.)
- h. The manual or printed signature of the practitioner's firm
- i. The date of the review report

Appendix B [paragraph .111] "Review Reports," includes a standard review report on subject matter. (See Example 1.) Appendix B [paragraph .111] also

includes a review report on subject matter that is the responsibility of a party other than client; the report is restricted as to use because a written assertion has not been provided by the responsible party. (See Example 2.)

.90 The practitioner's review report on an assertion should include the following:

- a. A title that includes the word *independent*
- b. An identification of the assertion and the responsible party (When the assertion does not accompany the practitioner's report, the first paragraph of the report should also contain a statement of the assertion.)
- c. A statement that the assertion is the responsibility of the responsible party
- d. A statement that the review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants
- e. A statement that a review is substantially less in scope than an examination, the objective of which is an expression of opinion on the assertion, and accordingly, no such opinion is expressed
- f. A statement about whether the practitioner is aware of any material modifications that should be made to the assertion in order for it to be presented (or fairly stated), in all material respects, based on (or in conformity with) the criteria, other than those modifications, if any, indicated in his or her report (However, see paragraph .66.)
- g. A statement restricting the use of the report to specified parties under the following circumstances (see paragraphs .78 to .83):
 - (1) When the criteria used to evaluate the subject matter are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - (2) When the criteria used to evaluate the subject matter are available only to the specified parties
- h. The manual or printed signature of the practitioner's firm
- i. The date of the review report

Appendix B [paragraph .111] includes a review report on an assertion that is restricted as to use because the criteria are available only to the specified parties. (See Example 3.)

Other Information in a Client-Prepared Document Containing the Practitioner's Attest Report¹⁷

.91 A client may publish various documents that contain information (hereinafter referred to as *other information*) in addition to the practitioner's

¹⁷ Such guidance pertains only to other information in a client-prepared document. The practitioner has no responsibility to read information contained in documents of nonclients. Further, the practitioner is not required to read information contained in electronic sites, or to consider the consistency of other information in electronic sites with the original documents since electronic sites are a means of distributing information and are not "documents" as that term is used in this section. Practitioners may be asked by their clients to render attest services with respect to information in electronic sites, in which case, other attest standards may apply to those services.

attest report on subject matter (or on an assertion related thereto). Paragraphs .92 to .94 provide guidance to the practitioner when the other information is contained in (a) annual reports to holders of securities or beneficial interests, annual reports of organizations for charitable or philanthropic purposes distributed to the public, and annual reports filed with regulatory authorities under the Securities Exchange Act of 1934 or (b) other documents to which the practitioner, at the client's request, devotes attention. These paragraphs are not applicable when an attest report appears in a registration statement filed under the Securities Act of 1933. (See AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*, and AU section 711, *Filings Under Federal Securities Statutes*.) Also, these paragraphs are not applicable to other information on which the practitioner or another practitioner is engaged to issue an opinion.

.92 The practitioner's responsibility with respect to other information in such a document does not extend beyond the information identified in his or her report, and the practitioner has no obligation to perform any procedures to corroborate any other information contained in the document. However, the practitioner should read the other information not covered by the practitioner's report or by the report of the other practitioner and consider whether it, or the manner of its presentation, is materially inconsistent with the information appearing in the practitioner's report. If the practitioner believes that the other information is inconsistent with the information appearing in the practitioner's report, he or she should consider whether the practitioner's report requires revision. If the practitioner concludes that the report does not require revision, he or she should request the client to revise the other information. If the other information is not revised to eliminate the material inconsistency, the practitioner should consider other actions, such as revising his or her report to include an explanatory paragraph describing the material inconsistency, withholding the use of his or her report in the document, or withdrawing from the engagement.

.93 If, while reading the other information for the reasons set forth in paragraph .92, the practitioner becomes aware of information that he or she believes is a material misstatement of fact that is not a material inconsistency as described in paragraph .92, he or she should discuss the matter with the client. In connection with this discussion, the practitioner should consider that he or she may not have the expertise to assess the validity of the statement, that there may be no standards by which to assess its presentation, and that there may be valid differences of judgment or opinion. If the practitioner concludes he or she has a valid basis for concern, the practitioner should propose that the client consult with some other party whose advice may be useful, such as the entity's legal counsel.

.94 If, after discussing the matter, the practitioner concludes that a material misstatement of fact remains, the action taken will depend on his or her judgment in the circumstances. The practitioner should consider steps such as notifying the client's management and audit committee in writing of his or her views concerning the information and consulting his or her legal counsel about further action appropriate in the circumstances.¹⁸

¹⁸ If the client does not have an audit committee, the practitioner should communicate with individuals whose authority and responsibility are equivalent to those of an audit committee, such as the board of directors, the board of trustees, an owner in a owner-managed entity, or those who engaged the practitioner.

Consideration of Subsequent Events in an Attest Engagement

.95 Events or transactions sometimes occur subsequent to the point in time or period of time of the subject matter being tested but prior to the date of the practitioner's report that have a material effect on the subject matter and therefore require adjustment or disclosure in the presentation of the subject matter or assertion. These occurrences are referred to as *subsequent events*. In performing an attest engagement, a practitioner should consider information about subsequent events that comes to his or her attention. Two types of subsequent events require consideration by the practitioner.

.96 The first type consists of events that provide additional information with respect to conditions that existed at the point in time or during the period of time of the subject matter being tested. This information should be used by the practitioner in considering whether the subject matter is presented in conformity with the criteria and may affect the presentation of the subject matter, the assertion, or the practitioner's report.

.97 The second type consists of those events that provide information with respect to conditions that arose subsequent to the point in time or period of time of the subject matter being tested that are of such a nature and significance that their disclosure is necessary to keep the subject matter from being misleading. This type of information will not normally affect the practitioner's report if the information is appropriately disclosed.

.98 While the practitioner has no responsibility to detect subsequent events, the practitioner should inquire of the responsible party (and his or her client if the client is not the responsible party) as to whether they are aware of any subsequent events, through the date of the practitioner's report, that would have a material effect on the subject matter or assertion.¹⁹ If the practitioner has decided to obtain a representation letter, the letter ordinarily would include a representation concerning subsequent events. (See paragraphs .60 and .61.)

.99 The practitioner has no responsibility to keep informed of events subsequent to the date of his or her report; however, the practitioner may later become aware of conditions that existed at that date that might have affected the practitioner's report had he or she been aware of them. In such circumstances, the practitioner may wish to consider the guidance in AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report*.

Working Papers

.100 The practitioner should prepare and maintain working papers in connection with an engagement under the attestation standards; such working papers should be appropriate to the circumstances and the practitioner's needs on the engagement to which they apply.²⁰ Although the quantity, type, and content of working papers will vary with the circumstances, they ordinarily should indicate that—

¹⁹ For certain subject matter, specific subsequent event standards have been developed to provide additional requirements for engagement performance and reporting. Additionally, a practitioner engaged to examine the design or effectiveness of internal control over items not covered by section 501, *Reporting on an Entity's Internal Control Over Financial Reporting*, or section 601, *Compliance Attestation*, should consider the subsequent events guidance set forth in sections 501.65-.68 and 601.50-.52.

²⁰ There is no intention to imply that the practitioner would be precluded from supporting his or her report by other means in addition to working papers.

- a. The work was adequately planned and supervised.
- b. Sufficient evidence was obtained to provide a reasonable basis for the conclusion that is expressed in the practitioner's report.

.101 Working papers are records kept by the practitioner of the work performed, the information obtained, and the pertinent conclusions reached in the engagement. Examples of working papers are work programs, analyses, memoranda, letters of confirmation and representation, abstracts of the entity's documents, and schedules or commentaries prepared or obtained by the practitioner. Working papers also may be in the form of data stored on tapes, films, or other media.

.102 Working papers are the property of the practitioner, and some states have statutes or regulations that designate the practitioner as the owner of the working papers. The practitioner's rights of ownership, however, are subject to ethical limitations relating to the confidential relationship with the clients.²¹

.103 Certain of the practitioner's working papers may sometimes serve as a useful reference source for his or her client, but the working papers should not be regarded as a part of or a substitute for the client's records.

.104 The practitioner should adopt reasonable procedures for safe custody of his or her working papers and should retain them for a period of time sufficient to meet the needs of his or her practice and to satisfy any pertinent legal requirements of records retention.

Attest Services Related to Consulting Service Engagements

Attest Services as Part of a Consulting Service Engagement

.105 When a practitioner provides an attest service (as defined in this section) as part of a consulting service engagement, this SSAE applies only to the attest service. The SSCS applies to the balance of the consulting service engagement.

.106 When the practitioner determines that an attest service is to be provided as part of a consulting service engagement, the practitioner should inform the client of the relevant differences between the two types of services and obtain concurrence that the attest service is to be performed in accordance with the appropriate professional requirements. The practitioner should take such actions because the professional requirements for an attest service differ from those for a consulting service engagement.

.107 The practitioner should issue separate reports on the attest engagement and the consulting service engagement and, if presented in a common binder, the report on the attest engagement or service should be clearly identified and segregated from the report on the consulting service engagement.

Subject Matter, Assertions, Criteria, and Evidence

.108 An attest service may involve subject matter, an assertion, criteria, or evidential matter developed during a concurrent or prior consulting service engagement. Subject matter or an assertion developed with the practitioner's

²¹ See the Attest Interpretation, "Providing Access to or Photocopies of Working Papers to a Regulator" (section 9101.43-46).

advice and assistance as the result of such consulting services engagement may be the subject of an attest engagement, provided the responsible party accepts and acknowledges responsibility for the subject matter or assertion. (See paragraph .12.) Criteria developed with the practitioner's assistance may be used to evaluate subject matter in an attest engagement, provided such criteria meet the requirements of this section. Relevant information obtained in the course of a concurrent or prior consulting service engagement may be used as evidential matter in an attest engagement, provided the information satisfies the requirements of this section.

Effective Date

.109 This section is effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Early application is permitted.

.110

Appendix A

Examination Reports

Example 1

This is a standard examination report on subject matter for general use. This report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter. (See paragraphs .78 to .83 for guidance on restricting the use of the report when criteria are available only to specified parties; see Example 4 for an illustration of such a report.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have examined the *[identify the subject matter—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX]*. XYZ Company's management is responsible for the schedule of investment returns. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting *[identify the subject matter—for example, XYZ Company's schedule of investment returns]* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

In our opinion, the schedule referred to above presents, in all material respects, *[identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX]* based on *[identify criteria—for example, the ABC criteria set forth in Note 1]*.

[Signature]

[Date]

Example 2

This report is a standard examination report on an assertion for general use. The report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter. (See paragraphs .78 to .83 for guidance on restricting the use of the report when criteria are available only to specified parties.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have examined management's assertion that *[identify the assertion—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX is presented in accordance with ABC criteria set forth in Note 1]*. XYZ Company's management is responsible for the assertion. Our responsibility is to express an opinion on the assertion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting management's assertion and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the assertion.]

In our opinion, management's assertion referred to above is fairly stated, in all material respects, based on *[identify established or stated criteria—for example, the ABC criteria set forth in Note 1]*.

[Signature]

[Date]

Example 3

This is an examination report for general use; the introductory paragraph states the practitioner has examined management's assertion but the practitioner opines directly on the subject matter (see paragraph .87). The report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter. (See paragraphs .78 to .83 for guidance on restricting the use of the report when criteria are available only to specified parties.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have examined management's assertion that *[identify the assertion—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX is presented in accordance with the ABC criteria set forth in Note 1]*. XYZ Company's management is responsible for the assertion. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting *[identify the subject matter—for example, XYZ Company's schedule of investment returns]* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the assertion.]

In our opinion, the schedule referred to above, presents, in all material respects, *[identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX]* based on *[identify criteria—for example, the ABC criteria set forth in Note 1]*.

[Signature]

[Date]

Example 4

This is an examination report on subject matter. Although suitable criteria exist, use of the report is restricted because the criteria are available only to specified parties. (See paragraph .34.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have examined the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX. XYZ Company's management is responsible for the schedule of investment returns. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting *[identify the subject matter—for example, XYZ Company's schedule of investment returns]* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the assertion.]

In our opinion, the schedule referred to above, presents, in all material respects, *[identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX]* based on the ABC criteria referred to in the investment management agreement between XYZ Company and DEF Investment Managers, Ltd., dated November 15, 20X1.

This report is intended solely for the information and use of XYZ Company and *[identify other specified parties—for example, DEF Investment Managers, Ltd.]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

Example 5

This is an examination report with a qualified opinion because conditions exist that, individually or in combination, result in one or more material misstatements or deviations from the criteria; the report is for general use. The report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter. (See paragraphs .78 to .83 for guidance on restricting the use of the report when criteria are available only to specified parties.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have examined the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX. XYZ Company's management is responsible for the schedule of investment returns. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting *[identify the subject matter—for example, XYZ Company's schedule of investment returns]* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Our examination disclosed the following *[describe condition(s) that, individually or in the aggregate, resulted in a material misstatement or deviation from the criteria]*.

In our opinion, except for the material misstatement (or deviation from the criteria) described in the preceding paragraph, the schedule referred to above, presents, in all material respects, [identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX] based on [identify criteria—for example, the ABC criteria set forth in Note 1].

[Signature]

[Date]

Example 6

This is an examination report that contains a disclaimer of opinion because of a scope restriction. (See paragraph .74 for reporting guidance when there is a scope restriction.) The report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter.

Independent Accountant's Report

We were engaged to examine the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX. XYZ Company's management is responsible for the schedule of investment returns.

[Scope paragraph should be omitted.]

[Include paragraph to describe scope restrictions.]

Because of the restriction on the scope of our examination discussed in the preceding paragraph, the scope of our work was not sufficient to enable us to express, and we do not express, an opinion on whether the schedule referred to above presents, in all material respects, [identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX] based on [identify criteria—for example, the ABC criteria set forth in Note 1].

[Signature]

[Date]

Example 7

This is an examination report on subject matter that is the responsibility of a party other than the client. The report is restricted as to use since a written assertion has not been provided by the responsible party. (See paragraph .78.) The subject matter pertains to criteria that are suitable and are available to the client.

Independent Accountant's Report

To the Board of Directors

DEF Company:

We have examined the [identify the subject matter—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX]. XYZ Company's management is responsible for the schedule of investment returns. XYZ management did not provide us a written assertion about their schedule of investment returns for the year ended December 31, 20XX. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting *[identify the subject matter—for example, XYZ Company's schedule of investment returns]* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

In our opinion, the schedule referred to above presents, in all material respects, *[identify the subject matter—for example, the investment returns of XYZ Company for the year ended December 31, 20XX]* based on *[identify criteria—for example, the ABC criteria set forth in Note 1]*.

This report is intended solely for the information and use of the management and board of directors of DEF Company and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.111

Appendix B

Review Reports

Example 1

This is a standard review report on subject matter for general use. The report pertains to subject matter for which suitable criteria exist and are available to all users through inclusion in a clear manner in the presentation of the subject matter. (See paragraphs .78 to .83 for guidance on restricting the use of the report when criteria are available only to specified parties.) A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have reviewed the *[identify the subject matter—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX]*. XYZ Company's management is responsible for the schedule of investment returns.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on *[identify the subject matter—for example, XYZ Company's schedule of investment returns]*. Accordingly, we do not express such an opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

Based on our review, nothing came to our attention that caused us to believe that the *[identify the subject matter—for example, schedule of investment returns of XYZ Company for the year ended December 31, 20XX]* is not presented, in all material respects, in conformity with *[identify the criteria—for example, the ABC criteria set forth in Note 1]*.

[Signature]

[Date]

Example 2

This is a review report on subject matter that is the responsibility of a party other than the client. This review report is restricted as to use since a written assertion has not been provided by the responsible party. (See paragraph .78.) The subject matter pertains to criteria that are suitable and are available to the client.

Independent Accountant's Report

To the Board of Directors

DEF Company:

We have reviewed *[identify the subject matter—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX]*. XYZ Company's management is responsible for the schedule of investment returns. XYZ Company's management did not provide us a written assertion about their schedule of investment returns for the year ended December 31, 20XX.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on *[identify the subject matter—for example, XYZ Company's schedule of investment returns]*. Accordingly, we do not express such an opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

Based on our review, nothing came to our attention that caused us to believe that *[identify the subject matter—for example, the schedule of investment returns of XYZ Company for the year ended December 31, 20XX]* is not presented, in all material respects, in conformity with *[identify the criteria—for example, the ABC criteria set forth in Note 1]*.

This report is intended solely for the information and use of the management and board of directors of DEF Company and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

Example 3

This is a review report on an assertion. Although suitable criteria exist for the subject matter, the report is restricted as to use since the criteria are available only to specified parties; if the criteria are available as described in paragraph .33 (a) to (d), the paragraph restricting the use of the report would be omitted. A written assertion has been obtained from the responsible party.

Independent Accountant's Report

We have reviewed management's assertion that *[identify the assertion—for example, the accompanying schedule of investment returns of XYZ Company for the year ended December 31, 20XX is presented in accordance with the ABC criteria referred to in Note 1]*. XYZ Company's management is responsible for the assertion.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assertion. Accordingly, we do not express such an opinion.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the assertion.]

Based on our review, nothing came to our attention that caused us to believe that management's assertion referred to above is not fairly stated, in all material respects, based on *[identify the criteria—for example, the ABC criteria referred to in the investment management agreement between XYZ Company and DEF Investment Managers, Ltd., dated November 15, 20X1]*.

This report is intended solely for the information and use of XYZ Company and *[identify other specified parties—for example, DEF Investment Managers, Ltd.]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

[The next page is 2561.]

AT Section 9101

Attest Engagements: Attest Engagements Interpretations of Section 101

1. Defense Industry Questionnaire on Business Ethics and Conduct¹

.01 *Question*—Certain defense contractors have made a commitment to adopt and implement six principles of business ethics and conduct contained in the *Defense Industry Initiatives on Business Ethics and Conduct (Initiatives)*. One of those principles concerns defense contractors' public accountability for their commitment to the Initiatives. That public accountability begins by the contractor completing an annual *Public Accountability Questionnaire (Questionnaire)*.

.02 Each of the participating signatory companies (signatories) completes a questionnaire concerning certain policies, procedures and programs which were to have been in place during the reporting period. The public accountability process requires signatories to perform internal audits and to provide officer certifications as to whether the responses to the *Questionnaire* are current and accurate.

.03 Alternatively, a defense contractor may request its independent public accountant (practitioner) to examine or review its responses to the *Questionnaire* for the purpose of expressing a conclusion about the appropriateness of those responses in a report. Would such an engagement be an attest engagement under section 101, *Attest Engagements*?

.04 *Interpretation*—Section 101 states that the attestation standards apply when a certified public accountant in the practice of public accounting is engaged to issue or does issue an examination, a review, or an agreed-upon procedures report on subject matter, or an assertion about the subject matter that is the responsibility of another party. When a practitioner is engaged by a defense contractor to provide an examination or a review report on the contractor's written responses to the questionnaire, such an engagement involves subject matter that is the responsibility of the defense contractor. Consequently, section 101 applies to such engagements.

.05 *Question*—Section 101.23 specifies that "the practitioner shall perform the engagement only if he or she has reason to believe that the subject matter is capable of evaluation against criteria that are suitable and available to users." What are the criteria against which such subject matter is to be evaluated and are such criteria suitable and available?

.06 *Interpretation*—The criteria for evaluating the defense contractor's responses are set forth primarily in the *Questionnaire* and the instructions thereto. The suitability of those criteria should be evaluated by assessing whether the criteria meet the characteristics discussed in section 101.24.

.07 The criteria set forth in the *Questionnaire* and its instructions will, when properly followed, be suitable. Although these should provide suitable

¹ Information regarding the Defense Industry Initiative on Business Ethics and Conduct (DII) is available at DII's website <http://www.dii.org>.

criteria, the *Questionnaire* and its instructions are not generally available. Therefore, the practitioner's report should normally be restricted. The availability requirement can be met if the defense contractor attaches the criteria to the presentation.

.08 Question—What is the nature of the procedures that should be applied to the *Questionnaire* responses?

.09 Interpretation—The objective of the procedures performed in either an examination or a review engagement is to obtain evidential matter that the defense contractor has designed and placed in operation policies and programs in a manner that supports the signatory's responses to each of the questions on the *Questionnaire* and that the policies and programs operated during the period covered by the *Questionnaire*. The objective does not include providing assurance about whether the defense contractor's policies and programs operated effectively to ensure compliance with the defense contractor's code of business ethics and conduct on the part of individual employees or about whether the defense contractor and its employees have complied with federal procurement laws. In an examination, the evidential matter should be sufficient to limit attestation risk to a level that is appropriately low for the high degree of assurance imparted by an examination report. In a review, this evidential matter should be sufficient to limit attestation risk to a moderate level.

.10 Examination procedures include obtaining evidential matter by reading relevant policies and programs, making inquiries of appropriate defense contractor personnel, inspecting documents and records, confirming defense contractor assertions with its employees or others, and observing activities. In an examination it will be necessary for a practitioner's procedures to go beyond simply reading relevant policies and programs and making inquiries of appropriate defense contractor personnel. Alternatively, review procedures are generally limited to reading relevant policies and programs and making inquiries of appropriate defense contractor personnel. When applying examination or review procedures, the practitioner should assess the appropriateness (including the comprehensiveness) of the policies and programs supporting the signatory's responses to each of the questions on the *Questionnaire*.

.11 A particular defense contractor's policies and programs may vary from those of other defense contractors. As a result, evidential matter obtained from the procedures performed cannot be evaluated solely on a quantitative basis. Consequently, it is not practicable to establish only quantitative guidelines for determining the nature or extent of the evidential matter that is necessary to provide the assurance required in either an examination or a review. The qualitative aspects should also be considered.

.12 In determining the nature, timing, and extent of examination or review procedures, the practitioner should consider information obtained in the performance of other services for the defense contractor, for example, the audit of the defense contractor's financial statements. For multi-location defense contractors, whether policies and programs operated during the period should be evaluated for both the defense contractor's headquarters and for selected defense contracting locations. The practitioner may consider using the work of the defense contractor's internal auditors. The guidance in AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, may be useful in that consideration.

.13 Examination procedures, and in some instances review procedures, may require access to information involving specific instances of actual or alleged noncompliance with laws. An inability to obtain access to such information

because of restrictions imposed by a defense contractor (for example, to protect attorney-client privilege) may constitute a scope limitation. Section 101.73 through .75 provides guidance in such situations. The practitioner should assess the effect of the inability to obtain access to such information on his or her ability to form a conclusion about whether the related policy or program operated during the period. If the defense contractor's reasons for not permitting access to the information are reasonable (for example, the information is the subject of litigation or a governmental investigation) and have been approved by an executive officer of the defense contractor, the occurrences of restricted access to information are few in number, and the practitioner has access to other information about that specific instance or about other instances that is sufficient to permit a conclusion to be formed about whether the related policy or program operated during the period, the practitioner ordinarily would conclude that it is not necessary to disclaim assurance.

.14 If the practitioner's scope of work has been restricted with respect to one or more questions, the practitioner should consider the implications of that restriction on the practitioner's ability to form a conclusion about other questions. In addition, as the nature or number of questions on which the defense contractor has imposed scope limitations increases in significance, the practitioner should consider whether to withdraw from the engagement.

.15 *Question*—What is the form of report that should be issued to meet the requirements of section 101?

.16 *Interpretation*—The standards of reporting in section 101 provide guidance about report content and wording and the circumstances that may require report modification. Appendix A and Appendix B [paragraphs .21 and .22] provide illustrative reports appropriate for various circumstances. Section 101.66 permits the practitioner to report directly on the subject matter or on management's assertion. In either case, the practitioner should ordinarily obtain a written assertion. An illustrative defense contractor assertion is also presented in Appendix A and Appendix B [paragraphs .21 and .22].

.17 The engagements addressed in this Interpretation do not include providing assurance about whether the defense contractor's policies and programs operated effectively to ensure compliance with the defense contractor's code of business ethics and conduct on the part of individual employees or about whether the defense contractor and its employees have complied with federal procurement laws. The practitioner's report should explicitly disclaim an opinion on the extent of such compliance.

.18 Because variations in individual performance and interpretation will affect the operation of the defense contractor's policies and programs during the period, adherence to all such policies and programs in every case may not be possible. In determining whether a reservation about a response in the *Questionnaire* is sufficiently significant to result in an opinion modified for an exception to that response, the practitioner should consider the nature, causes, patterns, and pervasiveness of the instances in which the policies and programs did not operate as designed and their implications for that response in the *Questionnaire*.

.19 When scope limitations have precluded the practitioner from forming an opinion on the responses to one or more questions, the practitioner's report should describe all such scope restrictions. If the defense contractor imposed such a scope limitation after the practitioner had begun performing procedures, that fact should be stated in the report.

.20 A defense contractor may request the practitioner to communicate to management, the board of directors, or one of its committees, either orally or in writing, conditions noted that do not constitute significant reservations about the answers to the *Questionnaire* but that might nevertheless be of value to management. Agreed-upon arrangements between the practitioner and the defense contractor to communicate conditions noted may include, for example, the reporting of matters of less significance than those contemplated by the criteria, the existence of conditions specified by the defense contractor, the results of further investigation of matters noted to identify underlying causes, or suggestions for improvements in various policies or programs. Under these arrangements, the practitioner may be requested to visit specific locations, assess the effectiveness of specific policies or programs, or undertake specific procedures not otherwise planned. In addition, the practitioner is not precluded from communicating matters believed to be of value, even if no specific request has been made.

Appendix A

Illustrative Defense Contractor Assertions and Examination Reports

Defense Industry Questionnaire on Business Ethics and Conduct

Illustration 1: Unqualified Opinion Unrestricted With Criteria Attached to the Presentation

Defense Contractor Assertion

Statement of Responses to the Defense Industry Questionnaire on *Business Ethics and Conduct* for the period from _____ to _____.

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company* for the period from _____ to _____ are based on policies and programs in operation for that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Attachments:

Defense Industry Initiatives on Business Ethics and Conduct

Instructions and Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____.

Examination Report

Independent Accountant's Report

To the Board of Directors of the XYZ Company

We have examined the XYZ Company's *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct* for the period from _____ to _____, and the Questionnaire and responses attached thereto. XYZ Company's management is responsible for its responses to the Questionnaire. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence as to whether XYZ Company had policies and programs in operation during that period that support the affirmative responses to the *Questionnaire* and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination procedures were not designed, however, to evaluate whether the aforementioned policies and programs operated effectively to ensure compliance with the Company's *Code of Business Ethics and Conduct* on the part of individual employees or to evaluate the extent to which the Company or its employees have complied with federal procurement laws, and we do not express an opinion or any other form of assurance thereon.

In our opinion, the affirmative responses in the Questionnaire accompanying the *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____* referred to above are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Illustration 2: Unqualified Opinion; Report Modified for Negative Responses to Defense Contractor Assertion; Use of the Report is Restricted Because Criteria are Available Only to Specified Parties

Defense Contractor Assertion

Statement of Responses to the Defense Industry Questionnaire on *Business Ethics and Conduct for the period from _____ to _____*.

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____* are based on policies and programs in operation for that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire. Negative responses indicate that the Company did not have policies and programs in operation during that period with respect to those areas.

Attachments: None

(The responses could include an explanation of negative responses if the defense contractor so desired.)

Examination Report

Independent Accountant's Report

To the Board of Directors of the XYZ Company

We have examined the XYZ Company's *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____*. XYZ Company's management is responsible for its responses to the Questionnaire. Our responsibility is to express an opinion based on our examination.

[*Standard Scope Paragraph*]

In our opinion, the affirmative responses in the Questionnaire referred to above are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire. The negative responses to Questions _____ and _____ in the Questionnaire indicate that the Company did not have policies and programs in operation during the period with respect to those areas.

This report is intended solely for the information and use of the XYZ Company and [*identify other specified parties—for example, the Defense Industry Initiative*] and is not intended to be and should not be used by anyone other than these specified parties.

Illustration 3: Opinion Modified for Exception on Certain Response

Defense Contractor Assertion

Statement of Responses to the Defense Industry Questionnaire on *Business Ethics and Conduct for the period from _____ to _____.*

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____*, are based on policies and programs in operation for that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Attachments:

Defense Industry Initiatives on Business Ethics and Conduct

Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____.

Examination Report**Independent Accountant's Report**

To the Board of Directors of the XYZ Company

[Standard Introductory and Scope Paragraphs]

Management believes that an appropriate mechanism exists for informing employees of the results of any follow-up into their charges of violations of the Company's Code of Business Ethics and Conduct, and has accordingly answered Question 12 in the affirmative. That mechanism consists principally of distributing newspaper articles and press releases of violations of federal procurement laws that have been voluntarily reported to the appropriate governmental agencies. We do not believe that such a mechanism is sufficient, inasmuch as it does not provide follow-up information on violations reported by employees that are not deemed reportable to a governmental agency. Consequently, in our opinion, the affirmative response to Question 12 in the Questionnaire is not appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

In our opinion, except for the response to Question 12 as discussed in the preceding paragraph, the affirmative responses in the Questionnaire accompanying the *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____* referred to above are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Illustration 4: Opinion Modified for Exception on a Certain Response; Report also Modified for Negative Responses

Defense Contractor Assertion

Statement of Responses to the *Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____.*

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____* are based on policies and programs in operation for that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire. Negative responses indicate that the Company did not have policies and programs in operation during that period with respect to those areas.

Attachments:

Defense Industry Initiatives on Business Ethics and Conduct

Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____.

(The responses could include an explanation of negative responses if the defense contractor so desired.)

Examination Report

Independent Accountant's Report

To the Board of Directors of the XYZ Company

[Standard Introductory and Scope Paragraphs]

Management believes that an appropriate mechanism exists for letting employees know of the results of any follow-up into their charges of violations of the Company's Code of Business Ethics and Conduct, and has accordingly answered Question 12 in the affirmative. That mechanism consists principally of distributing newspaper articles and press releases of violations of federal procurement laws that have been voluntarily reported to the appropriate governmental agencies. We do not believe that such a mechanism is sufficient, inasmuch as it does not provide follow-up information on violations reported by employees that are not deemed reportable to a governmental agency. Consequently, in our opinion, the affirmative response to Question 12 in the Questionnaire is not appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

In our opinion, except for the response to Question 12 as discussed in the preceding paragraph, the affirmative responses in the Questionnaire accompanying the *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____* referred to above are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire. The negative responses to Questions _____ and _____ in the Questionnaire indicate that the Company did not have policies and programs in operation during the period with respect to those areas.

Illustration 5: Opinion Disclaimed on Certain Responses Because of Scope Restrictions Imposed by Client

Defense Contractor Assertion

Statement of Responses to the Defense Industry Questionnaire on *Business Ethics and Conduct for the period from _____ to _____*.

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____* are based on policies and programs in operation for that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Attachments:

Defense Industry Initiatives on Business Ethics and Conduct

Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company for the period from _____ to _____.

Examination Report

Independent Accountant's Report

To the Board of Directors of the XYZ Company

[Standard Introductory Paragraph]

Except as described below, our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence as to whether XYZ Company had policies and programs in operation during that period that support the affirmative responses to the *Questionnaire*. We believe that our examination provides a reasonable basis for our opinion. Our examination procedures were not designed, however, to evaluate whether the aforementioned policies and programs operated effectively to ensure compliance with the Company's *Code of Business Ethics and Conduct* on the part of individual employees or to evaluate the extent to which the Company or its employees have complied with federal procurement laws, and we do not express an opinion or any other form of assurance thereon.

We were not permitted to read relevant documents and files or interview appropriate employees to determine that the affirmative answers to Questions 6, 7, and 8 are appropriate. The nature of those questions precluded us from satisfying ourselves as to the appropriateness of those answers by means of other examination procedures.

In our opinion, the affirmative responses to Questions 1 through 5 and 9 through 17 in the Questionnaire accompanying the *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct for the period from _____ to _____* referred to above are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire. Because of the matters discussed in the preceding paragraph, the scope of our work was not sufficient to express, and we do not express, an opinion on the appropriateness of the affirmative responses to Questions 6, 7, and 8 in the Questionnaire.

Appendix B

Illustrative Defense Contractor Assertion and Review Report Restricted Because Criteria Are Available Only To Specified Parties

Defense Industry Questionnaire on Business Ethics and Conduct

Defense Contractor Assertion

Statement of Responses to the Defense Industry Questionnaire on *Business Ethics and Conduct* for the period from _____ to _____.

The affirmative responses in the accompanying *Questionnaire on Business Ethics and Conduct with Responses by the XYZ Company* for the period from _____ to _____ are based on policies and programs in operation during that period and are appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

Attachments: None

Review Report

Independent Accountant's Report

To the Board of Directors of the XYZ Company

We have reviewed the XYZ Company's *Statement of Responses to the Defense Industry Questionnaire on Business Ethics and Conduct* for the period from _____ to _____. XYZ Company's management is responsible for the Statement of Responses to the Defense Industry Questionnaire on Business Ethics.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on the affirmative responses in the Questionnaire. Accordingly, we do not express such an opinion. Additionally, our review was not designed to evaluate whether the aforementioned policies and programs operated effectively to ensure compliance with the Company's *Code of Business Ethics and Conduct* on the part of individual employees or to evaluate the extent to which the Company or its employees have complied with federal procurement laws and we do not express an opinion or any other form of assurance thereon.

Based on our review, nothing came to our attention that caused us to believe that the affirmative responses in the Questionnaire referred to above are not appropriately presented in conformity with the criteria set forth in the *Defense Industry Initiatives on Business Ethics and Conduct*, including the Questionnaire.

This report is intended solely for the information and use of the XYZ Company and [identify other specified parties—for example, the Defense Industry Initiative] and is not intended to be and should not be used by anyone other than these specified parties.

[Issue Date: August, 1987; Amended: February, 1989;
Modified: May, 1989; Revised: January, 2001.]

2. Responding to Requests for Reports on Matters Relating to Solvency

.23 Question—Lenders, as a requisite to the closing of certain secured financings in connection with leveraged buyouts (LBOs), recapitalizations and certain other financial transactions, have sometimes requested written assurance from an accountant regarding the prospective borrower's solvency and related matters.² The lender is concerned that such financings not be considered to include a fraudulent conveyance or transfer under the Federal Bankruptcy Code³ or the relevant state fraudulent conveyance or transfer statute.⁴ If the financing is subsequently determined to have included a fraudulent conveyance or transfer, repayment obligations and security interests may be set aside or subordinated to the claims of other creditors.

.24 May a practitioner provide assurance concerning "matters relating to solvency" as hereinafter defined?

.25 Interpretation—No. For reasons set forth below, a practitioner should not provide any form of assurance, through examination, review or agreed-upon procedures engagements, that an entity

- Is not insolvent at the time the debt is incurred or would not be rendered insolvent thereby.
- Does not have unreasonably small capital.
- Has the ability to pay its debts as they mature.

² While this interpretation describes requests from secured lenders and summarizes the potential effects of fraudulent conveyance or transfer laws upon such lenders, the interpretation is not limited to requests from lenders. All requests for assurance on matters relating to solvency are governed by this interpretation.

³ Section 548 of the Federal Bankruptcy Code defines fraudulent transfers and obligations as follows:

"The trustee may avoid any transfer of an interest of the debtor in property or any obligation incurred by the debtor, that was made or incurred on or within one year before the date of the filing of the petition, if the debtor voluntarily or involuntarily—

"(1) made such transfer or incurred such obligation with actual intent to hinder, delay, or defraud any entity to which the debtor was or became, on or after the date that such transfer occurred or such obligation was incurred, indebted; or

"(2)(A) received less than a reasonably equivalent value in exchange for such transfer or obligation; and

"(2)(B)(i) was insolvent on the date that such transfer was made or such obligation was incurred, or became insolvent as a result of such transfer or obligation;

"(2)(B)(ii) was engaged in business or a transaction, or was about to engage in business or a transaction, for which any property remaining with the debtor was an unreasonably small capital; or

"(2)(B)(iii) intended to incur, or believed that the debtor would incur, debts that would be beyond the debtor's ability to pay as such debts matured." (Bankruptcy Law Reporter, 3 vols. [Chicago: Commerce Clearing House, 1986], vol. 1, 1339).

⁴ State fraudulent conveyance or transfer statutes such as the Uniform Fraudulent Conveyance Act and the Uniform Fraudulent Transfer Act reflect substantially similar provisions. These state laws may be employed absent a declaration of bankruptcy or by a bankruptcy trustee under section 544(1) of the Federal Bankruptcy Code. While the statute of limitations varies from state to state, in some states financing transactions may be vulnerable to challenge for up to six years from closing.

In the context of particular transactions other terms are sometimes used or defined by the parties as equivalents of or substitutes for the terms listed above (e.g., fair salable value of assets exceeds liabilities). These terms, and those matters listed above, are hereinafter referred to as "matters relating to solvency." The prohibition extends to providing assurance concerning all such terms.

.26 The third general attestation standard states that the practitioner shall perform the engagement only if he or she has reason to believe that the subject matter is capable of evaluation against criteria that are suitable and available to users. Suitable criteria must have each of the following attributes:

- Objectivity—Criteria should be free from bias.
- Measurability—Criteria should permit reasonably consistent measurements, qualitative or quantitative, of subject matter.
- Completeness—Criteria should be sufficiently complete so those relevant factors that would alter a conclusion about subject matter are not omitted.
- Relevance—Criteria should be relevant to the subject matter.

In addition, the second general attestation standard states that the engagement shall be performed by a practitioner or practitioners having adequate knowledge of the subject matter.

.27 The matters relating to solvency mentioned in paragraph .23 above are subject to legal interpretation under, and varying legal definition in, the Federal Bankruptcy Code and various state fraudulent conveyance and transfer statutes. Because these matters are not clearly defined in an accounting sense, and are therefore subject to varying interpretations, they do not provide the practitioner with suitable criteria required to evaluate the subject matter or an assertion under the third general attestation standard. In addition, lenders are concerned with legal issues on matters relating to solvency and the practitioner is generally unable to evaluate or provide assurance on these matters of legal interpretation. Therefore, practitioners are precluded from giving any form of assurance on matters relating to solvency or any financial presentation of matters relating to solvency.

.28 Under existing AICPA standards, the practitioner may provide a client with various professional services that may be useful to the client in connection with a financing. These services include:

- Audit of historical financial statements.
- Review of historical financial information (a review in accordance with AU section 722, *Interim Financial Information*, of interim financial information or in accordance with AR section 100, *Compilation and Review of Financial Statements*).
- Examination or review of pro forma financial information (section 401, *Reporting on Pro Forma Financial Information*).
- Examination or compilation of prospective financial information (section 301, *Financial Forecasts and Projections*).

.29 In addition, under existing AICPA attestation standards (section 201), the practitioner can provide the client and lender with an agreed-upon procedures report. In such an engagement, a client and lender may request that specified procedures be applied to various financial presentations, such as historical financial information, pro forma financial information and prospective financial information, which can be useful to a client or lender in connection with a financing.

.30 The practitioner should be aware that certain of the services described in paragraph .28 require that the practitioner have an appropriate level of knowledge of the entity's accounting and financial reporting practices and its internal control. This has ordinarily been obtained by the practitioner auditing historical financial statements of the entity for the most recent annual period or by otherwise obtaining an equivalent knowledge base. When considering acceptance of an engagement relating to a financing, the practitioner should consider whether he or she can perform these services without an equivalent knowledge base.

.31 A report on agreed-upon procedures should not provide any assurances on matters relating to solvency or any financial presentation of matters relating to solvency (e.g., fair salable value of assets less liabilities or fair salable value of assets less liabilities, contingent liabilities and other commitments). A practitioner's report on the results of applying agreed-upon procedures should contain the report elements set forth in section 201.31 (or section 301.55 if applying agreed upon procedures to prospective financial information). The practitioner's report on the results of applying agreed-upon procedures should:

- State that the service has been requested in connection with a financing (no reference should be made to any solvency provisions in the financing agreement).
- State that no representations are provided regarding questions of legal interpretation.
- State that no assurance is provided concerning the borrower's (1) solvency, (2) adequacy of capital or (3) ability to pay its debts.
- State that the procedures should not be taken to supplant any additional inquiries and procedures that the lender should undertake in its consideration of the proposed financing.
- Where applicable, state that an audit of recent historical financial statements has previously been performed and that no audit of any historical financial statements for a subsequent period has been performed. In addition, if any services have been performed pursuant to paragraph .28, they may be referred to.

.32 The report ordinarily is dated at or shortly before the closing date. The financing agreement ordinarily specifies the date, often referred to as the cutoff date, to which the report is to relate (for example, a date three business days before the date of the report). The report should state that the inquiries and other procedures carried out in connection with the report did not cover the period from the cutoff date to the date of the report.

.33 The practitioner might consider furnishing the client with a draft of the agreed-upon procedures report. The draft report should deal with all matters expected to be covered in the terms expected to be used in the final report. The draft report should be identified as a draft in order to avoid giving the impression that the procedures described therein have been performed. This practice of furnishing a draft report at an early point permits the practitioner to make clear to the client and lender what they may expect the accountant to furnish and gives them an opportunity to change the financing agreement or the agreed-upon procedures if they so desire.

[Issue Date: May, 1988; Amended: February, 1993; Revised: January, 2001.]

3. Applicability of Attestation Standards to Litigation Services

.34 Question—Section 101, *Attest Engagements*, paragraph .04, provides an example of a litigation service provided by practitioners that would not be considered an attest engagement as defined by section 101. When does section 101 not apply to litigation service engagements?

.35 Interpretation—Section 101 does not apply to litigation services that involve pending or potential formal legal or regulatory proceedings before a “trier of fact”⁵ in connection with the resolution of a dispute between two or more parties in any of the following circumstances when the:

- a. Practitioner has not been engaged to issue and does not issue an examination, a review, or an agreed-upon procedures report on subject matter, or an assertion about the subject matter that is the responsibility of another party.
- b. Service comprises being an expert witness.
- c. Service comprises being a trier of fact or acting on behalf of one.
- d. Practitioner’s work under the rules of the proceedings is subject to detailed analysis and challenge by each party to the dispute.
- e. Practitioner is engaged by an attorney to do work that will be protected by the attorney’s work product privilege and such work is not intended to be used for other purposes.

When performing such litigation services, the practitioner should comply with Rule 201, *General Standards*, of the *AICPA Code of Professional Conduct* [ET section 201.01].

.36 Question—When does section 101 apply to litigation service engagements?

.37 Interpretation—Section 101 applies to litigation service engagements only when the practitioner is engaged to issue or does issue an examination, a review, or an agreed-upon procedures report on subject matter, or an assertion about the subject matter, that is the responsibility of another party.

.38 Question—Section 101.04c provides the following example of litigation service engagements that are not considered attest engagements:

Services performed in accordance with the Statement on Standards for Consulting Services, such as.... engagements in which a practitioner is engaged to testify as an expert witness in accounting, auditing, taxation, or other matters, given certain stipulated facts.

What does the term “stipulated facts” as used in section 101.04c mean?

.39 Interpretation—The term “stipulated facts” as used in section 101.04c means facts or assumptions that are specified by one or more parties to a dispute to serve as the basis for the development of an expert opinion. It is not used in its typical legal sense of facts agreed to by all parties involved in a dispute.

.40 Question—Does *Attest Engagements Interpretation No. 2, Responding to Requests for Reports on Matters Relating to Solvency* (paragraphs .23 through .33), prohibit a practitioner from providing expert testimony, as described in section 101.04c before a “trier of fact” on matters relating to solvency?

⁵ A “trier of fact” in this section means a court, regulatory body, or government authority; their agents; a grand jury; or an arbitrator or mediator of the dispute.

.41 Interpretation—No. Matters relating to solvency mentioned in paragraph .25 are subject to legal interpretation under, and varying legal definition in, the Federal Bankruptcy Code and various state fraudulent conveyance and transfer statutes. Because these matters are not clearly defined in an accounting sense, and therefore subject to varying interpretations, they do not provide the practitioner with the suitable criteria required to evaluate the assertion. Thus, Attest Engagements Interpretation No. 2, *Responding to Requests for Reports on Matters Relating to Solvency* (paragraphs .23 through .33), prohibits a practitioner from providing any form of assurance in reporting upon examination, review or agreed-upon procedures engagements about matters relating to solvency (as defined in paragraph .25).

.42 However, a practitioner who is involved with pending or potential formal legal or regulatory proceedings before a “trier of fact” in connection with the resolution of a dispute between two or more parties may provide an expert opinion or consulting advice about matters relating to solvency. The prohibition in paragraphs .23 through .33 does not apply in such engagements because as part of the legal or regulatory proceedings, each party to the dispute has the opportunity to analyze and challenge the legal definition and interpretation of the matters relating to solvency and the criteria the practitioner uses to evaluate matters related to solvency. Such services are not intended to be used by others who do not have the opportunity to analyze and challenge such definitions and interpretations.

[Issue Date: July, 1990; Revised: January, 2001.]

4. Providing Access to or Photocopies of Working Papers to a Regulator

.43 Question—Interpretation No. 1 to AU section 339, *Working Papers*, entitled “Providing Access to or Photocopies of Working Papers to a Regulator” (AU section 9339.01–.15), contains guidance relating to providing access to or photocopies of working papers to a regulator. Is this guidance applicable to an attest engagement when a regulator requests access to or photocopies of the working papers?

.44 Interpretation—Yes. The guidance in Interpretation No. 1 to AU section 339 (AU section 9339.01–.15) is applicable in these circumstances; however, the letter to a regulator should be tailored to meet the individual engagement characteristics or the purpose of the regulatory request, for example, a quality control review. Illustrative letters for an examination engagement performed in accordance with section 601, *Compliance Attestation*, and an agreed-upon procedures engagement performed in accordance with section 201, *Agreed-Upon Procedures Engagements*, follow.

.45 Illustrative letter for examination engagement:

Illustrative Letter to Regulator⁶

[Date]

[Name and Address of Regulatory Agency]

⁶ The practitioner should appropriately modify this letter when the engagement has been conducted in accordance with the Statements on Standards for Attestation Engagements and also in accordance with additional attest requirements specified by a regulatory agency (for example, the requirements specified in *Government Auditing Standards* issued by the Comptroller General of the United States).

Your representatives have requested access to our working papers in connection with our engagement to examine (*identify the subject matter examined or restate management's assertion*). It is our understanding that the purpose of your request is (*state purpose*: for example, "to facilitate your regulatory examination").⁷

Our examination was conducted in accordance with attestation standards⁸ established by the American Institute of Certified Public Accountants, the objective of which is to form an opinion as to whether the subject matter (or management's assertion) is fairly stated, in all material respects, based on (*identify criteria*). Under these standards, we have the responsibility to plan and perform our examination to provide a reasonable basis for our opinion and to exercise due professional care in the performance of our examination. Our examination is subject to the inherent risk that material noncompliance, if it exists, would not be detected. In addition, our examination does not address the possibility that material noncompliance may occur in the future. Also, our use of professional judgment and the assessments of attestation risk and materiality for the purpose of our examination means that matters may have existed that would have been assessed differently by you. Our examination does not provide a legal determination on (*name of entity*)'s compliance with specified requirements.

The working papers were prepared for the purpose of providing the principal support for our opinion on (*name of entity*)'s compliance and to aid in the performance and supervision of our examination. The working papers document the procedures performed, the information obtained, and the pertinent conclusions reached in the examination. The procedures that we performed were limited to those we considered necessary under attestation standards⁹ established by the American Institute of Certified Public Accountants to provide us with reasonable basis for our opinion. Accordingly, we make no representation as to the sufficiency or appropriateness, for your purposes, of either the procedures or information documented in our working papers. In addition, any notations, comments, and individual conclusions appearing on any of the working papers do not stand alone and should not be read as an opinion on any part of management's assertion or the related subject matter.

Our examination was conducted for the purpose stated above and was not planned or performed in contemplation of your (*state purpose*: for example, "regulatory examination"). Therefore, items of possible interest to you may not have been specifically addressed. Accordingly, our examination, and the working papers prepared in connection therewith, should not supplant other inquiries and procedures that should be undertaken by the (*name of regulatory agency*) for the purpose of monitoring and regulating (*name of entity*). In addition, we have not performed any procedures since the date of our report with respect to the subject matter (*or management's assertion related thereto*), and significant events or circumstances may have occurred since that date.

The working papers constitute and reflect work performed or information obtained by us in the course of our examination. The documents contain trade secrets and confidential commercial and financial information of our firm and (*name of entity*) that is privileged and confidential, and we expressly reserve

⁷ If the practitioner is not required by law, regulation, or engagement contract to provide a regulator access to the working papers but otherwise intends to provide such access (see AU section 9339.11-15), the letter should include a statement that: "Management of (*name of entity*) has authorized us to provide you access to our working papers for (*state purpose*)."

⁸ Refer to footnote 6.

⁹ Refer to footnote 6.

all rights with respect to disclosures to third parties. Accordingly, we request confidential treatment under the Freedom of Information Act or similar laws and regulations when requests are made for the working papers or information contained therein or any documents created by the (*name of regulatory agency*) containing information derived there from. We further request that written notice be given to our firm before distribution of the information in the working papers (or photocopies thereof) to others, including other governmental agencies, except when such distribution is required by law or regulation.¹⁰

[*If it is expected that photocopies will be requested, add the following:*

Any photocopies of our working papers we agree to provide you will contain a legend "Confidential Treatment Requested by (*name of practitioner, address, telephone number*)."]

[*Firm signature*]

.46 Example letter for agreed-upon procedures engagements:

Illustrative Letter to Regulator¹¹

[*Date*]

[*Name and Address of Regulatory Agency*]

Your representatives have requested access to our working papers in connection with our engagement to perform agreed-upon procedures on (*identify the subject matter or management's assertion*). It is our understanding that the purpose of your request is (*state purpose*: for example, "to facilitate your regulatory examinations").¹²

Our agreed-upon procedures engagement was conducted in accordance with attestation standards¹³ established by the American Institute of Certified Public Accountants. Under these standards, we have the responsibility to perform the agreed-upon procedures to provide a reasonable basis for the findings expressed in our report. We were not engaged to, and did not, perform an examination, the objective of which would be to form an opinion on (*identify the subject matter or management's assertion*). Our engagement is subject to the inherent risk that material misstatement of (*identify the subject matter or management's assertion*), if it exists, would not be detected. (*The practitioner may add the following*: "In addition, our engagement does not address the possibility that material misstatement of (*identify the subject matter or management's assertion*) may occur in the future.") The procedures that we performed were limited to those agreed to by the specified users, and the sufficiency of these procedures is solely the responsibility of the specified users of the report. Further, our engagement does not provide a legal determination on (*name of entity*)'s compliance with specified requirements.

¹⁰ This illustrative paragraph may not in and of itself be sufficient to gain confidential treatment under the rules and regulations of certain regulatory agencies. The practitioner should consider tailoring this paragraph to the circumstances after consulting the regulations of each applicable regulatory agency and, if necessary, consult with legal counsel regarding the specific procedures and requirements necessary to gain confidential treatment.

¹¹ The practitioner should appropriately modify this letter when the engagement has been conducted in accordance with the Statements on Standards for Attestation Engagements and also in accordance with additional attest requirements specified by a regulatory agency (for example, the requirements specified in *Government Auditing Standards* issued by the Comptroller General of the United States).

¹² If the practitioner is not required by law, regulation or engagement contract to provide a regulator access to the working papers but otherwise intends to provide such access (see AU section 9339.11-15) the letter should include a statement that: "Management of (*name of entity*) has authorized us to provide you access to our working papers for (*state purpose*)."

¹³ Refer to footnote 6.

The working papers were prepared to document the agreed-upon procedures performed, the information obtained, and the pertinent findings reached in the engagement. Accordingly, we make no representation, for your purposes, as to the sufficiency or appropriateness of the information documented in our working papers. In addition, any notations, comments, and individual findings appearing on any of the working papers should not be read as an opinion on management's assertion or the related subject matter, or any part thereof.

Our engagement was performed for the purpose stated above and was not performed in contemplation of your (*state purpose*: for example, "regulatory examination"). Therefore, items of possible interest to you may not have been specifically addressed. Accordingly, our engagement, and the working papers prepared in connection therewith, should not supplant other inquiries and procedures that should be undertaken by the (*name of regulatory agency*) for the purpose of monitoring and regulating (*name of client*). In addition, we have not performed any procedures since the date of our report with respect to the subject matter or management's assertion related thereto, and significant events or circumstances may have occurred since that date.

The working papers constitute and reflect work performed or information obtained by us in the course of our engagement. The documents contain trade secrets and confidential commercial and financial information of our firm and (*name of client*) that is privileged and confidential, and we expressly reserve all rights with respect to disclosures to third parties. Accordingly, we request confidential treatment under the Freedom of Information Act or similar laws and regulations when requests are made for the working papers or information contained therein or any documents created by the (*name of regulatory agency*) containing information derived therefrom. We further request that written notice be given to our firm before distribution of the information in the working papers (or photocopies thereof) to others, including other governmental agencies, except when such distribution is required by law or regulation.¹⁴

[If it is expected that photocopies will be requested, add the following:

Any photocopies of our working papers we agree to provide you will contain a legend "Confidential Treatment Requested by (*name of practitioner, address, telephone number*)."]

[Firm signature]

[Issue Date: May, 1996; Revised: January, 2001.]

[The next page is 2601.]

¹⁴ This illustrative paragraph may not in and of itself be sufficient to gain confidential treatment under the rules and regulations of certain regulatory agencies. The practitioner should consider tailoring this paragraph to the circumstances after consulting the regulations of each applicable regulatory agency and, if necessary, consult with legal counsel regarding the specific procedures and requirements necessary to gain confidential treatment.

AT Section 201

Agreed-Upon Procedures Engagements

Source: SSAE No. 10.

Effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Earlier application is permitted.

Introduction and Applicability

.01 This section sets forth attestation standards and provides guidance to a practitioner concerning performance and reporting in all agreed-upon procedures engagements, except as noted in paragraph .02. A practitioner also should refer to the following sections of this Statement on Standards for Attestation Engagements (SSAE), which provide additional guidance for certain types of agreed-upon procedures engagements:

- a. Section 301, *Financial Forecasts and Projections*
- b. Section 601, *Compliance Attestation*

.02 This section does not apply to the following:¹

- a. Situations in which an auditor reports on specified compliance requirements based solely on an audit of financial statements, as addressed in AU section 623, *Special Reports*, paragraphs .19–.21
- b. Engagements for which the objective is to report in accordance with AU section 801, *Compliance Auditing Considerations in Audits of Governmental Entities and Recipients of Governmental Financial Assistance*, unless the terms of the engagement specify that the engagement be performed pursuant to SSAEs
- c. Circumstances covered by AU section 324, *Service Organizations*, paragraph .58, when the service auditor is requested to apply substantive procedures to user transactions or assets at the service organization, and he or she makes specific reference in his or her service auditor's report to having carried out designated procedures (However, this section applies when the service auditor provides a separate report on the performance of agreed-upon procedures in an attestation engagement.)
- d. Engagements covered by AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*
- e. Certain professional services that would not be considered as falling under this section as described in section 101, *Attest Engagements*, paragraph .04.

¹ The Attest Interpretation, "Responding to Requests for Reports on Matters Relating to Solvency" (section 9101.23–.33), prohibits the performance of any attest engagements concerning matters of solvency or insolvency.

Agreed-Upon Procedures Engagements

.03 An agreed-upon procedures engagement is one in which a practitioner is engaged by a client to issue a report of findings based on specific procedures performed on subject matter. The client engages the practitioner to assist specified parties in evaluating subject matter or an assertion as a result of a need or needs of the specified parties.² Because the specified parties require that findings be independently derived, the services of a practitioner are obtained to perform procedures and report his or her findings. The specified parties and the practitioner agree upon the procedures to be performed by the practitioner that the specified parties believe are appropriate. Because the needs of the specified parties may vary widely, the nature, timing, and extent of the agreed-upon procedures may vary as well; consequently, the specified parties assume responsibility for the sufficiency of the procedures since they best understand their own needs. In an engagement performed under this section, the practitioner does not perform an examination or a review, as discussed in section 101, and does not provide an opinion or negative assurance.³ (See paragraph .24.) Instead, the practitioner's report on agreed-upon procedures should be in the form of procedures and findings. (See paragraph .31.)

.04 As a consequence of the role of the specified parties in agreeing upon the procedures performed or to be performed, a practitioner's report on such engagements should clearly indicate that its use is restricted to those specified parties.⁴ Those specified parties, including the client, are hereinafter referred to as *specified parties*.

Standards

.05 The general, fieldwork, and reporting standards for attestation engagements as set forth in section 101, together with interpretive guidance regarding their application as addressed throughout this section, should be followed by the practitioner in performing and reporting on agreed-upon procedures engagements.

Conditions for Engagement Performance

.06 The practitioner may perform an agreed-upon procedures attest engagement provided that—

- a. The practitioner is independent.
- b. One of the following conditions is met.
 - (1) The party wishing to engage the practitioner is responsible for the subject matter, or has a reasonable basis for providing a written assertion about the subject matter when the nature of the subject matter is such that a responsible party does not otherwise exist.

² See paragraphs .08 and .09 for a discussion of subject matter and assertion.

³ For guidance on expressing an opinion on specified elements, accounts, or items of a financial statement based on an audit, see AU section 623.11–.18.

⁴ See section 101.78–.83 for additional guidance regarding restricted-use reports.

- (2) The party wishing to engage the practitioner is not responsible for the subject matter but is able to provide the practitioner, or have a third party who is responsible for the subject matter provide the practitioner with evidence of the third party's responsibility for the subject matter.
- c.* The practitioner and the specified parties agree upon the procedures performed or to be performed by the practitioner.
- d.* The specified parties take responsibility for the sufficiency of the agreed-upon procedures for their purposes.
- e.* The specific subject matter to which the procedures are to be applied is subject to reasonably consistent measurement.
- f.* Criteria to be used in the determination of findings are agreed upon between the practitioner and the specified parties.
- g.* The procedures to be applied to the specific subject matter are expected to result in reasonably consistent findings using the criteria.
- h.* Evidential matter related to the specific subject matter to which the procedures are applied is expected to exist to provide a reasonable basis for expressing the findings in the practitioner's report.
- i.* Where applicable, the practitioner and the specified parties agree on any materiality limits for reporting purposes. (See paragraph .25.)
- j.* Use of the report is restricted to the specified parties.
- k.* For agreed-upon procedures engagements on prospective financial information, the prospective financial statements include a summary of significant assumptions. (See section 301.52.)

Agreement on and Sufficiency of Procedures

.07 To satisfy the requirements that the practitioner and the specified parties agree upon the procedures performed or to be performed and that the specified parties take responsibility for the sufficiency of the agreed-upon procedures for their purposes, ordinarily the practitioner should communicate directly with and obtain affirmative acknowledgment from each of the specified parties. For example, this may be accomplished by meeting with the specified parties or by distributing a draft of the anticipated report or a copy of an engagement letter to the specified parties and obtaining their agreement. If the practitioner is not able to communicate directly with all of the specified parties, the practitioner may satisfy these requirements by applying any one or more of the following or similar procedures.

- Compare the procedures to be applied to written requirements of the specified parties.
- Discuss the procedures to be applied with appropriate representatives of the specified parties involved.
- Review relevant contracts with or correspondence from the specified parties.

The practitioner should not report on an engagement when specified parties do not agree upon the procedures performed or to be performed and do not take responsibility for the sufficiency of the procedures for their purposes. (See

paragraph .36 for guidance on satisfying these requirements when the practitioner is requested to add other parties as specified parties after the date of completion of the agreed-upon procedures.)

Subject Matter and Related Assertions

.08 The subject matter of an agreed-upon procedures engagement may take many different forms and may be at a point in time or covering a period of time. In an agreed-upon procedures engagement, it is the specific subject matter to which the agreed-upon procedures are to be applied using the criteria selected. Even though the procedures are agreed upon between the practitioner and the specified parties, the subject matter and the criteria must meet the conditions set forth in the third general standard. (See section 101.23 and .24.) The criteria against which the specific subject matter needs to be measured may be recited within the procedures enumerated or referred to in the practitioner's report.

.09 An assertion is any declaration or set of declarations about whether the subject matter is based on or in conformity with the criteria selected. A written assertion is generally not required in an agreed-upon procedures engagement unless specifically required by another attest standard (for example, see section 601.11). If, however, the practitioner requests the responsible party to provide an assertion, the assertion may be presented in a representation letter or another written communication from the responsible party, such as in a statement, narrative description, or schedule appropriately identifying what is being presented and the point in time or the period of time covered.

Establishing an Understanding With the Client

.10 The practitioner should establish an understanding with the client regarding the services to be performed. When the practitioner documents the understanding through a written communication with the client (an *engagement letter*), such communication should be addressed to the client, and in some circumstances also to all specified parties. Matters that might be included in such an understanding include the following:

- The nature of the engagement
- Identification of the subject matter (or the assertion related thereto), the responsible party, and the criteria to be used
- Identification of specified parties (See paragraph .36.)
- Specified parties' acknowledgment of their responsibility for the sufficiency of the procedures
- Responsibilities of the practitioner (See paragraphs .12 to .14 and .40.)
- Reference to attestation standards established by the American Institute of Certified Public Accountants (AICPA)
- Agreement on procedures by enumerating (or referring to) the procedures (See paragraphs .15 to .18.)
- Disclaimers expected to be included in the practitioner's report
- Use restrictions
- Assistance to be provided to the practitioner (See paragraphs .22 and .23.)

- Involvement of a specialist (See paragraphs .19 to .21.)
- Agreed-upon materiality limits (See paragraph .25.)

Nature, Timing, and Extent of Procedures

Responsibility of the Specified Parties

.11 Specified parties are responsible for the sufficiency (nature, timing, and extent) of the agreed-upon procedures because they best understand their own needs. The specified parties assume the risk that such procedures might be insufficient for their purposes. In addition, the specified parties assume the risk that they might misunderstand or otherwise inappropriately use findings properly reported by the practitioner.

Practitioner's Responsibility

.12 The responsibility of the practitioner is to carry out the procedures and report the findings in accordance with the general, fieldwork, and reporting standards as discussed and interpreted in this section. The practitioner assumes the risk that misapplication of the procedures may result in inappropriate findings being reported. Furthermore, the practitioner assumes the risk that appropriate findings may not be reported or may be reported inaccurately. The practitioner's risks can be reduced through adequate planning and supervision and due professional care in performing the procedures, determining the findings, and preparing the report.

.13 The practitioner should have adequate knowledge in the specific subject matter to which the agreed-upon procedures are to be applied. He or she may obtain such knowledge through formal or continuing education, practical experience, or consultation with others.⁵

.14 The practitioner has no responsibility to determine the differences between the agreed-upon procedures to be performed and the procedures that the practitioner would have determined to be necessary had he or she been engaged to perform another form of attest engagement. The procedures that the practitioner agrees to perform pursuant to an agreed-upon procedures engagement may be more or less extensive than the procedures that the practitioner would determine to be necessary had he or she been engaged to perform another form of engagement.

Procedures to Be Performed

.15 The procedures that the practitioner and specified parties agree upon may be as limited or as extensive as the specified parties desire. However, mere reading of an assertion or specified information about the subject matter does not constitute a procedure sufficient to permit a practitioner to report on the results of applying agreed-upon procedures. In some circumstances, the procedures agreed upon evolve or are modified over the course of the engagement. In general, there is flexibility in determining the procedures as long as the specified parties acknowledge responsibility for the sufficiency of such procedures for their purposes. Matters that should be agreed upon include the nature, timing, and extent of the procedures.

⁵ Section 601.19 and .20 provide guidance about obtaining an understanding of certain requirements in an agreed-upon procedures engagement on compliance.

.16 The practitioner should not agree to perform procedures that are overly subjective and thus possibly open to varying interpretations. Terms of uncertain meaning (such as general review, limited review, check, or test) should not be used in describing the procedures unless such terms are defined within the agreed-upon procedures. The practitioner should obtain evidential matter from applying the agreed-upon procedures to provide a reasonable basis for the finding or findings expressed in his or her report, but need not perform additional procedures outside the scope of the engagement to gather additional evidential matter.

.17 Examples of appropriate procedures include the following:

- Execution of a sampling application after agreeing on relevant parameters
- Inspection of specified documents evidencing certain types of transactions or detailed attributes thereof
- Confirmation of specific information with third parties
- Comparison of documents, schedules, or analyses with certain specified attributes
- Performance of specific procedures on work performed by others (including the work of internal auditors—see paragraphs .22 and .23)
- Performance of mathematical computations

.18 Examples of inappropriate procedures include the following:

- Mere reading of the work performed by others solely to describe their findings
- Evaluating the competency or objectivity of another party
- Obtaining an understanding about a particular subject
- Interpreting documents outside the scope of the practitioner's professional expertise

Involvement of a Specialist⁶

.19 The practitioner's education and experience enable him or her to be knowledgeable about business matters in general, but he or she is not expected to have the expertise of a person trained for or qualified to engage in the practice of another profession or occupation. In certain circumstances, it may be appropriate to involve a specialist to assist the practitioner in the performance of one or more procedures. The following are examples.

- An attorney might provide assistance concerning the interpretation of legal terminology involving laws, regulations, rules, contracts, or grants.
- A medical specialist might provide assistance in understanding the characteristics of diagnosis codes documented in patient medical records.
- An environmental engineer might provide assistance in interpreting environmental remedial action regulatory directives that may affect

⁶ A *specialist* is a person (or firm) possessing skill or knowledge in a particular field other than the attest function. As used herein, a specialist does not include a person employed by the practitioner's firm who participates in the attest engagement.

the agreed-upon procedures applied to an environmental liabilities account in a financial statement.

- A geologist might provide assistance in distinguishing between varying physical characteristics of a generic minerals group related to information to which the agreed-upon procedures are applied.

.20 The practitioner and the specified parties should explicitly agree to the involvement of the specialist in assisting a practitioner in the performance of an agreed-upon procedures engagement. This agreement may be reached when obtaining agreement on the procedures performed or to be performed and acknowledgment of responsibility for the sufficiency of the procedures, as discussed in paragraph .07. The practitioner's report should describe the nature of the assistance provided by the specialist.

.21 A practitioner may agree to apply procedures to the report or work product of a specialist that does not constitute assistance by the specialist to the practitioner in an agreed-upon procedures engagement. For example, the practitioner may make reference to information contained in a report of a specialist in describing an agreed-upon procedure. However, it is inappropriate for the practitioner to agree to merely read the specialist's report solely to describe or repeat the findings, or to take responsibility for all or a portion of any procedures performed by a specialist or the specialist's work product.

Internal Auditors and Other Personnel

.22 The agreed-upon procedures to be enumerated or referred to in the practitioner's report are to be performed entirely by the practitioner except as discussed in paragraphs .19 to .21.⁷ However, internal auditors or other personnel may prepare schedules and accumulate data or provide other information for the practitioner's use in performing the agreed-upon procedures. Also, internal auditors may perform and report separately on procedures that they have carried out. Such procedures may be similar to those that a practitioner may perform under this section.

.23 A practitioner may agree to perform procedures on information documented in the working papers of internal auditors. For example, the practitioner may agree to—

- Repeat all or some of the procedures.
- Determine whether the internal auditors' working papers contain documentation of procedures performed and whether the findings documented in the working papers are presented in a report by the internal auditors.

However, it is inappropriate for the practitioner to—

- Agree to merely read the internal auditors' report solely to describe or repeat their findings.
- Take responsibility for all or a portion of any procedures performed by internal auditors by reporting those findings as the practitioner's own.
- Report in any manner that implies shared responsibility for the procedures with the internal auditors.

⁷ AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, does not apply to agreed-upon procedures engagements.

Findings

.24 A practitioner should present the results of applying agreed-upon procedures to specific subject matter in the form of findings. The practitioner should not provide negative assurance about whether the subject matter or the assertion is fairly stated based on the criteria. For example, the practitioner should not include a statement in his or her report that “nothing came to my attention that caused me to believe that the [identify subject matter] is not presented based on [or the assertion is not fairly stated based on] [identify criteria].”

.25 The practitioner should report all findings from application of the agreed-upon procedures. The concept of materiality does not apply to findings to be reported in an agreed-upon procedures engagement unless the definition of materiality is agreed to by the specified parties. Any agreed-upon materiality limits should be described in the practitioner’s report.

.26 The practitioner should avoid vague or ambiguous language in reporting findings. Examples of appropriate and inappropriate descriptions of findings resulting from the application of certain agreed-upon procedures follow.

<i>Procedures Agreed Upon</i>	<i>Appropriate Description of Findings</i>	<i>Inappropriate Description of Findings</i>
Inspect the shipment dates for a sample (agreed-upon) of specified shipping documents, and determine whether any such dates were subsequent to December 31, 20XX.	No shipment dates shown on the sample of shipping documents were subsequent to December 31, 20XX.	Nothing came to my attention as a result of applying that procedure.
Calculate the number of blocks of streets paved during the year ended September 30, 20XX, shown on contractors’ certificates of project completion; compare the resultant number to the number in an identified chart of performance statistics.	The number of blocks of streets paved in the chart of performance statistics was Y blocks more than the number calculated from the contractors’ certificates of project completion.	The number of blocks of streets paved approximated the number of blocks included in the chart of performance statistics.
Calculate the rate of return on a specified investment (according to an agreed-upon formula) and verify that the resultant percentage agrees to the percentage in an identified schedule.	No exceptions were found as a result of applying the procedure.	The resultant percentage approximated the predetermined percentage in the identified schedule.

<i>Procedures Agreed Upon</i>	<i>Appropriate Description of Findings</i>	<i>Inappropriate Description of Findings</i>
Inspect the quality standards classification codes in identified performance test documents for products produced during a specified period; compare such codes to those shown in an identified computer printout.	All classification codes inspected in the identified documents were the same as those shown in the computer printout except for the following: <i>[List all exceptions.]</i>	All classification codes appeared to comply with such performance documents.
Trace all outstanding checks appearing on a bank reconciliation as of a certain date to checks cleared in the bank statement of the subsequent month.	All outstanding checks appearing on the bank reconciliation were cleared in the subsequent month's bank statement except for the following: <i>[List all exceptions.]</i>	Nothing came to my attention as a result of applying the procedure.
Compare the amounts of the invoices included in the "over ninety days" column shown in an identified schedule of aged accounts receivable of a specific customer as of a certain date to the amount and invoice date shown on the outstanding invoice and determine whether or not the invoice dates precede the date indicated on the schedule by more than ninety days.	All outstanding invoice amounts agreed with the amounts shown on the schedule in the "over ninety days" column, and the dates shown on such invoices preceded the date indicated on the schedule by more than ninety days.	The outstanding invoice amounts agreed within approximation of the amounts shown on the schedule in the "over ninety days" column, and nothing came to our attention that the dates shown on such invoices preceded the date indicated on the schedule by more than ninety days.

Working Papers

.27 The practitioner should prepare and maintain working papers in connection with an agreed-upon procedures engagement under the attestation standards; such working papers should be appropriate to the circumstances and the practitioner's needs on the engagement to which they apply.⁸ Although the quantity, type, and content of working papers vary with the circumstances, ordinarily they should indicate that—

⁸ There is no intention of implying that the practitioner would be precluded from supporting his or her report by other means in addition to the working papers.

- a. The work was adequately planned and supervised.
- b. Evidential matter was obtained to provide a reasonable basis for the finding or findings expressed in the practitioner's report.

.28 Working papers are the property of the practitioner, and some states have statutes or regulations that designate the practitioner as the owner of the working papers. The practitioner's rights of ownership, however, are subject to ethical limitations relating to confidentiality.⁹

.29 Certain of the practitioner's working papers may sometimes serve as a useful reference source for his or her client, but the working papers should not be regarded as a part of or a substitute for the client's records.

.30 The practitioner should adopt reasonable procedures for safe custody of his or her working papers and should retain them for a period of time sufficient to meet the needs of his or her practice and satisfy any pertinent legal requirements of records retention.

Reporting

Required Elements

.31 The practitioner's report on agreed-upon procedures should be in the form of procedures and findings. The practitioner's report should contain the following elements:

- a. A title that includes the word *independent*
- b. Identification of the specified parties (See paragraph .36.)
- c. Identification of the subject matter¹⁰ (or the written assertion related thereto) and the character of the engagement
- d. Identification of the responsible party
- e. A statement that the subject matter is the responsibility of the responsible party
- f. A statement that the procedures performed were those agreed to by the specified parties identified in the report
- g. A statement that the agreed-upon procedures engagement was conducted in accordance with attestation standards established by the AICPA
- h. A statement that the sufficiency of the procedures is solely the responsibility of the specified parties and a disclaimer of responsibility for the sufficiency of those procedures
- i. A list of the procedures performed (or reference thereto) and related findings (The practitioner should not provide negative assurance—see paragraph .24.)

⁹ See the Attest Interpretation, "Providing Access to or Photocopies of Working Papers to a Regulator" (section 9101.43–.46).

¹⁰ In some agreed-upon procedures engagements, the practitioner may be asked to apply agreed-upon procedures to more than one subject matter or assertion. In these engagements, the practitioner may issue one report that refers to all subject matter covered or assertions presented. (For example, see section 601.28.)

- j. Where applicable, a description of any agreed-upon materiality limits (See paragraph .25.)
- k. A statement that the practitioner was not engaged to and did not conduct an examination,^{11, 12} of the subject matter, the objective of which would be the expression of an opinion, a disclaimer of opinion on the subject matter, and a statement that if the practitioner had performed additional procedures, other matters might have come to his or her attention that would have been reported¹³
- l. A statement of restrictions on the use of the report because it is intended to be used solely by the specified parties¹⁴
- m. Where applicable, reservations or restrictions concerning procedures or findings as discussed in paragraphs .33, .35, .39, and .40
- n. For an agreed-upon procedures engagement on prospective financial information, all items included in section 301.55
- o. Where applicable, a description of the nature of the assistance provided by a specialist as discussed in paragraphs .19 through .21
- p. The manual or printed signature of the practitioner's firm
- q. The date of the report

Illustrative Report

.32 The following is an illustration of an agreed-upon procedures report.

¹¹ If the practitioner also wishes to refer to a review, alternate wording would be as follows. A statement that the practitioner was not engaged to and did not conduct an examination or a review of the subject matter, the objectives of which would be the expression of an opinion or limited assurance, a disclaimer of opinion on the subject matter, and a statement that if the practitioner had performed additional procedures, other matters might have come to his or her attention that would have been reported.

¹² If the subject matter consists of elements, accounts, or items of a financial statement, this statement may be worded as follows.

We were not engaged to and did not conduct an audit [or a review], the objective of which would be the expression of an opinion [or limited assurance] on the [identify elements, accounts, or items of a financial statement]. Accordingly, we do not express such an opinion [or limited assurance].

Alternatively, the wording may be the following.

These agreed-upon procedures do not constitute an audit [or a review] of financial statements or any part thereof, the objective of which is the expression of opinion [or limited assurance] on the financial statements or a part thereof.

¹³ When the practitioner consents to the inclusion of his or her report on an agreed-upon procedures engagement in a document or written communication containing the entity's financial statements, he or she should refer to AU section 504, *Association With Financial Statements* or to Statement on Standards for Accounting and Review Services (SSARS) 1, *Compilation and Review of Financial Statements* [AR section 100], as appropriate, for guidance on his or her responsibility pertaining to the financial statements.

The practitioner should follow (a) AU section 504.04 when the financial statements of a public or nonpublic entity are audited (or reviewed in accordance with AU section 722, *Interim Financial Information*, or (b) AU section 504.05 when the financial statements of a public entity are unaudited. The practitioner should follow SSARS 1, paragraph 6 [AR section 100.06] when (a) the financial statements of a nonpublic entity are reviewed or compiled or (b) the financial statements of a nonpublic entity are not reviewed or compiled and are not submitted by the accountant, as defined in SSARS 1, paragraph 7 [AR Section 100.07]. (See section 101.82 and .83 for guidance when the practitioner combines or includes in a document a restricted-use report with a general-use report.)

¹⁴ The purpose of the restriction on the use of the practitioner's report on applying agreed-upon procedures is to restrict its use to only those parties that have agreed upon the procedures performed and taken responsibility for the sufficiency of the procedures. Paragraph .36 describes the process for adding parties who were not originally contemplated in the agreed-upon procedures engagement.

Independent Accountant's Report
on Applying Agreed-Upon Procedures

To the Audit Committees and Managements of ABC Inc. and XYZ Fund:

We have performed the procedures enumerated below, which were agreed to by the audit committees and managements of ABC Inc. and XYZ Fund, solely to assist you in evaluating the accompanying Statement of Investment Performance Statistics of XYZ Fund (prepared in accordance with the criteria specified therein) for the year ended December 31, 20X1. XYZ Fund's management is responsible for the statement of investment performance statistics. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

[Include paragraphs to enumerate procedures and findings.]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on the accompanying Statement of Investment Performance Statistics of XYZ Fund. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the audit committees and managements of ABC Inc. and XYZ Fund,¹⁵ and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

Explanatory Language

.33 The practitioner also may include explanatory language about matters such as the following:

- Disclosure of stipulated facts, assumptions, or interpretations (including the source thereof) used in the application of agreed-upon procedures (For example, see section 601.26.)
- Description of the condition of records, controls, or data to which the procedures were applied
- Explanation that the practitioner has no responsibility to update his or her report
- Explanation of sampling risk

Dating of Report

.34 The date of completion of the agreed-upon procedures should be used as the date of the practitioner's report.

¹⁵ The report may list the specified parties or refer the reader to the specified parties listed elsewhere in the report.

Restrictions on the Performance of Procedures

.35 When circumstances impose restrictions on the performance of the agreed-upon procedures, the practitioner should attempt to obtain agreement from the specified parties for modification of the agreed-upon procedures. When such agreement cannot be obtained (for example, when the agreed-upon procedures are published by a regulatory agency that will not modify the procedures), the practitioner should describe any restrictions on the performance of procedures in his or her report or withdraw from the engagement.

Adding Specified Parties (Nonparticipant Parties)

.36 Subsequent to the completion of the agreed-upon procedures engagement, a practitioner may be requested to consider the addition of another party as a specified party (*a nonparticipant party*). The practitioner may agree to add a nonparticipant party as a specified party, based on consideration of such factors as the identity of the nonparticipant party and the intended use of the report.¹⁶ If the practitioner does agree to add the nonparticipant party, he or she should obtain affirmative acknowledgment, normally in writing, from the nonparticipant party agreeing to the procedures performed and of its taking responsibility for the sufficiency of the procedures. If the nonparticipant party is added after the practitioner has issued his or her report, the report may be reissued or the practitioner may provide other written acknowledgment that the nonparticipant party has been added as a specified party. If the report is reissued, the report date should not be changed. If the practitioner provides written acknowledgment that the nonparticipant party has been added as a specified party, such written acknowledgment ordinarily should state that no procedures have been performed subsequent to the date of the report.

Written Representations

.37 A practitioner may find a representation letter to be a useful and practical means of obtaining representations from the responsible party. The need for such a letter may depend on the nature of the engagement and the specified parties. For example, section 601.68 requires a practitioner to obtain written representations from the responsible party in an agreed-upon procedures engagement related to compliance with specified requirements.

.38 Examples of matters that might appear in a representation letter from the responsible party include the following:

- a. A statement acknowledging responsibility for the subject matter and, when applicable, the assertion
- b. A statement acknowledging responsibility for selecting the criteria and for determining that such criteria are appropriate for their purposes
- c. The assertion about the subject matter based on the criteria selected
- d. A statement that all known matters contradicting the subject matter or the assertion and any communication from regulatory agencies affecting the subject matter or the assertion has been disclosed to the practitioner

¹⁶ When considering whether to add a nonparticipant party, the guidance in AU section 530, *Dating of the Independent Auditor's Report*, paragraphs .06 and .07, may be helpful.

- e. Availability of all records relevant to the subject matter and the agreed-upon procedures
- f. Other matters as the practitioner deems appropriate

.39 The responsible party's refusal to furnish written representations determined by the practitioner to be appropriate for the engagement constitutes a limitation on the performance of the engagement. In such circumstances, the practitioner should do one of the following.

- a. Disclose in his or her report the inability to obtain representations from the responsible party.
- b. Withdraw from the engagement.¹⁷
- c. Change the engagement to another form of engagement.

Knowledge of Matters Outside Agreed-Upon Procedures

.40 The practitioner need not perform procedures beyond the agreed-upon procedures. However, in connection with the application of agreed-upon procedures, if matters come to the practitioner's attention by other means that significantly contradict the subject matter (or written assertion related thereto) referred to in the practitioner's report, the practitioner should include this matter in his or her report.¹⁸ For example, if, during the course of applying agreed-upon procedures regarding an entity's internal control, the practitioner becomes aware of a material weakness by means other than performance of the agreed-upon procedure, the practitioner should include this matter in his or her report.

Change to an Agreed-Upon Procedures Engagement From Another Form of Engagement

.41 A practitioner who has been engaged to perform another form of attest engagement or a nonattest service engagement may, before the engagement's completion, be requested to change the engagement to an agreed-upon procedures engagement under this section. A request to change the engagement may result from a change in circumstances affecting the client's requirements, a misunderstanding about the nature of the original services or the alternative services originally available, or a restriction on the performance of the original engagement, whether imposed by the client or caused by circumstances.

.42 Before a practitioner who was engaged to perform another form of engagement agrees to change the engagement to an agreed-upon procedures engagement, he or she should consider the following:

- a. The possibility that certain procedures performed as part of another type of engagement are not appropriate for inclusion in an agreed-upon procedures engagement

¹⁷ For an agreed-upon procedures engagement performed pursuant to section 601, management's refusal to furnish all required representations also constitutes a limitation on the scope of the engagement that requires the practitioner to withdraw from the engagement.

¹⁸ If the practitioner has performed (or has been engaged to perform) an audit of the entity's financial statements to which an element, account, or item of a financial statement relates and the auditor's report on such financial statements includes a departure from a standard report [see AU section 508, *Reports on Audited Financial Statements*], he or she should consider including a reference to the auditor's report and the departure from the standard report in his or her agreed-upon procedures report.

- b. The reason given for the request, particularly the implications of a restriction on the scope of the original engagement or the matters to be reported
- c. The additional effort required to complete the original engagement
- d. If applicable, the reasons for changing from a general-use report to a restricted-use report

.43 If the specified parties acknowledge agreement to the procedures performed or to be performed and assume responsibility for the sufficiency of the procedures to be included in the agreed-upon procedures engagement, either of the following would be considered a reasonable basis for requesting a change in the engagement—

- a. A change in circumstances that requires another form of engagement
- b. A misunderstanding concerning the nature of the original engagement or the available alternatives

.44 In all circumstances, if the original engagement procedures are substantially complete or the effort to complete such procedures is relatively insignificant, the practitioner should consider the propriety of accepting a change in the engagement.

.45 If the practitioner concludes, based on his or her professional judgment, that there is reasonable justification to change the engagement, and provided he or she complies with the standards applicable to agreed-upon procedures engagements, the practitioner should issue an appropriate agreed-upon procedures report. The report should not include reference to either the original engagement or performance limitations that resulted in the changed engagement. (See paragraph .40.)

Combined Reports Covering Both Restricted-Use and General-Use Subject Matter or Presentations

.46 When a practitioner performs services pursuant to an engagement to apply agreed-upon procedures to specific subject matter as part of or in addition to another form of service, this section applies only to those services described herein; other Standards would apply to the other services. Other services may include an audit, review, or compilation of a financial statement, another attest service performed pursuant to the SSAEs, or a nonattest service.¹⁹ Reports on applying agreed-upon procedures to specific subject matter may be combined with reports on such other services, provided the types of services can be clearly distinguished and the applicable Standards for each service are followed. See section 101.82 and .83, regarding restricting the use of the combined report.

Effective Date

.47 This section is effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Early application is permitted.

¹⁹ See section 101.105-.07, for requirements relating to attest services provided as part of a consulting service engagement.

Appendix

Additional Illustrative Reports

The following are additional illustrations of reporting on applying agreed-upon procedures to elements, accounts, or items of a financial statement.

1. Report in Connection With a Proposed Acquisition

Independent Accountant's Report
on Applying Agreed-Up On Procedures

To the Board of Directors and Management of X Company:

We have performed the procedures enumerated below, which were agreed to by the Board of Directors and Management of X Company, solely to assist you in connection with the proposed acquisition of Y Company as of December 31, 20XX. Y Company is responsible for its cash and accounts receivable records. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures and the associated findings are as follows:

Cash

1. We obtained confirmation of the cash on deposit from the following banks, and we agreed the confirmed balance to the amount shown on the bank reconciliations maintained by Y Company. We mathematically checked the bank reconciliations and compared the resultant cash balances per book to the respective general ledger account balances.

<u>Bank</u>	<u>General Ledger Account Balances as of December 31, 20XX</u>
ABC National Bank	\$ 5,000
DEF State Bank	3,776
XYZ Trust Company regular account	86,912
XYZ Trust Company payroll account	5,000
	<u>\$110,688</u>

We found no exceptions as a result of the procedures.

Accounts Receivable

2. We added the individual customer account balances shown in an aged trial balance of accounts receivable (identified as Exhibit A) and compared the resultant total with the balance in the general ledger account.

We found no difference.

- We compared the individual customer account balances shown in the aged trial balance of accounts receivable (Exhibit A) as of December 31, 19XX, to the balances shown in the accounts receivable subsidiary ledger.

We found no exceptions as a result of the comparisons.

- We traced the aging (according to invoice dates) for 50 customer account balances shown in Exhibit A to the details of outstanding invoices in the accounts receivable subsidiary ledger. The balances selected for tracing were determined by starting at the eighth item and selecting every fifteenth item thereafter.

We found no exceptions in the aging of the amounts of the 50 customer account balances selected. The sample size traced was 9.8 percent of the aggregate amount of the customer account balances.

- We mailed confirmations directly to the customers representing the 150 largest customer account balances selected from the accounts receivable trial balance, and we received responses as indicated below. We also traced the items constituting the outstanding customer account balance to invoices and supporting shipping documents for customers from which there was no reply. As agreed, any individual differences in a customer account balance of less than \$300 were to be considered minor, and no further procedures were performed.

Of the 150 customer balances confirmed, we received responses from 140 customers; 10 customers did not reply. No exceptions were identified in 120 of the confirmations received. The differences disclosed in the remaining 20 confirmation replies were either minor in amount (as defined above) or were reconciled to the customer account balance without proposed adjustment thereto. A summary of the confirmation results according to the respective aging categories is as follows.

<i>Accounts Receivable December 31, 20XX</i>			
<u>Aging Categories</u>	<u>Customer Account Balances</u>	<u>Confirmations Requested</u>	<u>Confirmations Received</u>
Current	\$156,000	\$76,000	\$65,000
Past due:			
Less than one month	60,000	30,000	19,000
One to three months	36,000	18,000	10,000
Over three months	48,000	48,000	8,000
	<u>\$300,000</u>	<u>\$172,000</u>	<u>\$102,000</u>

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on cash and accounts receivable. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the board of directors and management of X Company and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

2. Report in Connection With Claims of Creditors**Independent Accountant's Report
on Applying Agreed-Upon Procedures**

To the Trustee of XYZ Company:

We have performed the procedures described below, which were agreed to by the Trustee of XYZ Company, with respect to the claims of creditors solely to assist you in determining the validity of claims of XYZ Company as of May 31, 20XX, as set forth in the accompanying Schedule A. XYZ Company is responsible for maintaining records of claims submitted by creditors of XYZ Company. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the party specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures and associated findings are as follows:

1. Compare the total of the trial balance of accounts payable at May 31, 20XX, prepared by XYZ Company, to the balance in the related general ledger account.

The total of the accounts payable trial balance agreed with the balance in the related general ledger account.

2. Compare the amounts for claims received from creditors (as shown in claim documents provided by XYZ Company) to the respective amounts shown in the trial balance of accounts payable. Using the data included in the claims documents and in XYZ Company's accounts payable detail records, reconcile any differences found to the accounts payable trial balance.

All differences noted are presented in column 3 of Schedule A. Except for those amounts shown in column 4 of Schedule A, all such differences were reconciled.

3. Obtain the documentation submitted by creditors in support of the amounts claimed and compare it to the following documentation in XYZ Company's files: invoices, receiving reports, and other evidence of receipt of goods or services.

No exceptions were found as a result of these comparisons.

We were not engaged to and did not conduct an audit, the objective of which would be the expression of an opinion on the claims of creditors set forth in the accompanying Schedule A. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Trustee of XYZ Company and is not intended to be and should not be used by anyone other than this specified party.

[Signature]

[Date]

[The next page is 2631.]

AT Section 301

Financial Forecasts and Projections

Source: SSAE No. 10.

Effective when the date of the practitioner's report is on or after June 1, 2001. Earlier application is permitted.

Introduction

.01 This section sets forth standards and provides guidance to practitioners who are engaged to issue or do issue examination (paragraphs .29 to .50), compilation (paragraphs .12 to .28), or agreed-upon procedures reports (paragraphs .51 to .56) on prospective financial statements.

.02 Whenever a practitioner (a) submits, to his or her client or others, prospective financial statements that he or she has assembled, or assisted in assembling, that are or reasonably might be expected to be used by another (third) party¹ or (b) reports on prospective financial statements that are, or reasonably might be expected to be used by another (third) party, the practitioner should perform one of the engagements described in the preceding paragraph. In deciding whether the prospective financial statements are or reasonably might be expected to be used by a third party, the practitioner may rely on either the written or oral representation of the responsible party, unless information comes to his or her attention that contradicts the responsible party's representation. If such third-party use of the prospective financial statements is not reasonably expected, the provisions of this section are not applicable unless the practitioner has been engaged to examine, compile, or apply agreed-upon procedures to the prospective financial statements.

.03 This section also provides standards for a practitioner who is engaged to examine, compile, or apply agreed-upon procedures to partial presentations. A partial presentation is a presentation of prospective financial information that excludes one or more of the items required for prospective financial statements as described in Appendix A [paragraph .68], "Minimum Presentation Guidelines."

.04 The practitioner who has been engaged to or does compile, examine, or apply agreed-upon procedures to a partial presentation should perform the engagement in accordance with the guidance in paragraphs .12 to .28 for compilations, .29 to .50 for examinations, and .51 to .56 for agreed-upon procedures, respectively, modified to reflect the nature of the presentation as discussed in paragraphs .03, .57, and .58.

.05 This section does not provide standards or procedures for engagements involving prospective financial statements used solely in connection with litigation support services. A practitioner may, however, look to these standards because they provide helpful guidance for many aspects of such engagements and may be referred to as useful guidance in such engagements. Litigation support services are engagements involving pending or potential formal legal proceedings before a trier of fact in connection with the resolution

¹ However, paragraph .59 permits an exception to this for certain types of budgets.

of a dispute between two or more parties, for example, when a practitioner acts as an expert witness. This exception is provided because, among other things, the practitioner's work in such proceedings is ordinarily subject to detailed analysis and challenge by each party to the dispute. This exception does not apply, however, if either of the following occur.

- a. The practitioner is specifically engaged to issue or does issue an examination, a compilation, or an agreed-upon procedures report on prospective financial statements.
- b. The prospective financial statements are for use by third parties who, under the rules of the proceedings, do not have the opportunity for analysis and challenge by each party to a dispute in a legal proceeding.

For example, creditors may not have such opportunities when prospective financial statements are submitted to them to secure their agreement to a plan of reorganization.

.06 In reporting on prospective financial statements, the practitioner may be called on to assist the responsible party in identifying assumptions, gathering information, or assembling the statements.² The responsible party is nonetheless responsible for the preparation and presentation of the prospective financial statements because the prospective financial statements are dependent on the actions, plans, and assumptions of the responsible party, and only it can take responsibility for the assumptions. Accordingly, the practitioner's engagement should not be characterized in his or her report or in the document containing his or her report as including "preparation" of the prospective financial statements. A practitioner may be engaged to prepare a financial analysis of a potential project where the engagement includes obtaining the information, making appropriate assumptions, and assembling the presentation. Such an analysis is not and should not be characterized as a forecast or projection and would not be appropriate for general use. However, if the responsible party reviewed and adopted the assumptions and presentation, or based its assumptions and presentation on the analysis, the practitioner could perform one of the engagements described in this section and issue a report appropriate for general use.

.07 The concept of materiality affects the application of this section to prospective financial statements as materiality affects the application of generally accepted auditing standards (GAAS) to historical financial statements. Materiality is a concept that is judged in light of the expected range of reasonableness of the information; therefore, users should not expect prospective information (information about events that have not yet occurred) to be as precise as historical information.

Definitions

.08 For the purposes of this section the following definitions apply.

- a. *Prospective financial statements*—Either financial forecasts or financial projections including the summaries of significant assumptions and accounting policies. Although prospective financial statements

² Some of these services may not be appropriate if the practitioner is to be named as the person reporting on an examination in a filing with the Securities and Exchange Commission (SEC). SEC Release Nos. 33-5992 and 34-15305, "Disclosure of Projections of Future Economic Performance," state that for prospective financial statements filed with the commission, "a person should not be named as an outside reviewer if he actively assisted in the preparation of the projection."

may cover a period that has partially expired, statements for periods that have completely expired are not considered to be prospective financial statements. Pro forma financial statements and partial presentations are not considered to be prospective financial statements.³

- b. *Partial presentation*—A presentation of prospective financial information that excludes one or more of the items required for prospective financial statements as described in Appendix A [paragraph .68], “Minimum Presentation Guidelines.” Partial presentations are not ordinarily appropriate for general use; accordingly, partial presentations should be restricted for use by specified parties who will be negotiating directly with the responsible party.
- c. *Financial forecast*—Prospective financial statements that present, to the best of the responsible party’s knowledge and belief, an entity’s expected financial position, results of operations, and cash flows. A financial forecast is based on the responsible party’s assumptions reflecting the conditions it expects to exist and the course of action it expects to take. A financial forecast may be expressed in specific monetary amounts as a single point estimate of forecasted results or as a range, where the responsible party selects key assumptions to form a range within which it reasonably expects, to the best of its knowledge and belief, the item or items subject to the assumptions to actually fall. When a forecast contains a range, the range is not selected in a biased or misleading manner, for example, a range in which one end is significantly less expected than the other. Minimum presentation guidelines for prospective financial statements are set forth in Appendix A [paragraph .68].
- d. *Financial projection*—Prospective financial statements that present, to the best of the responsible party’s knowledge and belief, given one or more hypothetical assumptions, an entity’s expected financial position, results of operations, and cash flows. A financial projection is sometimes prepared to present one or more hypothetical courses of action for evaluation, as in response to a question such as, “What would happen if . . . ?” A financial projection is based on the responsible party’s assumptions reflecting conditions it expects would exist and the course of action it expects would be taken, given one or more hypothetical assumptions. A projection, like a forecast, may contain a range. Minimum presentation guidelines for prospective financial statements are set forth in Appendix A [paragraph .68].
- e. *Entity*—Any unit, existing or to be formed, for which financial statements could be prepared in accordance with generally accepted accounting principles (GAAP) or another comprehensive basis of accounting.⁴ For example, an entity can be an individual, partnership, corporation, trust, estate, association, or governmental unit.
- f. *Hypothetical assumption*—An assumption used in a financial projection to present a condition or course of action that is not necessarily expected to occur, but is consistent with the purpose of the projection.

³ The objective of pro forma financial information is to show what the significant effects on the historical financial information might have been had a consummated or proposed transaction (or event) occurred at an earlier date. Although the transaction in question may be prospective, this section does not apply to such presentations because they are essentially historical financial statements and do not purport to be prospective financial statements. See section 401, *Reporting on Pro Forma Financial Information*.

⁴ AU section 623, *Special Reports*, discusses comprehensive bases of accounting other than GAAP.

- g. Responsible party*—The person or persons who are responsible for the assumptions underlying the prospective financial statements. The responsible party usually is management, but it can be persons outside of the entity who do not currently have the authority to direct operations (for example, a party considering acquiring the entity).
- h. Assembly*—The manual or computer processing of mathematical or other clerical functions related to the presentation of the prospective financial statements. Assembly does not refer to the mere reproduction and collation of such statements or to the responsible party's use of the practitioner's computer processing hardware or software.
- i. Key factors*—The significant matters on which an entity's future results are expected to depend. Such factors are basic to the entity's operations and thus encompass matters that affect, among other things, the entity's sales, production, service, and financing activities. Key factors serve as a foundation for prospective financial statements and are the bases for the assumptions.

Uses of Prospective Financial Statements

.09 Prospective financial statements are for either *general use* or *limited use*. *General use* of prospective financial statements refers to the use of the statements by persons with whom the responsible party is not negotiating directly, for example, in an offering statement of an entity's debt or equity interests. Because recipients of prospective financial statements distributed for general use are unable to ask the responsible party directly about the presentation, the presentation most useful to them is one that portrays, to the best of the responsible party's knowledge and belief, the expected results. Thus, only a financial forecast is appropriate for general use.

.10 *Limited use* of prospective financial statements refers to the use of prospective financial statements by the responsible party alone or by the responsible party and third parties with whom the responsible party is negotiating directly. Examples include use in negotiations for a bank loan, submission to a regulatory agency, and use solely within the entity. Third-party recipients of prospective financial statements intended for limited use can ask questions of the responsible party and negotiate terms directly with it. Any type of prospective financial statements that would be useful in the circumstances would normally be appropriate for limited use. Thus, the presentation may be a financial forecast or a financial projection.

.11 Because a financial projection is not appropriate for general use, a practitioner should not consent to the use of his or her name in conjunction with a financial projection that he or she believes will be distributed to those who will not be negotiating directly with the responsible party, for example, in an offering statement of an entity's debt or equity interests, unless the projection is used to supplement a financial forecast.

Compilation of Prospective Financial Statements

.12 A compilation of prospective financial statements is a professional service that involves the following:

- a. Assembling*, to the extent necessary, the prospective financial statements based on the responsible party's assumptions

- b. Performing the required compilation procedures,⁵ including reading the prospective financial statements with their summaries of significant assumptions and accounting policies, and considering whether they appear to be presented in conformity with AICPA presentation guidelines⁶ and not obviously inappropriate
- c. Issuing a compilation report

.13 A compilation is not intended to provide assurance on the prospective financial statements or the assumptions underlying such statements. Because of the limited nature of the practitioner's procedures, a compilation does not provide assurance that the practitioner will become aware of significant matters that might be disclosed by more extensive procedures, for example, those performed in an examination of prospective financial statements.

.14 The summary of significant assumptions is essential to the reader's understanding of prospective financial statements. Accordingly, the practitioner should not compile prospective financial statements that exclude disclosure of the summary of significant assumptions. Also, the practitioner should not compile a financial projection that excludes either (a) an identification of the hypothetical assumptions or (b) a description of the limitations on the usefulness of the presentation.

.15 The following standards apply to a compilation of prospective financial statements and to the resulting report.

- a. The compilation should be performed by a person or persons having adequate technical training and proficiency to compile prospective financial statements.
- b. Due professional care should be exercised in the performance of the compilation and the preparation of the report.
- c. The work should be adequately planned, and assistants, if any, should be properly supervised.
- d. Applicable compilation procedures should be performed as a basis for reporting on the compiled prospective financial statements. (See Appendix B [paragraph .69], "Training and Proficiency, Planning and Procedures Applicable to Compilations," for the procedures to be performed.)
- e. The report based on the practitioner's compilation of prospective financial statements should conform to the applicable guidance in paragraphs .18 through .28.

.16 The practitioner should consider, after applying the procedures specified in paragraph .69, whether representations or other information he or she has received appear to be obviously inappropriate, incomplete, or otherwise misleading, and if so, the practitioner should attempt to obtain additional or revised information. If he or she does not receive such information, the practitioner should ordinarily withdraw from the compilation engagement.⁷ (Note that the omission of disclosures, other than those relating to significant assumptions, would not require the practitioner to withdraw. See paragraph .26.)

⁵ See Appendix B [paragraph .69], subparagraph 5, for the required procedures.

⁶ AICPA presentation guidelines are detailed in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

⁷ The practitioner need not withdraw from the engagement if the effect of such information on the prospective financial statement does not appear to be material.

Working Papers

.17 Although it is not possible to specify the form or content of the working papers that a practitioner should prepare in connection with a compilation of prospective financial statements because of the different circumstances of individual engagements, the practitioner's working papers ordinarily should indicate that—

- a. The work was adequately planned and supervised.
- b. The required compilation procedures were performed as a basis for the compilation report.

Reports on Compiled Prospective Financial Statements

.18 The practitioner's standard report on a compilation of prospective financial statements should include the following:

- a. An identification of the prospective financial statements presented by the responsible party
- b. A statement that the practitioner has compiled the prospective financial statements in accordance with attestation standards established by the American Institute of Certified Public Accountants
- c. A statement that a compilation is limited in scope and does not enable the practitioner to express an opinion or any other form of assurance on the prospective financial statements or the assumptions
- d. A caveat that the prospective results may not be achieved
- e. A statement that the practitioner assumes no responsibility to update the report for events and circumstances occurring after the date of the report
- f. The manual or printed signature of the practitioner's firm
- g. The date of the compilation report

.19 The following is the form of the practitioner's standard report on the compilation of a forecast that does not contain a range.⁸

We have compiled the accompanying forecasted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending, in accordance with attestation standards established by the American Institute of Certified Public Accountants.⁹

A compilation is limited to presenting in the form of a forecast information that is the representation of management¹⁰ and does not include evaluation of the support for the assumptions underlying the forecast. We have not examined the forecast and, accordingly, do not express an opinion or any other form of

⁸ The forms of reports provided in this section are appropriate whether the presentation is based on GAAP or on another comprehensive basis of accounting.

⁹ When the presentation is summarized as discussed in Appendix A [paragraph .68], this sentence might read, "We have compiled the accompanying summarized forecast of XYZ Company as of December 31, 20XX, and for the year then ending in accordance with attestation standards established by the American Institute of Certified Public Accountants."

¹⁰ If the responsible party is other than management, the references to management in the standard reports provided in this section should be changed to refer to the party who assumes responsibility for the assumptions.

assurance on the accompanying statements or assumptions. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

[Signature]

[Date]

.20 When the presentation is a projection, the practitioner's compilation report should include the report elements set forth in paragraph .18. Additionally, the report should include a statement describing the special purpose for which the projection was prepared as well as a separate paragraph that restricts the use of the report because it is intended to be used solely by the specified parties. The following is the form of the practitioner's standard report on a compilation of a projection that does not contain a range.

We have compiled the accompanying projected balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending, in accordance with attestation standards established by the American Institute of Certified Public Accountants.¹¹ The accompanying projection was prepared for *[state special purpose, for example, "the purpose of negotiating a loan to expand XYZ Company's plant"]*.

A compilation is limited to presenting in the form of a projection information that is the representation of management and does not include evaluation of the support for the assumptions underlying the projection. We have not examined the projection and, accordingly, do not express an opinion or any other form of assurance on the accompanying statements or assumptions. Furthermore, even if *[describe hypothetical assumption, for example, "the loan is granted and the plant is expanded,"]* there will usually be differences between the projected and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

The accompanying projection and this report are intended solely for the information and use of *[identify specified parties, for example, "XYZ Company and DEF Bank"]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.21 When the prospective financial statements contain a range, the practitioner's standard report should also include a separate paragraph that states that the responsible party has elected to portray the expected results of one or more assumptions as a range. The following is an example of the separate paragraph to be added to the practitioner's report when he or she compiles prospective financial statements, in this case a forecast, that contain a range.

¹¹ When the presentation is summarized as discussed in Appendix A [paragraph .68], this sentence might read as follows.

We have compiled the accompanying summarized projection of XYZ Company as of December 31, 20XX, and for the year then ending in accordance with attestation standards established by the American Institute of Certified Public Accountants.

As described in the summary of significant assumptions, management of XYZ Company has elected to portray forecasted *[describe financial statement element or elements for which the expected results of one or more assumptions fall within a range, and identify the assumptions expected to fall within a range, for example, "revenue at the amounts of \$X,XXX and \$Y,YYY, which is predicated upon occupancy rates of XX percent and YY percent of available apartments,"]* rather than as a single point estimate. Accordingly, the accompanying forecast presents forecasted financial position, results of operations, and cash flows *[describe one or more assumptions expected to fall within a range, for example, "at such occupancy rates."]* However, there is no assurance that the actual results will fall within the range of *[describe one or more assumptions expected to fall within a range, for example, "occupancy rates"]* presented.

.22 The date of completion of the practitioner's compilation procedures should be used as the date of the report.

.23 A practitioner may compile prospective financial statements for an entity with respect to which he or she is not independent.¹² In such circumstances, the practitioner should specifically disclose his or her lack of independence; however, the reason for the lack of independence should not be described. When the practitioner is not independent, he or she may give the standard compilation report but should include the following sentence after the last paragraph.

We are not independent with respect to XYZ Company.

.24 Prospective financial statements may be included in a document that also contains historical financial statements and the practitioner's report thereon.¹³ In addition, the historical financial statements that appear in the document may be summarized and presented with the prospective financial statements for comparative purposes.¹⁴ An example of the reference to the practitioner's report on the historical financial statements when he or she audited, reviewed, or compiled those statements is presented below.

[Concluding sentence of last paragraph]

The historical financial statements for the year ended December 31, 20XX, *[from which the historical data are derived]* and our report thereon are set forth on pages xx-xx of this document.

.25 In some circumstances, a practitioner may wish to expand his or her report to emphasize a matter regarding the prospective financial statements. Such information may be presented in a separate paragraph of the practitioner's report. However, the practitioner should exercise care that emphasizing such a matter does not give the impression that he or she is expressing assurance or expanding the degree of responsibility he or she is taking with

¹² In making a judgment about whether he or she is independent, the practitioner should be guided by the AICPA Code of Professional Conduct. Also, see the Auditing Interpretation "Applicability of Guidance on Reporting When Not Independent," (AU section 9504.19–22).

¹³ The practitioner's responsibility with respect to those historical financial statements upon which he or she is not engaged to perform a professional service is described in AU section 504, *Association With Financial Statements*, in the case of public entities, and Statement on Standards for Accounting and Review Services (SSARS) 1, *Compilation and Review of Financial Statements*, paragraphs 5 through 7 [AR section 100.05–.07], in the case of nonpublic entities.

¹⁴ AU section 552, *Reporting on Condensed Financial Statements and Selected Financial Data*, discusses the practitioner's report where summarized financial statements are derived from audited statements that are not included in the same document.

respect to such information.¹⁵ For example, the practitioner should not include statements in his or her compilation report about the mathematical accuracy of the statements or their conformity with presentation guidelines.

Modifications of the Standard Compilation Report

.26 An entity may request a practitioner to compile prospective financial statements that contain presentation deficiencies or omit disclosures other than those relating to significant assumptions. The practitioner may compile such prospective financial statements provided the deficiency or omission is clearly indicated in his or her report and is not, to his or her knowledge, undertaken with the intention of misleading those who might reasonably be expected to use such statements.

.27 Notwithstanding the preceding, if the compiled prospective financial statements are presented on a comprehensive basis of accounting other than GAAP and do not include disclosure of the basis of accounting used, the basis should be disclosed in the practitioner's report.

.28 The following is an example of a paragraph that should be added to a report on compiled prospective financial statements, in this case a financial forecast, in which the summary of significant accounting policies has been omitted.

Management has elected to omit the summary of significant accounting policies required by the guidelines for presentation of a forecast established by the American Institute of Certified Public Accountants. If the omitted disclosures were included in the forecast, they might influence the user's conclusions about the Company's financial position, results of operations, and cash flows for the forecast period. Accordingly, this forecast is not designed for those who are not informed about such matters.

Examination of Prospective Financial Statements

.29 An examination of prospective financial statements is a professional service that involves—

- a. Evaluating the preparation of the prospective financial statements.
- b. Evaluating the support underlying the assumptions.
- c. Evaluating the presentation of the prospective financial statements for conformity with AICPA presentation guidelines.¹⁶
- d. Issuing an examination report.

.30 As a result of his or her examination, the practitioner has a basis for reporting on whether, in his or her opinion—

- a. The prospective financial statements are presented in conformity with AICPA guidelines.
- b. The assumptions provide a reasonable basis for the responsible party's forecast, or whether the assumptions provide a reasonable basis for the responsible party's projection given the hypothetical assumptions.

¹⁵ However, the practitioner may provide assurance on tax matters in order to comply with the requirements of regulations governing practice before the Internal Revenue Service (IRS) contained in 31 CFR pt. 10 (Treasury Department Circular No. 230).

¹⁶ AICPA presentation guidelines are detailed in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

.31 The practitioner should follow the general, fieldwork, and reporting standards for attestation engagements as set forth in section 101, *Attest Engagements*, in performing an examination of prospective financial statements and reporting thereon. (See paragraph .70 for standards concerning such technical training and proficiency, planning the examination engagement, and the types of procedures a practitioner should perform to obtain sufficient evidence for his or her examination report.)

Working Papers

.32 The practitioner's working papers in connection with his or her examination of prospective financial statements should be appropriate to the circumstances and the practitioner's needs on the engagement to which they apply. Although the quantity, type, and content of working papers vary with the circumstances, they ordinarily should indicate that—

- a. The work was adequately planned and supervised.
- b. The process by which the entity develops its prospective financial statements was considered in determining the scope of the examination.
- c. Sufficient evidence was obtained to provide a reasonable basis for the practitioner's report.

Reports on Examined Prospective Financial Statements

.33 The practitioner's standard report on an examination of prospective financial statements should include the following:

- a. A title that includes the word *independent*
- b. An identification of the prospective financial statements presented
- c. An identification of the responsible party and a statement that the prospective financial statements are the responsibility of the responsible party
- d. A statement that the practitioner's responsibility is to express an opinion on the prospective financial statements based on his or her examination
- e. A statement that the examination of the prospective financial statements was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes that the examination provides a reasonable basis for his or her opinion
- g. The practitioner's opinion that the prospective financial statements are presented in conformity with AICPA presentation guidelines and that the underlying assumptions provide a reasonable basis for the forecast or a reasonable basis for the projection given the hypothetical assumptions¹⁷

¹⁷ The practitioner's report need not comment on the consistency of the application of accounting principles as long as the presentation of any change in accounting principles is in conformity with AICPA presentation guidelines as detailed in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

- h.* A caveat that the prospective results may not be achieved
- i.* A statement that the practitioner assumes no responsibility to update the report for events and circumstances occurring after the date of the report
- j.* The manual or printed signature of the practitioner's firm
- k.* The date of the examination report

.34 The following is the form of the practitioner's standard report on an examination of a forecast that does not contain a range.

Independent Accountant's Report

We have examined the accompanying forecasted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending.¹⁸ XYZ Company's management is responsible for the forecast. Our responsibility is to express an opinion on the forecast based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary to evaluate both the assumptions used by management and the preparation and presentation of the forecast. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the accompanying forecast is presented in conformity with guidelines for presentation of a forecast established by the American Institute of Certified Public Accountants, and the underlying assumptions provide a reasonable basis for management's forecast. However, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

[Signature]

[Date]

.35 When a practitioner examines a projection, his or her opinion regarding the assumptions should be conditioned on the hypothetical assumptions; that is, he or she should express an opinion on whether the assumptions provide a reasonable basis for the projection given the hypothetical assumptions. The practitioner's examination report on a projection should include the report elements set forth in paragraph .33. Additionally, the report should include a statement describing the special purpose for which the projection was prepared as well as a separate paragraph that restricts the use of the report because it is intended to be used solely by specified parties. The following is the form of the practitioner's standard report on an examination of a projection that does not contain a range.

Independent Accountant's Report

We have examined the accompanying projected balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31,

¹⁸ When the presentation is summarized as discussed in Appendix A [paragraph .68], this sentence might read, "We have examined the accompanying summarized forecast of XYZ Company as of December 31, 20XX, and for the year then ending."

20XX, and for the year then ending.¹⁹ XYZ Company's management is responsible for the projection, which was prepared for *[state special purpose, for example, "the purpose of negotiating a loan to expand XYZ Company's plant"]*. Our responsibility is to express an opinion on the projection based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary to evaluate both the assumptions used by management and the preparation and presentation of the projection. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the accompanying projection is presented in conformity with guidelines for presentation of a projection established by the American Institute of Certified Public Accountants, and the underlying assumptions provide a reasonable basis for management's projection *[describe the hypothetical assumption, for example, "assuming the granting of the requested loan for the purpose of expanding XYZ Company's plant as described in the summary of significant assumptions."]* However, even if *[describe hypothetical assumption, for example, "the loan is granted and the plant is expanded,"]*, there will usually be differences between the projected and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

The accompanying projection and this report are intended solely for the information and use of *[identify specified parties, for example, "XYZ Company and DEF National Bank"]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.36 When the prospective financial statements contain a range, the practitioner's standard report should also include a separate paragraph that states that the responsible party has elected to portray the expected results of one or more assumptions as a range. The following is an example of the separate paragraph to be added to the practitioner's report when he or she examines prospective financial statements, in this case a forecast, that contain a range.

As described in the summary of significant assumptions, management of XYZ Company has elected to portray forecasted *[describe financial statement element or elements for which the expected results of one or more assumptions fall within a range, and identify assumptions expected to fall within a range, for example, "revenue at the amounts of \$X,XXX and \$Y,YYY, which is predicated upon occupancy rates of XX percent and YY percent of available apartments,"]* rather than as a single point estimate. Accordingly, the accompanying forecast presents forecasted financial position, results of operations, and cash flows *[describe one or more assumptions expected to fall within a range, for example, "at such occupancy rates."]* However, there is no assurance that the actual results will fall within the range of *[describe one or more assumptions expected to fall within a range, for example, "occupancy rates"]* presented.

.37 The date of completion of the practitioner's examination procedures should be used as the date of the report.

¹⁹ When the presentation is summarized as discussed in Appendix A [paragraph .68], this sentence might read, "We have examined the accompanying summarized projection of XYZ Company as of December 31, 20XX, and for the year then ending."

Modifications to the Practitioner's Opinion²⁰

.38 The following circumstances result in the following types of modified practitioner's report involving the practitioner's opinion.

- a. If, in the practitioner's opinion, the prospective financial statements depart from AICPA presentation guidelines, he or she should express a qualified opinion (see paragraph .39) or an adverse opinion. (See paragraph .41).²¹ However, if the presentation departs from the presentation guidelines because it fails to disclose assumptions that appear to be significant, the practitioner should express an adverse opinion. (See paragraphs .41 and .42.)
- b. If the practitioner believes that one or more significant assumptions do not provide a reasonable basis for the forecast, or a reasonable basis for the projection given the hypothetical assumptions, he or she should express an adverse opinion. (See paragraph .41.)
- c. If the practitioner's examination is affected by conditions that preclude application of one or more procedures he or she considers necessary in the circumstances, he or she should disclaim an opinion and describe the scope limitation in his or her report. (See paragraph .43.)

.39 *Qualified Opinion.* In a qualified opinion, the practitioner should state, in a separate paragraph, all substantive reasons for modifying his or her opinion and describe the departure from AICPA presentation guidelines. His or her opinion should include the words "except" or "exception" as the qualifying language and should refer to the separate explanatory paragraph. The following is an example of an examination report on a forecast that is at variance with AICPA guidelines for presentation of a financial forecast.

Independent Accountant's Report

We have examined the accompanying forecasted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending. XYZ Company's management is responsible for the forecast. Our responsibility is to express an opinion on the forecast based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary to evaluate both the assumptions used by management and the preparation and presentation of the forecast. We believe that our examination provides a reasonable basis for our opinion.

The forecast does not disclose significant accounting policies. Disclosure of such policies is required by guidelines for presentation of a forecast established by the American Institute of Certified Public Accountants.

²⁰ Paragraphs .38 through .44 describe circumstances in which the practitioner's standard report on prospective financial statements may require modification. The guidance for modifying the practitioner's standard report is generally applicable to partial presentations. Also, depending on the nature of the presentation, the practitioner may decide to disclose that the partial presentation is not intended to be a presentation of financial position, results of operations, or cash flows. Illustrative reports on partial presentations may be found in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

²¹ However, the practitioner may issue the standard examination report on a financial forecast filed with the SEC that meets the presentation requirements of article XI of Regulation S-X.

In our opinion, except for the omission of the disclosure of the significant accounting policies as discussed in the preceding paragraph, the accompanying forecast is presented in conformity with guidelines for a presentation of a forecast established by the American Institute of Certified Public Accountants and the underlying assumptions provide a reasonable basis for management's forecast. However, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

[Signature]

[Date]

.40 Because of the nature, sensitivity, and interrelationship of prospective information, a reader would find a practitioner's report qualified for a measurement departure,²² the reasonableness of the underlying assumptions, or a scope limitation difficult to interpret. Accordingly, the practitioner should not express his or her opinion about these items with language such as "except for . . ." or "subject to the effects of . . ." Rather, when a measurement departure, an unreasonable assumption, or a limitation on the scope of the practitioner's examination has led him or her to conclude that he or she cannot issue an unqualified opinion, he or she should issue the appropriate type of modified opinion described in paragraphs .41 through .44.

.41 Adverse Opinion. In an adverse opinion the practitioner should state, in a separate paragraph, all of the substantive reasons for his or her adverse opinion. His or her opinion should state that the presentation is not in conformity with presentation guidelines and should refer to the explanatory paragraph. When applicable, his or her opinion paragraph should also state that, in the practitioner's opinion, the assumptions do not provide a reasonable basis for the prospective financial statements. An example of an adverse opinion on an examination of prospective financial statements is set forth below. In this case, a financial forecast was examined and the practitioner's opinion was that a significant assumption was unreasonable. The example should be revised as appropriate for a different type of presentation or if the adverse opinion is issued because the statements do not conform to the presentation guidelines.

Independent Accountant's Report

We have examined the accompanying forecasted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending. XYZ Company's management is responsible for the forecast. Our responsibility is to express an opinion on the forecast based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary to evaluate both the assumptions used by management and the preparation and presentation of the forecast. We believe that our examination provides a reasonable basis for our opinion.

As discussed under the caption "Sales" in the summary of significant forecast assumptions, the forecasted sales include, among other things, revenue from the Company's federal defense contracts continuing at the current level. The

²² An example of a measurement departure is the failure to capitalize a capital lease in a forecast where the historical financial statements for the prospective period are expected to be presented in conformity with GAAP.

Company's present federal defense contracts will expire in March 20XX. No new contracts have been signed and no negotiations are under way for new federal defense contracts. Furthermore, the federal government has entered into contracts with another company to supply the items being manufactured under the Company's present contracts.

In our opinion, the accompanying forecast is not presented in conformity with guidelines for presentation of a financial forecast established by the American Institute of Certified Public Accountants because management's assumptions, as discussed in the preceding paragraph, do not provide a reasonable basis for management's forecast. We have no responsibility to update this report for events or circumstances occurring after the date of this report.

[Signature]

[Date]

.42 If the presentation, including the summary of significant assumptions, fails to disclose assumptions that, at the time, appear to be significant, the practitioner should describe the assumptions in his or her report and express an adverse opinion. The practitioner should not examine a presentation that omits all disclosures of assumptions. Also, the practitioner should not examine a financial projection that omits (a) an identification of the hypothetical assumptions or (b) a description of the limitations on the usefulness of the presentation.

.43 *Disclaimer of Opinion.* In a disclaimer of opinion, the practitioner's report should indicate, in a separate paragraph, the respects in which the examination did not comply with standards for an examination. The practitioner should state that the scope of the examination was not sufficient to enable him or her to express an opinion with respect to the presentation or the underlying assumptions, and his or her disclaimer of opinion should include a direct reference to the explanatory paragraph. The following is an example of a report on an examination of prospective financial statements, in this case a financial forecast, for which a significant assumption could not be evaluated.

Independent Accountant's Report

We were engaged to examine the accompanying forecasted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the year then ending. XYZ Company's management is responsible for the forecast.

As discussed under the caption "Income From Investee" in the summary of significant forecast assumptions, the forecast includes income from an equity investee constituting 23 percent of forecasted net income, which is management's estimate of the Company's share of the investee's income to be accrued for 20XX. The investee has not prepared a forecast for the year ending December 31, 20XX, and we were therefore unable to obtain suitable support for this assumption.

Because, as described in the preceding paragraph, we are unable to evaluate management's assumption regarding income from an equity investee and other assumptions that depend thereon, the scope of our work was not sufficient to express, and we do not express, an opinion with respect to the presentation of or the assumptions underlying the accompanying forecast. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

[Signature]

[Date]

.44 When there is a scope limitation and the practitioner also believes there are material departures from the presentation guidelines, those departures should be described in the practitioner's report.

Other Modifications to the Standard Examination Report

.45 The circumstances described below, although not necessarily resulting in modifications to the practitioner's opinion, would result in the following types of modifications to the standard examination report.

.46 *Emphasis of a Matter.* In some circumstances, the practitioner may wish to emphasize a matter regarding the prospective financial statements but nevertheless intends to express an unqualified opinion. The practitioner may present other information and comments he or she wishes to include, such as explanatory comments or other informative material, in a separate paragraph of his or her report.

.47 *Evaluation Based in Part on a Report of Another Practitioner.* When more than one practitioner is involved in the examination, the guidance provided for that situation in connection with examinations of historical financial statements is generally applicable. When the principal practitioner decides to refer to the report of another practitioner as a basis, in part, for his or her own opinion, he or she should disclose that fact in stating the scope of the examination and should refer to the report of the other practitioner in expressing his or her opinion. Such a reference indicates the division of responsibility for the performance of the examination.

.48 *Comparative Historical Financial Information.* Prospective financial statements may be included in a document that also contains historical financial statements and a practitioner's report thereon.²³ In addition, the historical financial statements that appear in the document may be summarized and presented with the prospective financial statements for comparative purposes.²⁴ An example of the reference to the practitioner's report on the historical financial statements when he or she audited, reviewed, or compiled those statements is presented in paragraph .24.

.49 *Reporting When the Examination Is Part of a Larger Engagement.* When the practitioner's examination of prospective financial statements is part of a larger engagement, for example, a financial feasibility study or business acquisition study, it is appropriate to expand the report on the examination of the prospective financial statements to describe the entire engagement.

.50 The following is a report that might be issued when a practitioner chooses to expand his or her report on a financial feasibility study.²⁵

²³ The practitioner's responsibility with respect to those historical financial statements upon which he or she is not engaged to perform a professional service is described in AU section 504, in the case of public entities, and SSARS 1, paragraphs 5 through 7 [AR section 100.05-.07], in the case of nonpublic entities.

²⁴ AU section 552 discusses the practitioner's report for summarized financial statements derived from audited financial statements that are not included in the same document.

²⁵ Although the entity referred to in the report is a hospital, the form of report is also applicable to other entities such as hotels or stadiums. Also, although the illustrated report format and language should not be departed from in any significant way, the language used should be tailored to fit the circumstances that are unique to a particular engagement (for example, the description of the proposed capital improvement program, paragraph c; the proposed financing of the program, paragraphs b and d; the specific procedures applied by the practitioner, paragraph e; and any explanatory comments included in emphasis-of-a-matter paragraphs, paragraph i, which deals with general matter, and paragraph j, which deals with specific matters).

Independent Accountant's Report

- a. The Board of Directors
Example Hospital
Example, Texas
- b. We have prepared a financial feasibility study of Example Hospital's (the Hospital's) plans to expand and renovate its facilities. The study was undertaken to evaluate the ability of the Hospital to meet its operating expenses, working capital needs, and other financial requirements, including the debt service requirements associated with the proposed \$25,000,000 [legal title of bonds] issue, at an assumed average annual interest rate of 10.0 percent during the five years ending December 31, 20X6.
- c. The proposed capital improvements program (the Program) consists of a new two-level addition, which is to provide fifty additional medical-surgical beds, increasing the complement to 275 beds. In addition, various administrative and support service areas in the present facilities are to be remodeled. The Hospital administration anticipates that construction is to begin June 30, 20X2, and to be completed by December 31, 20X3.
- d. The estimated total cost of the Program is approximately \$30,000,000. It is assumed that the \$25,000,000 of revenue bonds that the Example Hospital Finance Authority proposes to issue would be the primary source of funds for the Program. The responsibility for payment of debt service on the bonds is solely that of the Hospital. Other necessary funds to finance the Program are assumed to be provided from the Hospital's funds, from a local fund drive, and from interest earned on funds held by the bond trustee during the construction period.
- e. Our procedures included analysis of the following:
- Program history, objectives, timing, and financing
 - The future demand for the Hospital's services, including consideration of the following:
 - Economic and demographic characteristics of the Hospital's defined service area
 - Locations, capacities, and competitive information pertaining to other existing and planned area hospitals
 - Physician support for the Hospital and its programs
 - Historical utilization levels
 - Planning agency applications and approvals
 - Construction and equipment costs, debt service requirements, and estimated financing costs
 - Staffing patterns and other operating considerations
 - Third-party reimbursement policy and history
 - Revenue/expense/volume relationships

- f.* We also participated in gathering other information, assisted management in identifying and formulating its assumptions, and assembled the accompanying financial forecast based on those assumptions.
- g.* The accompanying financial forecast for the annual periods ending December 31, 20X2, through 20X6, is based on assumptions that were provided by or reviewed with and approved by management. The financial forecast includes the following:
- Balance sheets
 - Statements of operations
 - Statements of cash flows
 - Statements of changes in net assets
- h.* We have examined the financial forecast. Example Hospital's management is responsible for the forecast. Our responsibility is to express an opinion on the forecast based on our examination. Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary to evaluate both the assumptions used by management and the preparation and presentation of the forecast. We believe that our examination provides a reasonable basis for our opinion.
- i.* Legislation and regulations at all levels of government have affected and may continue to affect revenues and expenses of hospitals. The financial forecast is based on legislation and regulations currently in effect. If future legislation or regulations related to hospital operations are enacted, such legislation or regulations could have a material effect on future operations.
- j.* The interest rate, principal payments, Program costs, and other financing assumptions are described in the section entitled "Summary of Significant Forecast Assumptions and Rationale." If actual interest rates, principal payments, and funding requirements are different from those assumed, the amount of the bond issue and debt service requirements would need to be adjusted accordingly from those indicated in the forecast. If such interest rates, principal payments, and funding requirements are lower than those assumed, such adjustments would not adversely affect the forecast.
- k.* Our conclusions are presented below.
- In our opinion, the accompanying financial forecast is presented in conformity with guidelines for presentation of a financial forecast established by the American Institute of Certified Public Accountants.
 - In our opinion, the underlying assumptions provide a reasonable basis for management's forecast. However, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

- The accompanying financial forecast indicates that sufficient funds could be generated to meet the Hospital's operating expenses, working capital needs, and other financial requirements, including the debt service requirements associated with the proposed \$25,000,000 bond issue, during the forecast periods. However, the achievement of any financial forecast is dependent on future events, the occurrence of which cannot be assured.
- l. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

[Signature]

[Date]

Applying Agreed-Upon Procedures to Prospective Financial Statements

.51 The practitioner who accepts an engagement to apply agreed-upon procedures to prospective financial statements should follow the general, fieldwork, and reporting standards for attest engagements set forth in section 101 and the guidance set forth herein and in section 201, *Agreed-Upon Procedures Engagements*.

.52 A practitioner may perform an agreed-upon procedures attest engagement on prospective financial statements²⁶ provided the following conditions are met.

- a. The practitioner is independent.
- b. The practitioner and the specified parties agree upon the procedures performed or to be performed by the practitioner.
- c. The specified parties take responsibility for the sufficiency of the agreed-upon procedures for their purposes.
- d. The prospective financial statements include a summary of significant assumptions.
- e. The prospective financial statements to which the procedures are to be applied are subject to reasonably consistent evaluation against criteria that are suitable and available to the specified parties.
- f. Criteria to be used in the determination of findings are agreed upon between the practitioner and the specified parties.²⁷
- g. The procedures to be applied to the prospective financial statements are expected to result in reasonably consistent findings using the criteria.
- h. Evidential matter related to the prospective financial statements to which the procedures are applied is expected to exist to provide a reasonable basis for expressing the findings in the practitioner's report.

²⁶ Practitioners should follow the guidance in AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*, when requested to perform agreed-upon procedures on a forecast and report thereon in a letter for an underwriter.

²⁷ For example, accounting principles and other presentation criteria as discussed in chapter 8, "Presentation Guidelines," of the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

- i. Where applicable, the practitioner and the specified users agree on any agreed-upon materiality limits for reporting purposes. (See section 201.25.)
- j. Use of the report is to be restricted to the specified parties.²⁸

.53 Generally, the practitioner's procedures may be as limited or as extensive as the specified parties desire, as long as the specified parties take responsibility for their sufficiency. However, mere reading of prospective financial statements does not constitute a procedure sufficient to permit a practitioner to report on the results of applying agreed-upon procedures to such statements. (See section 201.15.)

.54 To satisfy the requirements that the practitioner and the specified parties agree upon the procedures performed or to be performed and that the specified parties take responsibility for the sufficiency of the agreed-upon procedures for their purposes, ordinarily the practitioner should communicate directly with and obtain affirmative acknowledgment from each of the specified parties. For example, this may be accomplished by meeting with the specified parties or by distributing a draft of the anticipated report or a copy of an engagement letter to the specified parties and obtaining their agreement. If the practitioner is not able to communicate directly with all of the specified parties, the practitioner may satisfy these requirements by applying any one or more of the following or similar procedures:

- Compare the procedures to be applied to written requirements of the specified parties.
- Discuss the procedures to be applied with appropriate representatives of the specified parties involved.
- Review relevant contracts with or correspondence from the specified parties.

The practitioner should not report on an engagement when specified parties do not agree upon the procedures performed or to be performed and do not take responsibility for the sufficiency of the procedures for their purposes. (See section 201.36 for guidance on satisfying these requirements when the practitioner is requested to add other parties as specified parties after the date of completion of the agreed-upon procedures.)

Reports on the Results of Applying Agreed-Upon Procedures

.55 The practitioner's report on the results of applying agreed-upon procedures should be in the form of procedures and findings. The practitioner's report should contain the following elements:

- a. A title that includes the word *independent*
- b. Identification of the specified parties
- c. Reference to the prospective financial statements covered by the practitioner's report and the character of the engagement
- d. A statement that the procedures performed were those agreed to by the specified parties identified in the report

²⁸ In some cases, restricted-use reports filed with regulatory agencies are required by law or regulation to be made available to the public as a matter of public record. Also, a regulatory agency as part of its oversight responsibility for an entity may require access to restricted-use reports in which they are not named as a specified party. (See section 101.79.)

- e. Identification of the responsible party and a statement that the prospective financial statements are the responsibility of the responsible party
- f. A statement that the agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants
- g. A statement that the sufficiency of the procedures is solely the responsibility of the specified parties and a disclaimer of responsibility for the sufficiency of those procedures
- h. A list of the procedures performed (or reference thereto) and related findings (The practitioner should not provide negative assurance—see section 201.24.)
- i. Where applicable, a description of any agreed-upon materiality limits (See section 201.25.)
- j. A Statement that the practitioner was not engaged to and did not conduct an examination of prospective financial statements; a disclaimer of opinion on whether the presentation of the prospective financial statements is in conformity with AICPA presentation guidelines and on whether the underlying assumptions provide a reasonable basis for the forecast, or a reasonable basis for the projection given the hypothetical assumptions; and a statement that if the practitioner had performed additional procedures, other matters might have come to his or her attention that would have been reported
- k. A statement of restrictions on the use of the report because it is intended to be used solely by the specified parties
- l. Where applicable, reservations or restrictions concerning procedures or findings as discussed in section 201.33, 35, 39, and 40
- m. A caveat that the prospective results may not be achieved
- n. A statement that the practitioner assumes no responsibility to update the report for events and circumstances occurring after the date of the report
- o. Where applicable, a description of the nature of the assistance provided by a specialist as discussed in section 201.19–21
- p. The manual or printed signature of the practitioner's firm
- q. The date of the report

.56 The following illustrates a report on applying agreed-upon procedures to the prospective financial statements. (See section 201.)

Independent Accountant's Report
on Applying Agreed-Upon Procedures

Board of Directors—XYZ Corporation

Board of Directors—ABC Company

At your request, we have performed certain agreed-upon procedures, as enumerated below, with respect to the forecasted balance sheet and the related forecasted statements of income, retained earnings, and cash flows of DEF Company, a subsidiary of ABC Company, as of December 31, 20XX, and for the year then ending. These procedures, which were agreed to by the Boards of

Directors of XYZ Corporation and ABC Company, were performed solely to assist you in evaluating the forecast in connection with the proposed sale of DEF Company to XYZ Corporation. DEF Company's management is responsible for the forecast.

This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the specified parties. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

[Include paragraphs to enumerate procedures and findings.]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on the accompanying prospective financial statements. Accordingly, we do not express an opinion on whether the prospective financial statements are presented in conformity with AICPA presentation guidelines or on whether the underlying assumptions provide a reasonable basis for the presentation. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you. Furthermore, there will usually be differences between the forecasted and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

This report is intended solely for the information and use of the Boards of Directors of ABC Company and XYZ Corporation and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

Partial Presentations

.57 The practitioner's procedures on a partial presentation may be affected by the nature of the information presented. Many elements of prospective financial statements are interrelated. The practitioner should give appropriate consideration to whether key factors affecting elements, accounts, or items that are interrelated with those in the partial presentation he or she has been engaged to examine or compile have been considered, including key factors that may not necessarily be obvious to the partial presentation (for example, productive capacity relative to a sales forecast), and whether all significant assumptions have been disclosed. The practitioner may find it necessary for the scope of the examination or compilation of some partial presentations to be similar to that for the examination or compilation of a presentation of prospective financial statements. For example, the scope of a practitioner's procedures when he or she examines forecasted results of operations would likely be similar to that of procedures used for the examination of prospective financial statements since the practitioner would most likely need to consider the interrelationships of all accounts in the examination of results of operations.

.58 Because partial presentations are generally appropriate only for limited use, reports on partial presentations of both forecasted and projected information should include a description of any limitations on the usefulness of the presentation.

Other Information

.59 When a practitioner's compilation, review, or audit report on historical financial statements is included in a practitioner-submitted document containing prospective financial statements, the practitioner should either examine, compile, or apply agreed-upon procedures to the prospective financial statements and report accordingly, unless the following occur.

- a. The prospective financial statements are labeled as a "budget."
- b. The budget does not extend beyond the end of the current fiscal year.
- c. The budget is presented with interim historical financial statements for the current year.

In such circumstances, the practitioner need not examine, compile, or apply agreed-upon procedures to the budget; however, he or she should report on it and—

- a. Indicate that he or she did not examine or compile the budget.
- b. Disclaim an opinion or any other form of assurance on the budget.

In addition, the budgeted information may omit the summaries of significant assumptions and accounting policies required by the guidelines for presentation of prospective financial statements established by the AICPA, provided such omission is not, to the practitioner's knowledge, undertaken with the intention of misleading those who might reasonably be expected to use such budgeted information, and is disclosed in the practitioner's report. The following is the form of the standard paragraphs to be added to the practitioner's report in this circumstance when the summaries of significant assumptions and accounting policies have been omitted.

The accompanying budgeted balance sheet, statements of income, retained earnings, and cash flows of XYZ Company as of December 31, 20XX, and for the six months then ending, have not been compiled or examined by us, and, accordingly, we do not express an opinion or any other form of assurance on them.

Management has elected to omit the summaries of significant assumptions and accounting policies required under established guidelines for presentation of prospective financial statements. If the omitted summaries were included in the budgeted information, they might influence the user's conclusions about the company's budgeted information. Accordingly, this budgeted information is not designed for those who are not informed about such matters.

.60 When the practitioner's compilation, review, or audit report on historical financial statements is included in a client-prepared document containing prospective financial statements, the practitioner should not consent to the use of his or her name in the document unless:

- a. He or she has examined, compiled, or applied agreed-upon procedures to the prospective financial statements and his or her report accompanies them.
- b. The prospective financial statements are accompanied by an indication by the responsible party or the practitioner that the practitioner has not performed such a service on the prospective financial statements and that the practitioner assumes no responsibility for them.
- c. Another practitioner has examined, compiled, or applied agreed-upon procedures to the prospective financial statements and his or her report is included in the document.

In addition, if the practitioner has audited the historical financial statements and they accompany prospective financial statements that he or she did not examine, compile, or apply agreed-upon procedures to in certain²⁹ client-prepared documents, he or she should refer to AU section 550, *Other Information in Documents Containing Audited Financial Statements*.

.61 The practitioner whose report on prospective financial statements is included in a client-prepared document containing historical financial statements should not consent to the use of his or her name in the document unless:

- a. He or she has compiled, reviewed, or audited the historical financial statements and his or her report accompanies them.
- b. The historical financial statements are accompanied by an indication by the responsible party or the practitioner that the practitioner has not performed such a service on the historical financial statements and that the practitioner assumes no responsibility for them.
- c. Another practitioner has compiled, reviewed, or audited the historical financial statements and his or her report is included in the document.

.62 An entity may publish various documents that contain information other than historical financial statements in addition to the compiled or examined prospective financial statements and the practitioner's report thereon. The practitioner's responsibility with respect to information in such a document does not extend beyond the financial information identified in the report, and he or she has no obligation to perform any procedures to corroborate other information contained in the document. However, the practitioner should read the other information and consider whether such information, or the manner of its presentation, is materially inconsistent with the information, or manner of its presentation, appearing in the prospective financial statements.

.63 If the practitioner examines prospective financial statements included in a document containing inconsistent information, he or she might not be able to conclude that there is adequate support for each significant assumption. The practitioner should consider whether the prospective financial statements, his or her report, or both require revision. Depending on the conclusion he or she reaches, the practitioner should consider other actions that may be appropriate, such as issuing an adverse opinion, disclaiming an opinion because of a scope limitation, withholding the use of his or her report in the document, or withdrawing from the engagement.

.64 If the practitioner compiles the prospective financial statements included in the document containing inconsistent information, he or she should attempt to obtain additional or revised information. If he or she does not receive such information, the practitioner should withhold the use of his or her report or withdraw from the compilation engagement.

.65 If, while reading the other information appearing in the document containing the examined or compiled prospective financial statements, as described in the preceding paragraphs, the practitioner becomes aware of information that he or she believes is a material misstatement of fact that is

²⁹ AU section 550 applies only to such prospective financial statements contained in (a) annual reports to holders of securities or beneficial interests, annual reports of organizations for charitable or philanthropic purposes distributed to the public, and annual reports filed with regulatory authorities under the Securities Exchange Act of 1934 or (b) other documents to which the auditor, at the client's request, devotes attention. AU section 550 does not apply when the historical financial statements and report appear in a registration statement filed under the Securities Act of 1933 [in which case, see AU section 711, *Filings Under Federal Securities Statutes*].

not an inconsistent statement, he or she should discuss the matter with the responsible party. In connection with this discussion, the practitioner should consider that he or she may not have the expertise to assess the validity of the statement made, that there may be no standards by which to assess its presentation, and that there may be valid differences of judgment or opinion. If the practitioner concludes that he or she has a valid basis for concern, he or she should propose that the responsible party consult with some other party whose advice might be useful, such as the entity's legal counsel.

.66 If, after discussing the matter as described in paragraph .65, the practitioner concludes that a material misstatement of fact remains, the action he or she takes will depend on his or her judgment in the particular circumstances. The practitioner should consider steps such as notifying the responsible party in writing of his or her views concerning the information and consulting his or her legal counsel about further appropriate action in the circumstances.

Effective Date

.67 This section is effective when the date of the practitioner's report is on or after June 1, 2001. Early application is permitted.

Appendix A

Minimum Presentation Guidelines*

1. Prospective information presented in the format of historical financial statements facilitates comparisons with financial position, results of operations, and cash flows of prior periods, as well as those actually achieved for the prospective period. Accordingly, prospective financial statements preferably should be in the format of the historical financial statements that would be issued for the period(s) covered unless there is an agreement between the responsible party and potential users specifying another format. Prospective financial statements may take the form of complete basic financial statements¹ or may be limited to the following minimum items (where such items would be presented for historical financial statements for the period).²

- a. Sales or gross revenues
- b. Gross profit or cost of sales
- c. Unusual or infrequently occurring items
- d. Provision for income taxes
- e. Discontinued operations or extraordinary items
- f. Income from continuing operations
- g. Net income
- h. Basic and diluted earnings per share
- i. Significant changes in financial position³
- j. A description of what the responsible party intends the prospective financial statements to present, a statement that the assumptions are based on the responsible party's judgment at the time the prospective information was prepared, and a caveat that the prospective results may not be achieved

* **Note:** This Appendix describes the minimum items that constitute a presentation of a financial forecast or a financial projection, as specified in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*. Complete presentation guidelines for entities that choose to issue prospective financial statements, together with illustrative presentations, are included in the Guide. The Guide also prescribes presentation guidelines for partial presentations.

¹ The details of each statement may be summarized or condensed so that only the major items in each are presented. The usual footnotes associated with historical financial statements need not be included as such. However, significant assumptions and accounting policies should be disclosed.

² Similar types of financial information should be presented for entities for which these terms do not describe operations. Further, similar items should be presented if a comprehensive basis of accounting other than GAAP is used to present the prospective financial statements. For example, if the cash basis were used, item a would be cash receipts.

³ The responsible party should disclose significant cash flows and other significant changes in balance sheet accounts during the period. However, neither a balance sheet nor a statement of cash flows, as described in FASB Statement No. 95, *Statement of Cash Flows*, is required. Furthermore, none of the specific captions or disclosures required by FASB Statement No. 95 is required. Significant changes disclosed will depend on the circumstances; however, such disclosures will often include cash flows from operations. See the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*, Exhibits 9.07 and 9.11, for illustrations of alternate methods of presenting significant cash flows.

- k.* Summary of significant assumptions
- l.* Summary of significant accounting policies

2. A presentation that omits one or more of the applicable minimum items *a* through *i* above is a partial presentation, which would not ordinarily be appropriate for general use. If an omitted applicable minimum item is derivable from the information presented, the presentation would not be deemed to be a partial presentation. A presentation that contains the applicable minimum items *a* through *i* above, but omits items *j* through *l* above, is subject to all of the provisions of this section applicable to complete presentations.

Appendix B

Training and Proficiency, Planning, and Procedures Applicable to Compilations

Training and Proficiency

1. The practitioner should be familiar with the guidelines for the preparation and presentation of prospective financial statements. The guidelines are contained in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

2. The practitioner should possess or obtain a level of knowledge of the industry and the accounting principles and practices of the industry in which the entity operates or will operate that will enable him or her to compile prospective financial statements that are in appropriate form for an entity operating in that industry.

Planning the Compilation Engagement

3. To compile the prospective financial statements of an existing entity, the practitioner should obtain a general knowledge of the nature of the entity's business transactions and the key factors upon which its future financial results appear to depend. He or she should also obtain an understanding of the accounting principles and practices of the entity to determine whether they are comparable to those used within the industry in which the entity operates.

4. To compile the prospective financial statements of a proposed entity, the practitioner should obtain knowledge of the proposed operations and the key factors upon which its future results appear to depend and that have affected the performance of entities in the same industry.

Compilation Procedures

5. In a compilation of prospective financial statements the practitioner should perform the following, where applicable.

- a. Establish an understanding with the client regarding the services to be performed. The understanding should include the objectives of the engagement, the client's responsibilities, the practitioner's responsibilities, and limitations of the engagement. The practitioner should document the understanding in the working papers, preferably through a written communication with the client. If the practitioner believes an understanding with the client has not been established, he or she should decline to accept or perform the engagement.
- b. Inquire about the accounting principles used in the preparation of the prospective financial statements.
 - (1) For existing entities, compare the accounting principles used to those used in the preparation of previous historical financial statements and inquire whether such principles are the same as those expected to be used in the historical financial statements covering the prospective period.

- (2) For entities to be formed or entities formed that have not commenced operations, compare specialized industry accounting principles used, if any, to those typically used in the industry. Inquire whether the accounting principles used for the prospective financial statements are those that are expected to be used when or if the entity commences operations.
- c. Ask how the responsible party identifies the key factors and develops its assumptions.
- d. List, or obtain a list of the responsible party's significant assumptions providing the basis for the prospective financial statements and consider whether there are any obvious omissions in light of the key factors upon which the prospective results of the entity appear to depend.
- e. Consider whether there appear to be any obvious internal inconsistencies in the assumptions.
- f. Perform or test the mathematical accuracy of the computations that translate the assumptions into prospective financial statements.
- g. Read the prospective financial statements, including the summary of significant assumptions, and consider whether—
- (1) The statements, including the disclosures of assumptions and accounting policies, appear to be not presented in conformity with the AICPA presentation guidelines for prospective financial statements.¹
- (2) The statements, including the summary of significant assumptions, appear to be not obviously inappropriate in relation to the practitioner's knowledge of the entity and its industry and, for the following:
- (a) *Financial forecast*, the expected conditions and course of action in the prospective period
- (b) *Financial projection*, the purpose of the presentation
- h. If a significant part of the prospective period has expired, inquire about the results of operations or significant portions of the operations (such as sales volume), and significant changes in financial position, and consider their effect in relation to the prospective financial statements. If historical financial statements have been prepared for the expired portion of the period, the practitioner should read such statements and consider those results in relation to the prospective financial statements.
- i. Confirm his or her understanding of the statements (including assumptions) by obtaining written representations from the responsible party. Because the amounts reflected in the statements are not supported by historical books and records but rather by assumptions, the practitioner should obtain representations in which the responsible party indicates its responsibility for the assumptions. The representations should be signed by the responsible party at the

¹ Presentation guidelines for entities that issue prospective financial statements are set forth and illustrated in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

highest level of authority who the practitioner believes is responsible for and knowledgeable, directly or through others, about matters covered by the representations.

- (1) For a *financial forecast*, the representations should include the responsible party's assertion that the financial forecast presents, to the best of its knowledge and belief, the expected financial position, results of operations, and cash flows for the forecast period and that the forecast reflects the responsible party's judgment, based on present circumstances, of the expected conditions and its expected course of action. The representations should also include a statement that the forecast is presented in conformity with guidelines for presentation of a forecast established by the American Institute of Certified Public Accountants. The representations should also include a statement that the assumptions on which the forecast is based are reasonable. If the forecast contains a range, the representation should also include a statement that, to the best of the responsible party's knowledge and belief, the item or items subject to the assumption are expected to actually fall within the range and that the range was not selected in a biased or misleading manner.
 - (2) For a *financial projection*, the representations should include the responsible party's assertion that the financial projection presents, to the best of its knowledge and belief, the expected financial position, results of operations, and cash flows for the projection period given the hypothetical assumptions, and that the projection reflects its judgment, based on present circumstances, of expected conditions and its expected course of action given the occurrence of the hypothetical events. The representations should also (i) identify the hypothetical assumptions and describe the limitations on the usefulness of the presentation, (ii) state that the assumptions are appropriate, (iii) indicate if the hypothetical assumptions are improbable, and (iv) if the projection contains a range, include a statement that, to the best of the responsible party's knowledge and belief, given the hypothetical assumptions, the item or items subject to the assumption are expected to actually fall within the range and that the range was not selected in a biased or misleading manner. The representations should also include a statement that the projection is presented in conformity with guidelines for presentation of a projection established by the American Institute of Certified Public Accountants.
- j. Consider, after applying the above procedures, whether he or she has received representations or other information that appears to be obviously inappropriate, incomplete, or otherwise misleading and, if so, attempt to obtain additional or revised information. If he or she does not receive such information, the practitioner should ordinarily withdraw from the compilation engagement.² (Note that the omission of disclosures, other than those relating to significant assumptions, would not require the practitioner to withdraw; see paragraph .26.)

² The practitioner need not withdraw from the engagement if the effect of such information on the prospective financial statements does not appear to be material.

Appendix C

Training and Proficiency, Planning, and Procedures Applicable to Examinations

Training and Proficiency

1. The practitioner should be familiar with the guidelines for the preparation and presentation of prospective financial statements. The guidelines are contained in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

2. The practitioner should possess or obtain a level of knowledge of the industry and the accounting principles and practices of the industry in which the entity operates or will operate that will enable him or her to examine prospective financial statements that are in appropriate form for an entity operating in that industry.

Planning an Examination Engagement

3. Planning the examination engagement involves developing an overall strategy for the expected scope and conduct of the engagement. To develop such a strategy, the practitioner needs to have sufficient knowledge to enable him or her to adequately understand the events, transactions, and practices that, in his or her judgment, may have a significant effect on the prospective financial statements.

4. Factors to be considered by the practitioner in planning the examination include the following:

- a. The accounting principles to be used and the type of presentation
- b. The anticipated level of attestation risk related to the prospective financial statements¹
- c. Preliminary judgments about materiality levels
- d. Items within the prospective financial statements that are likely to require revision or adjustment
- e. Conditions that may require extension or modification of the practitioner's examination procedures
- f. Knowledge of the entity's business and its industry
- g. The responsible party's experience in preparing prospective financial statements
- h. The length of the period covered by the prospective financial statements
- i. The process by which the responsible party develops its prospective financial statements

¹ *Attestation risk* is the risk that the practitioner may unknowingly fail to appropriately modify his or her examination report on prospective financial statements that are materially misstated, that is, that are not presented in conformity with AICPA presentation guidelines or have assumptions that do not provide a reasonable basis for management's forecast, or management's projection given the hypothetical assumptions. It consists of (a) the risk (consisting of *inherent risk* and *control risk*) that the prospective financial statements contain errors that could be material and (b) the risk (*detection risk*) that the practitioner will not detect such errors.

5. The practitioner should obtain knowledge of the entity's business, accounting principles, and the key factors upon which its future financial results appear to depend. The practitioner should focus on areas such as the following:

- a. The availability and cost of resources needed to operate (Principal items usually include raw materials, labor, short-term and long-term financing, and plant and equipment.)
- b. The nature and condition of markets in which the entity sells its goods or services, including final consumer markets if the entity sells to intermediate markets
- c. Factors specific to the industry, including competitive conditions, sensitivity to economic conditions, accounting policies, specific regulatory requirements, and technology
- d. Patterns of past performance for the entity or comparable entities, including trends in revenue and costs, turnover of assets, uses and capacities of physical facilities, and management policies

Examination Procedures

6. The practitioner should establish an understanding with the responsible party regarding the services to be performed. The understanding should include the objectives of the engagement, the responsible party's responsibilities, the practitioner's responsibilities, and limitations of the engagement. The practitioner should document the understanding in the working papers, preferably through a written communication with the responsible party. If the practitioner believes an understanding with the responsible party has not been established, he or she should decline to accept or perform the engagement. If the responsible party is different than the client, the practitioner should establish the understanding with both the client and the responsible party, and the understanding also should include the client's responsibilities.

7. The practitioner's objective in an examination of prospective financial statements is to accumulate sufficient evidence to restrict attestation risk to a level that is, in his or her professional judgment, appropriate for the level of assurance that may be imparted by his or her examination report. In a report on an examination of prospective financial statements, the practitioner provides assurance only about whether the prospective financial statements are presented in conformity with AICPA presentation guidelines and whether the assumptions provide a reasonable basis for management's forecast, or a reasonable basis for management's projection given the hypothetical assumptions. He or she does not provide assurance about the achievability of the prospective results because events and circumstances frequently do not occur as expected and achievement of the prospective results is dependent on the actions, plans, and assumptions of the responsible party.

8. In his or her examination of prospective financial statements, the practitioner should select from all available procedures—that is, procedures that assess inherent and control risk and restrict detection risk—any combination that can restrict attestation risk to such an appropriate level. The extent to which examination procedures will be performed should be based on the practitioner's consideration of the following:

- a. The nature and materiality of the information to the prospective financial statements taken as a whole
- b. The likelihood of misstatements

- c. Knowledge obtained during current and previous engagements
 - d. The responsible party's competence with respect to prospective financial statements
 - e. The extent to which the prospective financial statements are affected by the responsible party's judgment, for example, its judgment in selecting the assumptions used to prepare the prospective financial statements
 - f. The adequacy of the responsible party's underlying data
9. The practitioner should perform those procedures he or she considers necessary in the circumstances to report on whether the assumptions provide a reasonable basis for the following.
- a. *Financial forecast.* The practitioner can form an opinion that the assumptions provide a reasonable basis for the forecast if the responsible party represents that the presentation reflects, to the best of its knowledge and belief, its estimate of expected financial position, results of operations, and cash flows for the prospective period² and the practitioner concludes, based on his or her examination, (i) that the responsible party has explicitly identified all factors expected to materially affect the operations of the entity during the prospective period and has developed appropriate assumptions with respect to such factors³ and (ii) that the assumptions are suitably supported.
 - b. *Financial projection given the hypothetical assumptions.* The practitioner can form an opinion that the assumptions provide a reasonable basis for the financial projection given the hypothetical assumptions if the responsible party represents that the presentation reflects, to the best of its knowledge and belief, expected financial position, results of operations, and cash flows for the prospective period given the hypothetical assumptions⁴ and the practitioner concludes, based on his or her examination, that:
 - (1) The responsible party has explicitly identified all factors that would materially affect the operations of the entity during the prospective period if the hypothetical assumptions were to materialize and has developed appropriate assumptions with respect to such factors and
 - (2) The other assumptions are suitably supported given the hypothetical assumptions. However, as the number and significance of the hypothetical assumptions increase, the practitioner may not be able to satisfy himself or herself about the presentation as a whole by obtaining support for the remaining assumptions.

² If the forecast contains a range, the representation should also include a statement that, to the best of the responsible party's knowledge and belief, the item or items subject to the assumption are expected to actually fall within the range and that the range was not selected in a biased or misleading manner.

³ An attempt to list all assumptions is inherently not feasible. Frequently, basic assumptions that have enormous potential impact are considered to be implicit, such as conditions of peace and absence of natural disasters.

⁴ If the projection contains a range, the representation should also include a statement that, to the best of the responsible party's knowledge and belief, given the hypothetical assumptions, the item or items subject to the assumption are expected to actually fall within the range and that the range was not selected in a biased or misleading manner.

10. The practitioner should evaluate the support for the assumptions.
 - a. *Financial forecast*—The practitioner can conclude that assumptions are suitably supported if the preponderance of information supports each significant assumption.
 - b. *Financial projection*—In evaluating support for assumptions other than hypothetical assumptions, the practitioner can conclude that they are suitably supported if the preponderance of information supports each significant assumption given the hypothetical assumptions. The practitioner need not obtain support for the hypothetical assumptions, although he or she should consider whether they are consistent with the purpose of the presentation.
11. In evaluating the support for assumptions, the practitioner should consider—
 - a. Whether sufficient pertinent sources of information about the assumptions have been considered. Examples of external sources the practitioner might consider are government publications, industry publications, economic forecasts, existing or proposed legislation, and reports of changing technology. Examples of internal sources are budgets, labor agreements, patents, royalty agreements and records, sales backlog records, debt agreements, and actions of the board of directors involving entity plans.
 - b. Whether the assumptions are consistent with the sources from which they are derived.
 - c. Whether the assumptions are consistent with each other.
 - d. Whether the historical financial information and other data used in developing the assumptions are sufficiently reliable for that purpose. Reliability can be assessed by inquiry and analytical or other procedures, some of which may have been completed in past audits or reviews of the historical financial statements. If historical financial statements have been prepared for an expired part of the prospective period, the practitioner should consider the historical data in relation to the prospective results for the same period, where applicable. If the prospective financial statements incorporate such historical financial results and that period is significant to the presentation, the practitioner should make a review of the historical information in conformity with the applicable standards for a review.⁵
 - e. Whether the historical financial information and other data used in developing the assumptions are comparable over the periods specified or whether the effects of any lack of comparability were considered in developing the assumptions.
 - f. Whether the logical arguments or theory, considered with the data supporting the assumptions, are reasonable.
12. In evaluating the preparation and presentation of the prospective financial statements, the practitioner should perform procedures that will provide reasonable assurance as to the following.

⁵ If the entity is a public company, the practitioner should perform the procedures in AU section 722, *Interim Financial Information*, paragraphs .13 through .19. If the entity is nonpublic, the practitioner should perform the procedures in SSARS 1, *Compilation and Review of Financial Statements*, paragraphs 24 through 31 [AR section 100.24–.31].

- a. The presentation reflects the identified assumptions.
- b. The computations made to translate the assumptions into prospective amounts are mathematically accurate.
- c. The assumptions are internally consistent.
- d. Accounting principles used in the—
 - (1) Financial forecast are consistent with the accounting principles expected to be used in the historical financial statements covering the prospective period and those used in the most recent historical financial statements, if any.
 - (2) Financial projection are consistent with the accounting principles expected to be used in the prospective period and those used in the most recent historical financial statements, if any, or that they are consistent with the purpose of the presentation.⁶
- e. The presentation of the prospective financial statements follows the AICPA guidelines applicable for such statements.⁷
- f. The assumptions have been adequately disclosed based on AICPA presentation guidelines for prospective financial statements.

13. The practitioner should consider whether the prospective financial statements, including related disclosures, should be revised because of any of the following:

- a. Mathematical errors
- b. Unreasonable or internally inconsistent assumptions
- c. Inappropriate or incomplete presentation
- d. Inadequate disclosure

14. The practitioner should obtain written representations from the responsible party acknowledging its responsibility for both the presentation and the underlying assumptions. The representations should be signed by the responsible party at the highest level of authority who the practitioner believes is responsible for and knowledgeable, directly or through others in the organization, about the matters covered by the representations. Paragraph .69, subparagraph 5i describes the specific representations to be obtained for a financial forecast and a financial projection. See paragraph .43 for guidance on the form of report to be rendered if the practitioner is not able to obtain the required representations.

[The next page is 2681.]

⁶ The accounting principles used in a financial projection need not be those expected to be used in the historical financial statements for the prospective period if use of different principles is consistent with the purpose of the presentation.

⁷ Presentation guidelines for entities that issue prospective financial statements are set forth and illustrated in the AICPA Audit and Accounting Guide *Guide for Prospective Financial Information*.

AT Section 401

Reporting on Pro Forma Financial Information

Source: SSAE No. 10.

Effective when the presentation of pro forma financial information is as of or for a period ending on or after June 1, 2001. Earlier application is permitted.

Introduction

.01 This section provides guidance to a practitioner who is engaged to issue or does issue an examination or a review report on pro forma financial information. Such an engagement should comply with the general and field-work standards set forth in section 101, *Attest Engagements*, and the specific performance and reporting standards set forth in this section.¹

.02 When pro forma financial information is presented outside the basic financial statements but within the same document, and the practitioner is not engaged to report on the pro forma financial information, the practitioner's responsibilities are described in AU section 550, *Other Information in Documents Containing Audited Financial Statements*, and AU section 711, *Filings Under Federal Securities Statutes*.

.03 This section does not apply in those circumstances when, for purposes of a more meaningful presentation, a transaction consummated after the balance-sheet date is reflected in the historical financial statements (such as a revision of debt maturities or a revision of earnings per share calculations for a stock split).²

Presentation of Pro Forma Financial Information

.04 The objective of pro forma financial information is to show what the significant effects on historical financial information might have been had a consummated or proposed transaction (or event) occurred at an earlier date. Pro forma financial information is commonly used to show the effects of transactions such as the following:

- Business combination
- Change in capitalization

¹ AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*, paragraphs .03 through .05, identify certain parties who may request a letter. When one of those parties requests a letter or asks the practitioner to perform agreed-upon procedures on pro forma financial information in connection with an offering, the practitioner should follow the guidance in AU section 634.03, .10, .36, .42, and .43.

² In certain circumstances, generally accepted accounting principles (GAAP) may require the presentation of pro forma financial information in the financial statements or the accompanying notes. That information includes, for example, pro forma financial information required by Accounting Principles Board (APB) Opinion No. 16, *Business Combinations* (paragraphs 61, 65, and 96 [AC section B50.120, .124, and .165]); APB Opinion 20, *Accounting Changes* (paragraph 21 [AC section A06.117]); or, in some cases, pro forma financial information relating to subsequent events; see AU section 560, *Subsequent Events*, paragraph .05. For guidance in reporting on audited financial statements that include pro forma financial information for a business combination or subsequent event, see AU section 508, *Reports on Audited Financial Statements*, paragraph .28.

- Disposition of a significant portion of the business
- Change in the form of business organization or status as an autonomous entity
- Proposed sale of securities and the application of the proceeds

.05 This objective is achieved primarily by applying pro forma adjustments to historical financial information. Pro forma adjustments should be based on management's assumptions and give effect to all significant effects directly attributable to the transaction (or event).

.06 Pro forma financial information should be labeled as such to distinguish it from historical financial information. This presentation should describe the transaction (or event) that is reflected in the pro forma financial information, the source of the historical financial information on which it is based, the significant assumptions used in developing the pro forma adjustments, and any significant uncertainties about those assumptions. The presentation also should indicate that the pro forma financial information should be read in conjunction with related historical financial information and that the pro forma financial information is not necessarily indicative of the results (such as financial position and results of operations, as applicable) that would have been attained had the transaction (or event) actually taken place earlier.³

Conditions for Reporting

.07 The practitioner may agree to report on an examination or a review of pro forma financial information if the following conditions are met.

- a. The document that contains the pro forma financial information includes (or incorporates by reference) complete historical financial statements of the entity for the most recent year (or for the preceding year if financial statements for the most recent year are not yet available) and, if pro forma financial information is presented for an interim period, the document also includes (or incorporates by reference) historical interim financial information for that period (which may be presented in condensed form).⁴ In the case of a business combination, the document should include (or incorporate by reference) the appropriate historical financial information for the significant constituent parts of the combined entity.
- b. The historical financial statements of the entity (or, in the case of a business combination, of each significant constituent part of the combined entity) on which the pro forma financial information is based have been audited or reviewed.⁵ The practitioner's attestation

³ For further guidance on the presentation of pro forma financial information included in filings with the Securities and Exchange Commission (SEC), see Article 11 of Regulation S-K.

⁴ For pro forma financial information included in an SEC Form 8-K, historical financial information previously included in an SEC filing would meet this requirement. Interim historical financial information may be presented as a column in the pro forma financial information.

⁵ The practitioner's audit or review report should be included (or incorporated by reference) in the document containing the pro forma financial information. The review may be that as defined in AU section 722, *Interim Financial Information*, for public companies, or as defined in Statement on Standards for Accounting and Review Services (SSARS) 1, *Compilation and Review of Financial Statements* [AR section 100], for nonpublic companies.

risk relating to the pro forma financial information is affected by the scope of the engagement providing the practitioner with assurance about the underlying historical financial information to which the pro forma adjustments are applied. Therefore, the level of assurance given by the practitioner on the pro forma financial information, as of a particular date or for a particular period, should be limited to the level of assurance provided on the historical financial statements (or, in the case of a business combination, the lowest level of assurance provided on the underlying historical financial statements of any significant constituent part of the combined entity). For example, if the underlying historical financial statements of each constituent part of the combined entity have been audited at year-end and reviewed at an interim date, the practitioner may perform an examination or a review of the pro forma financial information at year-end but is limited to performing a review of the pro forma financial information at the interim date.

- c. The practitioner who is reporting on the pro forma financial information should have an appropriate level of knowledge of the accounting and financial reporting practices of each significant constituent part of the combined entity. This would ordinarily have been obtained by the practitioner auditing or reviewing historical financial statements of each entity for the most recent annual or interim period for which the pro forma financial information is presented. If another practitioner has performed such an audit or a review, the need, by a practitioner reporting on the pro forma financial information, for an understanding of the entity's accounting and financial reporting practices is not diminished, and that practitioner should consider whether, under the particular circumstances, he or she can acquire sufficient knowledge of these matters to perform the procedures necessary to report on the pro forma financial information.

Practitioner's Objective

.08 The objective of the practitioner's examination procedures applied to pro forma financial information is to provide reasonable assurance as to whether—

- Management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the underlying transaction (or event).
- The related pro forma adjustments give appropriate effect to those assumptions.
- The pro forma column reflects the proper application of those adjustments to the historical financial statements.

.09 The objective of the practitioner's review procedures applied to pro forma financial information is to provide negative assurance as to whether any information came to the practitioner's attention to cause him or her to believe that—

- Management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the underlying transaction (or event).

- The related pro forma adjustments do not give appropriate effect to those assumptions.
- The pro forma column does not reflect the proper application of those adjustments to the historical financial statements.

Procedures

.10 Other than the procedures applied to the historical financial statements,⁶ the procedures the practitioner should apply to the assumptions and pro forma adjustments for either an examination or a review engagement are as follows.

- a. Obtain an understanding of the underlying transaction (or event), for example, by reading relevant contracts and minutes of meetings of the board of directors and by making inquiries of appropriate officials of the entity, and, in cases, of the entity acquired or to be acquired.
- b. Obtain a level of knowledge of each constituent part of the combined entity in a business combination that will enable the practitioner to perform the required procedures. Procedures to obtain this knowledge may include communicating with other practitioners who have audited or reviewed the historical financial information on which the pro forma financial information is based. Matters that may be considered include accounting principles and financial reporting practices followed, transactions between the entities, and material contingencies.
- c. Discuss with management their assumptions regarding the effects of the transaction (or event).
- d. Evaluate whether pro forma adjustments are included for all significant effects directly attributable to the transaction (or event).
- e. Obtain sufficient evidence in support of such adjustments. The evidence required to support the level of assurance given is a matter of professional judgment. The practitioner typically would obtain more evidence in an examination engagement than in a review engagement. Examples of evidence that the practitioner might consider obtaining are purchase, merger or exchange agreements, appraisal reports, debt agreements, employment agreements, actions of the board of directors, and existing or proposed legislation or regulatory actions.
- f. Evaluate whether management's assumptions that underlie the pro forma adjustments are presented in a sufficiently clear and comprehensive manner. Also, evaluate whether the pro forma adjustments are consistent with each other and with the data used to develop them.
- g. Determine that computations of pro forma adjustments are mathematically correct and that the pro forma column reflects the proper application of those adjustments to the historical financial statements.

⁶ See paragraph .07b.

- h.* Obtain written representations from management concerning their—
- Responsibility for the assumptions used in determining the pro forma adjustments
 - Assertion that the assumptions provide a reasonable basis for presenting all of the significant effects directly attributable to the transaction (or event), that the related pro forma adjustments give appropriate effect to those assumptions, and that the pro forma column reflects the proper application of those adjustments to the historical financial statements
 - Assertion that the significant effects directly attributable to the transaction (or event) are appropriately disclosed in the pro forma financial information
- i.* Read the pro forma financial information and evaluate whether—
- The underlying transaction (or event), the pro forma adjustments, the significant assumptions and the significant uncertainties, if any, about those assumptions have been appropriately described.
 - The source of the historical financial information on which the pro forma financial information is based has been appropriately identified.

Reporting on Pro Forma Financial Information

.11 The practitioner's report on pro forma financial information should be dated as of the completion of the appropriate procedures. The practitioner's report on pro forma financial information may be added to the practitioner's report on historical financial information, or it may appear separately. If the reports are combined and the date of completion of the procedures for the examination or review of the pro forma financial information is after the date of completion of the fieldwork for the audit or review of the historical financial information, the combined report should be dual-dated. (For example, "February 15, 20X2, except for the paragraphs regarding pro forma financial information as to which the date is March 20, 20X2.")

.12 A practitioner's examination report on pro forma financial information should include the following:

- a.* A title that includes the word *independent*
- b.* An identification of the pro forma financial information
- c.* A reference to the financial statements from which the historical financial information is derived and a statement that such financial statements were audited (The report on pro forma financial information should refer to any modification in the practitioner's report on the historical financial information.)
- d.* An identification of the responsible party and a statement that the responsible party is responsible for the pro forma financial information

- e. A statement that the practitioner's responsibility is to express an opinion on the pro forma financial information based on his or her examination
- f. A statement that the examination of the pro forma financial information was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as the practitioner considered necessary in the circumstances
- g. A statement that the practitioner believes that the examination provides a reasonable basis for his or her opinion
- h. A separate paragraph explaining the objective of pro forma financial information and its limitations
- i. The practitioner's opinion as to whether management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the transaction (or event), whether the related pro forma adjustments give appropriate effect to those assumptions, and whether the pro forma column reflects the proper application of those adjustments to the historical financial statements (see paragraphs .18 and .20)
- j. The manual or printed signature of the practitioner's firm
- k. The date of the examination report

.13 A practitioner's review report on pro forma financial information should include the following:

- a. A title that includes the word *independent*
- b. An identification of the pro forma financial information
- c. A reference to the financial statements from which the historical financial information is derived and a statement as to whether such financial statements were audited or reviewed (The report on pro forma financial information should refer to any modification in the practitioner's report on the historical financial information.)
- d. An identification of the responsible party and a statement that the responsible party is responsible for the pro forma financial information
- e. A statement that the review of the pro forma financial information was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants
- f. A statement that a review is substantially less in scope than an examination, the objective of which is the expression of an opinion on the pro forma financial information and, accordingly, the practitioner does not express such an opinion
- g. A separate paragraph explaining the objective of pro forma financial information and its limitations
- h. The practitioner's conclusion as to whether any information came to the practitioner's attention to cause him or her to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the transaction (or event), or that the related pro forma adjustments do not

give appropriate effect to those assumptions, or that the pro forma column does not reflect the proper application of those adjustments to the historical financial statements (See paragraphs .19 and .20.)

- i. The manual or printed signature of the practitioner's firm
- j. The date of the review report

.14 Nothing precludes the practitioner from restricting the use of the report (see section 101.78-.83).

.15 Because a pooling-of-interests business combination is accounted for by combining historical amounts retroactively, pro forma adjustments for a proposed transaction generally affect only the equity section of the pro forma condensed balance sheet. Further, because of the requirements of the Accounting Principles Board Opinion (APB) No. 16, *Business Combinations* [AC Section B50], a business combination effected as a pooling of interests would not ordinarily involve a choice of assumptions by management. Accordingly, a report on a proposed pooling transaction need not address management's assumptions unless the pro forma financial information includes adjustments to conform the accounting principles of the combining entities. (See paragraph .21.)

.16 Restrictions on the scope of the engagement (see section 101.73-.75), reservations about the propriety of the assumptions and the conformity of the presentation with those assumptions (including adequate disclosure of significant matters), or other reservations may require the practitioner to qualify the opinion, disclaim an opinion, or withdraw from the engagement.⁷ The practitioner should disclose all substantive reasons for any report modifications. Uncertainty as to whether the transaction (or event) will be consummated would not ordinarily require a report modification. (See paragraph .22.)

Effective Date

.17 This section is effective when the presentation of pro forma financial information is as of or for a period ending on or after June 1, 2001. Early application is permitted.

⁷ See section 101.76 and .77.

Appendix A

Report on Examination of Pro Forma Financial Information

Independent Accountant's Report

We have examined the pro forma adjustments reflecting the transaction [*or event*] described in Note 1 and the application of those adjustments to the historical amounts in [*the assembly of*]⁸ the accompanying pro forma financial condensed balance sheet of X Company as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended. The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were audited by other accountants,⁹ appearing elsewhere herein [*or incorporated by reference*].¹⁰ Such pro forma adjustments are based upon management's assumptions described in Note 2. X Company's management is responsible for the pro forma financial information. Our responsibility is to express an opinion on the pro forma financial information based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

The objective of this pro forma financial information is to show what the significant effects on the historical financial information might have been had the transaction [*or event*] occurred at an earlier date. However, the pro forma condensed financial statements are not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above-mentioned transaction [*or event*] actually occurred earlier.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

In our opinion, management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction [*or event*] described in Note 1, the related pro forma adjustments give appropriate effect to those assumptions, and the pro forma column reflects the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended.

[*Signature*]

[*Date*]

⁸ This wording is appropriate when one column of pro forma financial information is presented without separate columns of historical financial information and pro forma adjustments.

⁹ If either accountant's report includes an explanatory paragraph or is other than unqualified, that fact should be referred to within this report.

¹⁰ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

.19

Appendix B

Report on Review of Pro Forma Financial Information

Independent Accountant's Report

We have reviewed the pro forma adjustments reflecting the transaction [or event] described in Note 1 and the application of those adjustments to the historical amounts in [the assembly of]¹¹ the accompanying pro forma condensed balance sheet of X Company as of March 31, 20X2, and the pro forma condensed statement of income for the three months then ended. These historical condensed financial statements are derived from the historical unaudited financial statements of X Company, which were reviewed by us, and of Y Company, which were reviewed by other accountants,^{12, 13} appearing elsewhere herein [or incorporated by reference].¹⁴ Such pro forma adjustments are based on management's assumptions as described in Note 2. X Company's management is responsible for the pro forma financial information.

Our review was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assumptions, the pro forma adjustments and the application of those adjustments to historical financial information. Accordingly, we do not express such an opinion.

The objective of this pro forma financial information is to show what the significant effects on the historical financial information might have been had the transaction [or event] occurred at an earlier date. However, the pro forma condensed financial statements are not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above-mentioned transaction [or event] actually occurred earlier.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

Based on our review, nothing came to our attention that caused us to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction [or event] described in Note 1, that the related pro forma adjustments do

¹¹ This wording is appropriate when one column of pro forma financial information is presented without separate columns of historical financial information and pro forma adjustments.

¹² If either accountant's report includes an explanatory paragraph or is modified, that fact should be referred to within this report.

¹³ Where one set of historical financial statements is audited and the other set is reviewed, wording similar to the following would be appropriate:

The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were reviewed by other accountants, appearing elsewhere herein [or incorporated by reference].

¹⁴ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

not give appropriate effect to those assumptions, or that the pro forma column does not reflect the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of March 31, 20X2, and the pro forma condensed statement of income for the three months then ended.

[Signature]

[Date]

Appendix C

Report on Examination of Pro Forma Financial Information at Year-End With a Review of Pro Forma Financial Information for a Subsequent Interim Date

Independent Accountant's Report

We have examined the pro forma adjustments reflecting the transaction [or event] described in Note 1 and the application of those adjustments to the historical amounts in [the assembly of]¹⁵ the accompanying pro forma financial condensed balance sheet of X Company as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended. The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were audited by other accountants,¹⁶ appearing elsewhere herein [or incorporated by reference].¹⁷ Such pro forma adjustments are based upon management's assumptions described in Note 2. X Company's management is responsible for the pro forma financial information. Our responsibility is to express an opinion on the pro forma financial information based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In addition, we have reviewed the pro forma adjustments and the application of those adjustments to the historical amounts in [the assembly of]¹⁵ the accompanying pro forma condensed balance sheet of X Company as of March 31, 20X2, and the pro forma condensed statement of income for the three months then ended. The historical condensed financial statements are derived from the historical financial statements of X Company, which were reviewed by us, and of Y Company, which were reviewed by other accountants,¹⁸ appearing elsewhere herein [or incorporated by reference].¹⁹ Such pro forma adjustments are based upon management's assumptions as described in Note 2. Our review

¹⁵ This wording is appropriate when one column of pro forma financial information is presented without separate columns of historical financial information and pro forma adjustments.

¹⁶ If either accountant's report includes an explanatory paragraph or is other than unqualified, that fact should be referred to within this report.

¹⁷ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

¹⁸ Where one set of historical financial statements is audited and the other set is reviewed, wording similar to the following would be appropriate:

The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were reviewed by other accountants, appearing elsewhere herein [or incorporated by reference].

¹⁹ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's assumptions, the pro forma adjustments, and the application of those adjustments to historical financial information. Accordingly, we do not express such an opinion on the pro forma adjustments or the application of such adjustments to the pro forma condensed balance sheet as of March 31, 20X2, and the pro forma condensed statement of income for the three months then ended.

The objective of this pro forma financial information is to show what the significant effects on the historical financial information might have been had the transactions *[or event]* occurred at an earlier date. However, the pro forma condensed financial statements are not necessarily indicative of the results of operations or related effects on financial position that would have been attained had the above-mentioned transaction *[or event]* actually occurred earlier.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagements or the subject matter.]

In our opinion, management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction *[or event]* described in Note 1, the related pro forma adjustments give appropriate effect to those assumptions, and the pro forma column reflects the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended.

Based on our review, nothing came to our attention that caused us to believe that management's assumptions do not provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction *[or event]* described in Note 1, that the related pro forma adjustments do not give appropriate effect to those assumptions, or that the pro forma column does not reflect the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of March 31, 20X2, and the pro forma condensed statement of income for the three months then ended.

[Signature]

[Date]

Appendix D

Report on Examination of Pro Forma Financial Information Giving Effect to a Business Combination to Be Accounted for as a Pooling of Interests²⁰

Independent Accountant's Report

We have examined the pro forma adjustments reflecting the proposed business combination to be accounted for as a pooling of interests described in Note 1 and the application of those adjustments to the historical amounts in the accompanying pro forma condensed balance sheet of X Company as of December 31, 20X1, and the pro forma condensed statements of income for each of three years in the period then ended. These historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us,²¹ and of Y Company, which were audited by other accountants, appearing elsewhere herein [or incorporated by reference].²² Such pro forma adjustments are based upon management's assumptions described in Note 2. X Company's management is responsible for the pro forma financial information. Our responsibility is to express an opinion on the pro forma financial information based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

The objective of this pro forma financial information is to show what the significant effects on the historical financial information might have been had the transactions [or event] occurred at an earlier date.

[Additional paragraph(s) may be added to emphasize certain matters relating to the attest engagement or the subject matter.]

In our opinion, the accompanying condensed pro forma financial statements of X Company as of December 31, 20X1, and for each of the three years in the period then ended give appropriate effect to the pro forma adjustments necessary to reflect the proposed business combination on a pooling of interests basis as described in Note 1 and the pro forma column reflects the proper application of those adjustments to the historical financial statements.

[Signature]

[Date]

²⁰ See paragraph .15 for a discussion of the form of the opinion on pro forma financial information in a pooling of interests business combination.

²¹ If either accountant's report includes an explanatory paragraph or is other than unqualified, that fact should be referred to within this report.

²² If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

Appendix E

Other Example Reports

An example of a report qualified because of a scope limitation follows.

Independent Accountant's Report

We have examined the pro forma adjustments reflecting the transaction [*or event*] described in Note 1 and the application of those adjustments to the historical amounts in [*the assembly of*]²³ the accompanying pro forma condensed balance sheet of X Company as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended. The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were audited by other accountants,²⁴ appearing elsewhere herein [*or incorporated by reference*].²⁵ Such pro forma adjustments are based upon management's assumptions described in Note 2. X Company's management is responsible for the pro forma financial information. Our responsibility is to express an opinion on the pro forma financial information based on our examination.

Except as described below, our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included such procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

We are unable to perform the examination procedures we considered necessary with respect to assumptions relating to the proposed loan described in Adjustment E in Note 2.

[*Same paragraph as third paragraph in examination report in paragraph .18*]

In our opinion, except for the effects of such changes, if any, as might have been determined to be necessary had we been able to satisfy ourselves as to the assumptions relating to the proposed loan, management's assumptions provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction [*or event*] described in Note 1, the related pro forma adjustments give appropriate effect to those assumptions, and the pro forma column reflects the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended.

[*Signature*]

[*Date*]

²³ This wording is appropriate when one column of pro forma financial information is presented without separate columns of historical financial information and pro forma adjustments.

²⁴ If either accountant's report includes an explanatory paragraph or is other than unqualified, that fact should be referred to within this report.

²⁵ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

An example of a report qualified for reservations about the propriety of assumptions on an acquisition transaction follows:

[Same first three paragraphs as examination report in paragraph .18]

As discussed in Note 2 to the pro forma financial statements, the pro forma adjustments reflect management's assumption that X Division of the acquired company will be sold. The net assets of this division are reflected at their historical carrying amount; generally accepted accounting principles require these net assets to be recorded at estimated net realizable value.

In our opinion, except for inappropriate valuation of the net assets of X Division, management's assumptions described in Note 2 provide a reasonable basis for presenting the significant effects directly attributable to the above-mentioned transaction *[or event]* described in Note 1, the related pro forma adjustments give appropriate effect to those assumptions, and the pro forma column reflects the proper application of those adjustments to the historical financial statement amounts in the pro forma condensed balance sheet as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended.

[Signature]

[Date]

An example of a disclaimer of opinion because of a scope limitation follows:

Independent Accountant's Report

We were engaged to examine the pro forma adjustments reflecting the transaction *[or event]* described in Note 1 and the application of those adjustments to the historical amounts in *[the assembly of]*²⁶ the accompanying pro forma financial condensed balance sheet of X Company as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended. The historical condensed financial statements are derived from the historical financial statements of X Company, which were audited by us, and of Y Company, which were audited by other accountants,²⁷ appearing elsewhere herein *[or incorporated by reference]*.²⁸ Such pro forma adjustments are based upon management's assumptions described in Note 2. X Company's management is responsible for the pro forma financial information.

As discussed in Note 2 to the pro forma financial statements, the pro forma adjustments reflect management's assumptions that the elimination of duplicate facilities would have resulted in a 30 percent reduction in operating costs. Management could not supply us with sufficient evidence to support this assertion.

[Same paragraph as third paragraph in examination report in paragraph .18]

Since we were unable to evaluate management's assumptions regarding the reduction in operating costs and other assumptions related thereto, the scope of our work was not sufficient to express and, therefore, we do not express an

²⁶ This wording is appropriate when one column of pro forma financial information is presented without separate columns of historical financial information and pro forma adjustments.

²⁷ If either accountant's report includes an explanatory paragraph or is other than unqualified, that fact should be referred to within this report.

²⁸ If the option in footnote 4 to paragraph .07a is followed, the report should be appropriately modified.

opinion on the pro forma adjustments, management's underlying assumptions regarding those adjustments and the application of those adjustments to the historical financial statement amounts in the pro forma condensed financial statement amounts in the pro forma condensed balance sheet as of December 31, 20X1, and the pro forma condensed statement of income for the year then ended.

[Signature]

[Date]

[The next page is 2701.]

AT Section 501

Reporting on an Entity's Internal Control Over Financial Reporting

Source: SSAE No. 10.

See section 9501 for interpretations of this section.

Effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Earlier application is permitted.

Applicability

.01 This section provides guidance to the practitioner who is engaged to issue or does issue an examination report on the effectiveness of an entity's internal control over financial reporting¹ as of a point in time (or on an assertion thereon).² Specifically, guidance is provided regarding the following:

- a. Conditions that must be met for a practitioner to accept an engagement to examine the effectiveness of an entity's internal control (See paragraphs .04 and .05.); the prohibition of acceptance of an engagement to review such subject matter (See paragraph .10.)
- b. Engagements to examine the design and operating effectiveness of an entity's internal control (See paragraphs .16–.68.)
- c. Engagements to examine the design and operating effectiveness of a segment of an entity's internal control (See paragraph .69.)
- d. Engagements to examine only the suitability of design of an entity's internal control (no assertion is made about the operating effectiveness of the internal control) (See paragraphs .70 and .71.)
- e. Engagements to examine the design and operating effectiveness of an entity's internal control based on criteria established by a regulatory agency (See paragraphs .72–.76.)

.02 This section does not provide guidance for the following:

- a. Engagements to examine controls over operations or compliance with laws and regulations³

¹ This section does not change the auditor's responsibility for considering the entity's internal control in an audit of the financial statements. See paragraphs .78–.81.

² Ordinarily, the practitioner will be engaged to examine the effectiveness of the entity's internal control over financial reporting as of the end of the entity's fiscal year; however, the client may select a different date. A practitioner may also be engaged to examine the effectiveness of an entity's internal control during a period of time. In that case, the guidance in this section should be modified accordingly.

³ A practitioner engaged to examine the effectiveness of an entity's internal control over operations or compliance with laws and regulations should refer to the guidance in section 101, *Attest Engagements*. The guidance in section 601, *Compliance Attestation*, may be helpful when performing an engagement relating to internal control over compliance with laws and regulations. A practitioner engaged to perform agreed-upon procedures on an entity's internal control over operations or compliance with laws and regulations should refer to the guidance in section 201, *Agreed-Upon Procedures Engagements*, and section 601. Further, the guidance in this section may be helpful in attest engagements to report on internal control over operations or compliance with laws and regulations.

- b. Agreed-upon procedures engagements (See section 201, *Agreed-Upon Procedures Engagements*.)
- c. Certain other services in connection with an entity's internal control covered by other authoritative guidance (See paragraph .11 and the Appendix [paragraph .84].)
- d. Consulting engagements (See paragraph .12.)
- e. Engagements to gather data for management (See paragraphs .09 and .21.)

.03 An entity's internal control over financial reporting⁴ includes those policies and procedures that pertain to an entity's ability to record, process, summarize, and report financial data consistent with the assertions embodied in either annual financial statements or interim financial statements, or both. A practitioner engaged to examine the effectiveness of an entity's internal control should comply with the general, fieldwork, and reporting standards in section 101, *Attest Engagements*, and the specific performance and reporting standards set forth in this section.⁵

Conditions for Engagement Performance

.04 A practitioner may examine the effectiveness of an entity's internal control if the following conditions are met.

- a. Management of the entity accepts responsibility for the effectiveness of the entity's internal control. (The term *responsible party* is used in this section to refer to the management personnel who accept responsibility for the effectiveness of the entity's internal control.)
- b. The responsible party evaluates the effectiveness of the entity's internal control using suitable criteria. Such criteria are referred to as *control criteria* throughout this section.⁶
- c. Sufficient evidential matter exists or could be developed to support the responsible party's evaluation.

.05 As part of engagement performance, the practitioner should obtain from the responsible party a written assertion about the effectiveness of the entity's internal control. The responsible party may present its written assertion in either of the following:

⁴ Throughout this section, an entity's internal control over financial reporting is referred to as its *internal control*.

⁵ A practitioner engaged to issue a report on the processing of transactions by a service organization for use by other auditors should refer to AU section 324, *Service Organizations*.

⁶ Criteria issued by the AICPA, regulatory agencies, and other groups composed of experts that follow due-process procedures, including exposure of the proposed criteria for public comment, usually should be considered suitable criteria for this purpose. For example, the Committee of Sponsoring Organizations (COSO) of the Treadway Commission's report, *Internal Control—Integrated Framework*, provides suitable criteria against which management may evaluate and report on the effectiveness of the entity's internal control.

Criteria established by management, industry associations, or other groups that do not follow such due process procedures also may be considered suitable criteria. The practitioner should determine whether such criteria are suitable for general use reporting by evaluating them against the attributes in section 101.24. If the practitioner determines that such criteria are suitable for general use reporting, those criteria should also be available to users as discussed in section 101.33.

If the practitioner concludes that the criteria are appropriate only for a limited number of parties or are available only to specified parties, the practitioner's report shall state that the use of the report is restricted to those parties specified in the report. (See section 101.30, .34, and .78–83.)

- a. A separate report that will accompany the practitioner's report
- b. A representation letter to the practitioner

.06 The responsible party's written assertion about the effectiveness of an entity's internal control may take many forms. Throughout this section, for example, the phrase, "management's assertion that W Company maintained effective internal control over financial reporting as of [date]," illustrates such an assertion. Other phrases, such as "management's assertion that W Company's internal control over financial reporting as of [date] is sufficient to meet the stated objectives," may also be used. However, a practitioner should not accept an assertion that is so subjective (for example, "very effective" internal control) that people having competence in and using the same or similar criteria would not ordinarily be able to arrive at similar conclusions.

.07 Regardless of whether the practitioner's client is the responsible party, the responsible party's refusal to furnish a written assertion as part of an examination engagement should cause the practitioner to withdraw from the engagement. However, an exception is provided if an examination of internal control is required by law or regulation. In that circumstance, the practitioner should disclaim an opinion on internal control unless he or she obtains evidential matter that warrants expressing an adverse opinion. If the practitioner expresses an adverse opinion and the responsible party does not provide an assertion, the practitioner's report should be restricted as to use (see section 101.78-.81).

.08 Additionally, at the beginning of the engagement, the practitioner may want to consider discussing with the client and the responsible party the need for the responsible party to provide the practitioner with a written representation letter prior to the conclusion of the engagement. In that letter, the responsible party will be asked to provide, among other possible items, a written acknowledgment of their responsibility for establishing and maintaining internal control and their assertion stating their evaluation of the effectiveness of the entity's internal control and specifying the control criteria used. The responsible party's refusal to furnish these representations (see paragraphs .44 and .45) constitutes a limitation on the scope of the engagement.

.09 The responsible party is responsible for establishing and maintaining effective internal control. In some cases, the responsible party may evaluate and report on the effectiveness of internal control without the practitioner's assistance. However, the responsible party may engage the practitioner to gather information to enable the responsible party to evaluate the effectiveness of the entity's internal control.

Other Attest Services

.10 A practitioner may *examine* or *perform agreed-upon procedures* relating to the effectiveness of the entity's internal control. However, he or she should not accept an engagement to review such subject matter or a written assertion about such subject matter. A practitioner asked to perform agreed-upon procedures relating to an entity's internal control should refer to the guidance in section 201.

.11 The Appendix [paragraph .84] presents a listing of authoritative guidance for a practitioner engaged to provide other services in connection with an entity's internal control. Under the Securities Exchange Act of 1934, certain

reports on the entity's internal control are required. Rule 17a-5 requires such a report for a broker or dealer in securities. The American Institute of Certified Public Accountants (AICPA) Audit and Accounting Guide *Brokers and Dealers in Securities* contains a sample report that a practitioner might use in such circumstances. In addition, Form N-SAR requires a report on the internal control of an investment company. A sample report that a practitioner might use in such situations is included in the Audit and Accounting Guide *Audits of Investment Companies*, published by the AICPA. Such information, included in the Appendix [paragraph .84], in Rule 17a-5, and in Form N-SAR, is not covered by this section.

Nonattest Services

.12 The responsible party may engage the practitioner to provide certain nonattest services in connection with the entity's internal control. For example, the responsible party may engage the practitioner to provide recommendations on improvements to the entity's internal control. A practitioner engaged to provide such nonattest services should refer to the guidance in CS section 100, *Consulting Services: Definitions and Standards*.

Components of an Entity's Internal Control

.13 The components that constitute an entity's internal control are a function of the definition and description of internal control used by the responsible party for the purpose of assessing its effectiveness. For example, the responsible party may select the definition and description of internal control based on the internal control framework set forth in *Internal Control—Integrated Framework*,⁷ published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission.⁸ *Internal Control—Integrated Framework* describes an entity's internal control as consisting of five components: control environment, risk assessment, control activities, information and communication, and monitoring. If the responsible party selects another definition and description of internal control, these components may not be relevant.

Limitations of an Entity's Internal Control

.14 Internal control, no matter how well designed and operated, can provide only reasonable assurance to the responsible party and the board of directors regarding achievement of an entity's control objectives. The likelihood of achievement is affected by limitations inherent to internal control. These include the realities that human judgment in decision-making can be faulty, and that breakdowns in internal control can occur because of human failures such as simple error or mistake. Additionally, controls can be circumvented by the collusion of two or more people or management override of internal control.

.15 Custom, culture, and the corporate governance system may inhibit fraud by management, but they are not absolute deterrents. An effective control environment, too, may help mitigate the probability of such fraud. For

⁷ As noted in footnote 6, this report also contains control criteria.

⁸ This definition and description is consistent with the definition contained in AU section 319, *Consideration of Internal Control in a Financial Statement Audit*. However, AU section 319 is not intended to provide criteria for evaluating internal control effectiveness.

example, an effective board of directors, audit committee, and an internal audit function may constrain improper conduct by management. Alternatively, an ineffective control environment may negate the effectiveness of the other components. For example, when the presence of management incentives creates an environment that could result in material misstatement of financial statements, the effectiveness of control activities may be reduced. The effectiveness of an entity's internal control might also be adversely affected by factors such as a change in ownership or control, changes in management or other personnel, or developments in the entity's market or industry.

Examination Engagement

.16 The practitioner's objective in an engagement to examine the effectiveness of the entity's internal control is to express an opinion on (a) the effectiveness of the entity's internal control, in all material respects, based on the control criteria or (b) whether the responsible party's written assertion about the effectiveness of internal control is fairly stated, in all material respects, based on the control criteria. The practitioner's opinion relates to the effectiveness of the entity's internal control taken as a whole, and not to the effectiveness of each individual component (control environment, risk assessment, control activities, information and communication, and monitoring) of the entity's internal control.⁹ Therefore, the practitioner considers the interrelationship of the components of an entity's internal control in achieving the objectives of the control criteria. To express an opinion, the practitioner accumulates sufficient evidence about the design effectiveness and operating effectiveness of the entity's internal control, thereby restricting attestation risk to an appropriately low level. When evaluating the design effectiveness of specific controls, the practitioner considers whether the control is suitably designed to prevent or detect material misstatements on a timely basis. When evaluating operating effectiveness, the practitioner considers how the control was applied, the consistency with which it was applied, and by whom it was applied.

.17 Performing an examination of the effectiveness of an entity's internal control involves the following:

- a. Planning the engagement
- b. Obtaining an understanding of internal control
- c. Evaluating the design effectiveness of the controls
- d. Testing and evaluating the operating effectiveness of the controls
- e. Forming an opinion on the effectiveness of the entity's internal control, or the responsible party's assertion thereon, based on the control criteria

Planning the Engagement

General Considerations

.18 Planning an engagement to examine the effectiveness of the entity's internal control involves developing an overall strategy for the scope and performance of the engagement. When developing an overall strategy for the engagement, the practitioner should consider factors such as the following:

⁹ However, as discussed in paragraph .69, the practitioner may be engaged to examine the effectiveness of only a segment of an entity's internal control.

- Matters affecting the industry in which the entity operates, such as financial reporting practices, economic conditions, laws and regulations, and technological changes
- Knowledge of the entity's internal control obtained during other professional engagements
- Matters relating to the entity's business, including its organization, operating characteristics, capital structure, and distribution methods
- The extent of recent changes, if any, in the entity, its operations, or its internal control
- The responsible party's method of evaluating the effectiveness of the entity's internal control based upon control criteria
- Preliminary judgments about materiality, inherent risk, and other factors relating to the determination of material weaknesses
- The type and extent of evidential matter pertaining to the effectiveness of the entity's internal control
- The nature of specific controls designed to achieve the objectives of the control criteria, and their significance to internal control taken as a whole
- Preliminary judgments about the effectiveness of internal control

Multiple Locations

.19 A practitioner planning an engagement to examine the effectiveness of the internal control of an entity with operations in several locations should consider factors similar to those he or she would consider in performing an audit of the financial statements of an entity with multiple locations. It may not be necessary to understand and test controls at each location. In addition to the factors listed in paragraph .18, the selection of locations should be based on factors such as the following:

- a. The similarity of business operations and internal control at the various locations
- b. The degree of centralization of records
- c. The effectiveness of the control environment, particularly management's direct control over the exercise of authority delegated to others and its ability to effectively supervise activities at the various locations
- d. The nature and amount of transactions executed and related assets at the various locations

Internal Audit Function

.20 Another factor the practitioner should consider when planning the engagement is whether the entity has an internal audit function. An important responsibility of the internal audit function is to monitor the performance of an entity's controls. One way internal auditors monitor such performance is by performing tests that provide evidence about the effectiveness of the design and operation of specific controls. A practitioner should consider the guidance in AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, when assessing the competence and objectivity of internal auditors, the extent of work to be performed, and other matters.

Documentation

.21 Controls and the control objectives that they were designed to achieve should be appropriately documented to serve as a basis for the responsible party's assertion and the practitioner's report. Such documentation is generally prepared by the responsible party. However, at the responsible party's request, the practitioner may assist in preparing or gathering such documentation. This documentation may take various forms: entity policy manuals, accounting manuals, narrative memoranda, flowcharts, decision tables, procedural write-ups, or completed questionnaires. No one particular form of documentation is necessary, and the extent of documentation may vary depending upon the size and complexity of the entity.

Obtaining an Understanding of Internal Control

.22 A practitioner generally obtains an understanding of the design of specific controls by making inquiries of appropriate management, supervisory, and staff personnel; by inspecting entity documents; and by observing entity activities and operations. The nature and extent of the procedures a practitioner performs vary from entity to entity and are influenced by factors such as those discussed in paragraph .18.

Evaluating the Design Effectiveness of Controls

.23 To evaluate the design effectiveness of an entity's internal control, the practitioner should obtain an understanding of the controls within each component of internal control.¹⁰

.24 Any of the components of internal control may include controls designed to achieve the objectives of the control criteria. Some controls may have a pervasive effect on achieving many overall objectives of these criteria. For example, computer general controls over program development, program changes, computer operations, and access to programs and data help assure that specific controls over the processing of transactions are operating effectively. In contrast, other controls are designed to achieve specific objectives of the control criteria. For example, management generally establishes specific controls, such as accounting for all shipping documents, to ensure that all valid sales are recorded.

.25 The practitioner should focus on the significance of controls in achieving the objectives of the control criteria rather than on specific controls in isolation. The absence or inadequacy of a specific control designed to achieve the objectives of a specific criterion may not be a deficiency if other controls specifically address the same criterion. Further, when one or more control achieves the objectives of a specific criterion, the practitioner may not need to consider other controls designed to achieve those same objectives.

.26 Procedures to evaluate the effectiveness of the design of a specific control are concerned with whether that control is suitably designed to prevent

¹⁰ As discussed in paragraph .13, the components that constitute an entity's internal control are a function of the definition and description of internal control selected by the responsible party. Paragraph .13 lists the components the practitioner should understand if the responsible party decides to evaluate the entity's internal control based on the definition of internal control in *Internal Control—Integrated Framework*. If the responsible party selects another definition, these components may not be relevant.

or detect material misstatements in specific financial statement assertions. Such procedures will vary depending upon the nature of the specific control, the nature of the entity's documentation of the specific control, and the complexity and sophistication of the entity's operations and systems.

Testing and Evaluating the Operating Effectiveness of Controls

.27 To evaluate the operating effectiveness of an entity's internal control, the practitioner performs tests of relevant controls to obtain sufficient evidence to support the opinion in the report. Tests of the operating effectiveness of a control are concerned with how the control was applied, the consistency with which it was applied, and by whom it was applied. The tests ordinarily include procedures such as inquiries of appropriate personnel, inspection of relevant documentation, observation of the entity's operations, and reapplication or reperformance of the control.

.28 The evidential matter that is sufficient to support a practitioner's opinion is a matter of professional judgment. However, the practitioner should consider matters such as the following:

- The nature of the control
- The significance of the control in achieving the objectives of the control criteria
- The nature and extent of tests of the operating effectiveness of the controls performed by the entity, if any
- The risk of noncompliance with the control, which might be assessed by considering the following:
 - Whether there have been changes in the volume or nature of transactions that might adversely affect control design or operating effectiveness
 - Whether there have been changes in controls
 - The degree to which the control relies on the effectiveness of other controls (for example, the control environment or computer general controls)
 - Whether there have been changes in key personnel who perform the control or monitor its performance
 - Whether the control relies on performance by an individual or by electronic equipment
 - The complexity of the control
 - Whether more than one control achieves a specific objective

.29 The responsible party may provide the practitioner with the results of its tests of the operating effectiveness of certain controls. Although the practitioner should consider the results of such tests when evaluating the operating effectiveness of controls, it is the practitioner's responsibility to obtain sufficient evidence to support his or her opinion and, if applicable, corroborate the results of such tests. When evaluating whether sufficient evidence has been obtained, the practitioner should consider that evidence obtained through his or her direct personal knowledge, observation, reperformance, and inspection is more persuasive than information obtained indirectly, such as from management or other personnel. Further, judgments about the sufficiency of evidence obtained and other factors affecting the practitioner's opinion, such as the materiality of identified control deficiencies, should be those of the practitioner.

.30 The nature of the controls influences the nature of the tests of controls the practitioner can perform. For example, the practitioner may examine documents regarding controls for which documentary evidence exists. However, documentary evidence regarding the control environment (such as management's philosophy and operating style) often does not exist. In these circumstances, the practitioner's tests of controls would consist of inquiries of appropriate personnel and observation of entity activities. The practitioner's preliminary judgments about the effectiveness of the control environment often influence the nature, timing, and extent of the tests of controls to be performed to obtain evidence about the operating effectiveness of controls in the accounting system and other controls.

.31 The period of time over which the practitioner should perform tests of controls is a matter of judgment; however, it varies with the nature of the controls being tested and with the frequency with which specific controls operate and specific policies are applied. Some controls operate continuously (for example, controls over sales) while others operate only at certain times (for example, controls over the preparation of interim financial statements and controls over physical inventory counts). The practitioner should perform tests of controls over a period of time that is adequate to determine whether, as of the date specified in the assertion, the controls necessary for achieving the objectives of the control criteria are operating effectively.

.32 The client may request the practitioner to examine the effectiveness of controls related to the preparation of interim financial information. Depending on the period(s) specified in the assertion, the practitioner should perform tests of controls in effect during one or more interim periods to form an opinion about the effectiveness of such controls in achieving the related interim reporting objectives.

.33 Prior to the date specified in the assertion, the responsible party may change the entity's controls to make them more effective or efficient, or to address control deficiencies. In these circumstances, the practitioner may not need to consider controls that have been superseded. For example, if the practitioner determines that the new controls achieve the related objectives of the control criteria and have been in effect for a sufficient period to permit the practitioner to assess their design and operating effectiveness by performing tests of controls, the practitioner will not need to consider the design and operating effectiveness of the superseded controls.

Forming an Opinion

.34 When forming an opinion on the effectiveness of an entity's internal control or a written assertion thereon, the practitioner should consider all evidence obtained, including the results of the tests of controls and any identified control deficiencies, to evaluate the design and operating effectiveness of the controls based on the control criteria.

Deficiencies in an Entity's Internal Control

.35 During the course of the engagement, the practitioner may become aware of significant deficiencies in the entity's internal control. The practitioner's responsibility to communicate such deficiencies is described in paragraphs .41–.43.

Reportable Conditions

.36 AU section 325, *Communication of Internal Control Related Matters Noted in an Audit*, defines reportable conditions as matters coming to an auditor's attention that represent significant deficiencies in the design or operation of internal control that could adversely affect the entity's ability to record, process, summarize, and report financial data consistent with the assertions of management in the financial statements.

Material Weaknesses

.37 A reportable condition may be of such magnitude as to be considered a material weakness. AU 325 defines a *material weakness* as a condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. Therefore, the presence of a material weakness will preclude the practitioner from concluding that the entity has effective internal control. However, depending on the significance of the material weakness and its effect on the achievement of the objectives of the control criteria, the practitioner may qualify his or her opinion (that is, express an opinion that internal control is effective "except for" the material weakness noted) or may express an adverse opinion.¹¹

.38 When evaluating whether a reportable condition is also a material weakness, the practitioner should recognize that—

- a. The amounts of misstatements caused by error or fraud that might occur and remain undetected range from zero to more than the gross financial statement amounts or transactions that are exposed to the reportable condition.
- b. The risk of misstatement due to error or fraud is likely to be different for the different possible amounts within that range. For example, the risk of misstatement due to error or fraud in amounts equal to the gross exposure might be very low, but the risk of smaller amounts might be progressively greater.

.39 In evaluating whether the combined effect of individual reportable conditions results in a material weakness, the practitioner should consider the following:

- a. The range or distribution of the amounts of misstatement caused by error or fraud that may result during the same accounting period from two or more individual reportable conditions
- b. The joint risk or probability that such a combination of misstatements would be material

.40 Evaluating whether a reportable condition is also a material weakness is a subjective process that depends on factors such as the nature of the accounting system and of any financial statement amounts or transactions exposed to the reportable condition, the overall control environment, other controls, and the judgment of those making the evaluation.

¹¹ Paragraphs .54–.58 contain guidance the practitioner should consider when a material weakness exists.

Communicating Reportable Conditions and Material Weaknesses

.41 A practitioner engaged to examine the effectiveness of the entity's internal control should communicate reportable conditions to the client's audit committee¹² and identify the reportable conditions that are also considered to be material weaknesses. Such a communication should preferably be made in writing. Because of the potential for misinterpretation of the limited degree of assurance associated with the practitioner issuing a written report representing that no reportable conditions were noted during the examination, the practitioner should not issue such representations.

.42 Because timely communication may be important, the practitioner may choose to communicate to his or her client significant matters during the course of the examination rather than after the examination is concluded. The decision about whether an interim communication should be issued would be influenced by the relative significance of the matters noted and the urgency of corrective follow-up action.

.43 If, in a multiple-party arrangement, the practitioner's client is not the responsible party, the practitioner has no responsibility to communicate reportable conditions to the responsible party. For example, if the practitioner is engaged by his or her client to examine the effectiveness of internal control of an entity targeted for acquisition, the practitioner has no obligation to communicate any reportable conditions to the targeted entity. However, the practitioner is not precluded from making such a communication.

Written Representations

.44 The practitioner should obtain written representations from the responsible party¹³—

- a. Acknowledging the responsible party's responsibility for establishing and maintaining effective internal control.
- b. Stating that the responsible party has performed an evaluation of the effectiveness of the entity's internal control and specifying the control criteria.
- c. Stating the responsible party's assertion about the effectiveness of the entity's internal control based on the control criteria as of a specified date.
- d. Stating that the responsible party has disclosed to the practitioner all significant deficiencies in the design or operation of internal control which could adversely affect the entity's ability to record, process, summarize, and report financial data consistent with the assertions of management in the financial statements and has identified those that it believes to be material weaknesses in internal control.

¹² If the client does not have an audit committee, the practitioner should communicate with individuals whose authority and responsibility are equivalent to those of an audit committee, such as the board of directors, the board of trustees, an owner in an owner-managed entity, or those who engaged the practitioner.

¹³ AU section 333, *Management Representations*, provides guidance on the date as of which the representation letter should be signed and who should sign it.

- e. Describing any material fraud and any other fraud that, although not material, involve management or other employees who have a significant role in the entity's internal control.
- f. Stating whether there were, subsequent to the date being reported on, any changes in internal control or other factors that might significantly affect internal control, including any corrective actions taken by the responsible party with regard to significant deficiencies and material weaknesses.

.45 The responsible party's refusal to furnish all appropriate written representations constitutes a limitation on the scope of the examination sufficient to preclude an unqualified opinion and is ordinarily sufficient to cause the practitioner to disclaim an opinion or withdraw from an examination engagement. However, based on the nature of the representations not obtained or the circumstances of the refusal, the practitioner may conclude, in an examination engagement, that a qualified opinion is appropriate. Further, the practitioner should consider the effects of the responsible party's refusal on his or her ability to rely on other representations.

Reporting Standards

.46 The practitioner may examine and report directly on an entity's effectiveness of internal control (see paragraphs .47 and .48) or he or she may examine and report on the responsible party's written assertion (see paragraphs .49-.51), except as described in paragraph .54.

.47 The practitioner's examination report on the effectiveness of an entity's internal control over financial reporting should include the following:

- a. A title that includes the word *independent*
- b. An identification of the subject matter (internal control over financial reporting) and the responsible party
- c. A statement that the responsible party is responsible for maintaining effective internal control over financial reporting
- d. A statement that the practitioner's responsibility is to express an opinion on the effectiveness of an entity's internal control based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of internal control over financial reporting, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. A paragraph stating that, because of inherent limitations of any internal control, misstatements due to errors or fraud may occur and not be detected (In addition, the paragraph should state that projections of any evaluation of internal control over financial reporting to future periods are subject to the risk that internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.)

- h. The practitioner's opinion on whether the entity has maintained, in all material respects, effective internal control over financial reporting as of the specified date based on the control criteria¹⁴
- i. A statement restricting the use of the report to the specified parties (see the fourth reporting standard) under the following circumstances (see also paragraph .07):
 - When the criteria used to evaluate internal control over financial reporting are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - When the criteria used to evaluate internal control over financial reporting are available only to specified parties
- j. The manual or printed signature of the practitioner's firm
- k. The date of the examination report

.48 The following is the form of report a practitioner should use when he or she expresses an opinion directly on the effectiveness of an entity's internal control as of a specified date.

Independent Accountant's Report

[Introductory paragraph]

We have examined the effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on the effectiveness of internal control based on our examination.

[Scope paragraph]

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of the internal control over financial reporting, testing, and evaluating the design and operating effectiveness of the internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Inherent limitations paragraph]

Because of inherent limitations in any internal control, misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal control over financial reporting to future periods are subject to the risk that the internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

[Opinion paragraph]

¹⁴ See paragraphs .54–.58 for reporting when the examination discloses conditions that, individually or in combination, result in one or more material weaknesses.

In our opinion, W Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 20XX, based on [identify criteria]¹⁵

[Signature]

[Date]

.49 The practitioner's examination report on a written assertion about the effectiveness of an entity's internal control over financial reporting should include the following:

- a. A title that includes the word *independent*
- b. An identification of the written assertion about the effectiveness of the entity's internal control over financial reporting as of a specified date and the responsible party (When the written assertion does not accompany the practitioner's report, the first paragraph of the report should also contain a statement of the assertion.)
- c. A statement that the assertion is the responsibility of the responsible party
- d. A statement that the practitioner's responsibility is to express an opinion on the written assertion based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of internal control over financial reporting, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. A paragraph stating that, because of inherent limitations of any internal control, misstatements due to errors or fraud may occur and not be detected (In addition, the paragraph should state that projections of any evaluation of internal control over financial reporting to future periods are subject to the risk that internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.)
- h. The practitioner's opinion on whether the assertion about the effectiveness of the entity's internal control over financial reporting as of the specified date is fairly stated, in all material respects, based on the control criteria¹⁶
- i. A statement restricting the use of the report to specified parties (see the fourth reporting standard) under the following circumstances:
 - When the criteria used to evaluate the effectiveness of internal control over financial reporting are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria

¹⁵ For example, "criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)."

¹⁶ See paragraphs .54–.58 for reporting when the examination discloses conditions that, individually or in combination, result in one or more material weaknesses.

- When the criteria used to evaluate the effectiveness of internal control over financial reporting are available only to specified parties
 - j. The manual or printed signature of the practitioner's firm
 - k. The date of the examination report

.50 The following is the form of report a practitioner should use when he or she expresses an opinion on a written assertion about the effectiveness of an entity's internal control as of a specified date.

Independent Accountant's Report

[Introductory paragraph]

We have examined management's assertion, included in the accompanying *[title of management report]*, that W Company maintained effective internal control over financial reporting as of December 31, 20XX based on *[identify criteria]*.¹⁷ W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on management's assertion based on our examination.

[Standard scope and inherent limitations paragraphs]

[Opinion paragraph]

In our opinion, management's assertion that W Company maintained effective internal control over financial reporting as of December 31, 20XX is fairly stated, in all material respects, based on *[identify criteria]*.¹⁸

[Signature]

[Date]

.51 Nothing precludes the practitioner from examining an assertion but opining directly on the effectiveness of internal control.

Restricting the Use of the Report

.52 Section 101.78–.83 provide guidance on restricting the use of an attest report. Nothing in this section precludes the practitioner from restricting the use of the report. If the practitioner is requested by one party to examine the effectiveness of another entity's internal control, he or she may want to restrict the report to the party making the request.

Report Modifications

.53 The practitioner should modify the standard reports if any of the following conditions exist.

- a. There is a material weakness in the entity's internal control. (See paragraphs .54–.58.)

¹⁷ The practitioner should identify the responsible party's report examined by referring to the title used by the responsible party in its report. Further, he or she should use the same description of the entity's internal control as the responsible party uses in its report, including the kinds of controls (that is, control over the preparation of annual financial statements, interim financial statements, or both) on which the responsible party is reporting. If the presentation of the assertion does not accompany the practitioner's report, the phrase "included in the accompanying *[title of responsible party's report]*" would be omitted.

¹⁸ For example, "criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)."

- b. There is a restriction on the scope of the engagement. (See paragraphs .59–.62.)
- c. The practitioner decides to refer to the report of another practitioner as the basis, in part, for the practitioner's own report. (See paragraphs .63 and .64.)
- d. A significant subsequent event has occurred since the date being reported on. (See paragraphs .65–.68.)
- e. The engagement relates to examining and reporting on the effectiveness of only a segment of the entity's internal control. (See paragraph .69.)
- f. The engagement only relates to examining and reporting on the suitability of design of the entity's internal control. (See paragraphs .70 and .71.)
- g. The criteria are not suitable for general use (See paragraphs .72–.76.)

Material Weaknesses

.54 If the examination discloses conditions that, individually or in combination, result in one or more material weaknesses (paragraphs .37–.40), the practitioner should modify the report and, to most effectively communicate with the reader of the report, should express his or her opinion directly on the effectiveness of internal control, not on the assertion. The nature of the modification depends on the weakness and its effect on the achievement of the objectives of the control criteria.

.55 The following is the form of the report, modified with explanatory language, that a practitioner should use when there is a material weakness in an entity's internal control and, based on its significance and its effect on the achievement of the objectives of the control criteria, the practitioner concludes that a qualified opinion is appropriate.

Independent Accountant's Report

[Introductory paragraph]

We have examined the effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on the effectiveness of internal control based on our examination.

[Standard scope and inherent limitations paragraphs]

[Explanatory paragraph]

[Include sentence(s) describing the material weakness and its effect on the achievement of the objectives of the control criteria.] We believe such condition represents a material weakness. A material weakness is a condition that precludes the entity's internal control from providing reasonable assurance that material misstatements in the financial statements will be prevented or detected on a timely basis.¹⁹

[Opinion paragraph]

¹⁹ This description of a material weakness differs from the definition of a material weakness discussed in paragraph .37. Although a practitioner should consider the definition contained in paragraph .37 when determining whether a material weakness exists, the description above should be used to describe a material weakness in the practitioner's report.

In our opinion, except for the effect of the material weakness described in the preceding paragraph on the achievement of the objectives of the control criteria, W Company has maintained, in all material respects, effective internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*.

[Signature]

[Date]

.56 The following is the form of report, expressing an adverse opinion, that a practitioner should use when a material weakness in internal control exists and, in the practitioner's judgment, the material weakness(es) is (are) so pervasive that the entity's internal control over financial reporting does not achieve the control objectives.

Independent Accountant's Report

[Introductory paragraph]

We have examined the effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]* W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on the effectiveness of internal control based on our examination.

[Standard scope and inherent limitations paragraphs]

[Explanatory paragraph]

[Include sentence(s) describing the material weakness and its effect on the achievement of the objectives of the control criteria] We believe such condition represents a material weakness. A material weakness is a condition that precludes the entity's internal control from providing reasonable assurance that material misstatements in the financial statements will be prevented or detected on a timely basis.²⁰

[Opinion paragraph]

In our opinion, because of the effect of the material weakness described above on the achievement of the objectives of the control criteria, W Company has not maintained effective internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*.

[Signature]

[Date]

.57 If a written assertion accompanying the practitioner's report contains a statement that the responsible party believes the cost of correcting the weakness would exceed the benefits to be derived from implementing new controls, the practitioner should disclaim an opinion on the responsible party's cost-benefit statement. The practitioner may use the following sample language as the last paragraph of the report to disclaim an opinion on the responsible party's cost-benefit statement:

We do not express an opinion or any other form of assurance on management's cost-benefit statement.

²⁰ This description of a material weakness differs from the definition of a material weakness discussed in paragraph .37. Although a practitioner should consider the definition contained in paragraph .37 when determining whether a material weakness exists, the description above should be used to describe a material weakness in the practitioner's report.

However, if the practitioner believes that the responsible party's cost-benefit statement is a material misstatement of fact, he or she should consider the guidance in section 101.92–.94, and take appropriate action.

Practitioner's Report on Internal Control Identifies a Material Weakness and Is Included in the Same Document Containing the Audit Report

.58 If the practitioner's report on his or her examination of the effectiveness of the entity's internal control is included within the same document that includes his or her audit report on the entity's financial statements, the following sentence should be included in the paragraph of the examination report that describes the material weakness:

These conditions were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 20XX financial statements, and this report does not affect our report dated [date of report] on these financial statements.

The practitioner may also include the preceding sentence in situations where the two reports are not included within the same document.

Scope Limitations

.59 An unqualified opinion on the effectiveness of the entity's internal control or the written assertion thereon can be expressed only if the practitioner has been able to apply all the procedures he or she considers necessary in the circumstances. Restrictions on the scope of the engagement, whether imposed by the client, the responsible party, or by the circumstances, may require the practitioner to withdraw from the engagement, disclaim an opinion, or express a qualified opinion. The practitioner's decision depends on his or her assessment of the importance of the omitted procedure(s) to his or her ability to form an opinion on the effectiveness of the entity's internal control.

.60 For example, the responsible party may have implemented controls to correct a material weakness identified prior to the date specified by the client. However, unless the practitioner has been able to obtain evidence that the new controls were appropriately designed and have been operating effectively for a sufficient period of time,²¹ he or she should refer to the material weakness and qualify his or her opinion on the basis of a scope limitation. The following is the form of the report a practitioner should use when restrictions on the scope of the examination cause the practitioner to issue a qualified opinion.

Independent Accountant's Report

[Standard introductory paragraph]

[Scope paragraph]

Except as described below, our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of the internal control over financial reporting, testing, and evaluating the design and operating effectiveness of the internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Explanatory paragraph]

²¹ See guidance in paragraph .31.

Prior to December 20, 20XX, W Company had an inadequate system for recording cash receipts, which could have prevented the Company from recording cash receipts on accounts receivable completely and properly. Therefore, cash received could have been diverted for unauthorized use, lost, or otherwise not properly recorded to accounts receivable. We believe this condition was a material weakness in the design or operation of the internal control of W Company in effect at *[date]*. A material weakness is a condition that precludes the entity's internal control from providing reasonable assurance that material misstatements in the financial statements will be prevented or detected on a timely basis. Although the Company implemented a new cash receipts system on December 20, 20XX, the system has not been in operation for a sufficient period of time to enable us to obtain sufficient evidence about its operating effectiveness.

[Standard inherent limitations paragraph]

[Opinion paragraph]

In our opinion, except for the effect of matters we may have discovered had we been able to examine evidence about the effectiveness of the new cash receipts system, W Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 20XX based on *[identify criteria]*.

[Signature]

[Date]

.61 When restrictions that significantly limit the scope of the examination are imposed by the client or the responsible party, the practitioner generally should disclaim an opinion on the effectiveness of the entity's internal control or the written assertion thereon.

.62 The following is the form of report that a practitioner should use when restrictions that significantly limit the scope of the examination are imposed by the client or the responsible party and cause the practitioner to issue a disclaimer of opinion.

Independent Accountant's Report

[Introductory paragraph]

We were engaged to examine the effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for maintaining effective internal control over financial reporting.

[Scope paragraph should be omitted]

[Explanatory paragraph]

[Include paragraph to describe scope restrictions]

[Opinion paragraph]

Since management *[describe scope restrictions]* and we were unable to apply other procedures to satisfy ourselves as to the entity's internal control over financial reporting, the scope of our work was not sufficient to enable us to express, and we do not express, an opinion on the effectiveness of the entity's internal control over financial reporting.

[Signature]

[Date]

Opinion Based in Part on the Report of Another Practitioner

.63 When another practitioner has examined the effectiveness of internal control of one or more subsidiaries, divisions, branches, or components of the entity, the practitioner should consider whether he or she may serve as the principal practitioner and use the work and reports of the other practitioner as a basis, in part, for his or her opinion. If the practitioner decides it is appropriate for him or her to serve as the principal practitioner, he or she should then decide whether to make reference in the report to the examination performed by the other practitioner. In these circumstances, the practitioner's considerations are similar to those of the independent auditor who uses the work and reports of other independent auditors when reporting on an entity's financial statements. AU section 543, *Part of Audit Performed by Other Independent Auditors*, provides guidance on the auditor's considerations when deciding whether he or she may serve as the principal auditor and, if so, whether to make reference to the examination performed by the other practitioner.

.64 When the practitioner decides to make reference to the report of the other practitioner as a basis, in part, for the practitioner's opinion, the practitioner should disclose this fact when describing the scope of the examination and should refer to the report of the other practitioner when expressing the opinion.²² The following form of the report is appropriate in these circumstances.

Independent Accountant's Report

[Introductory paragraph]

We have examined the effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on the effectiveness of internal control based on our examination. We did not examine the effectiveness of internal control over financial reporting of B Company, a wholly owned subsidiary, whose financial statements reflect total assets and revenues constituting 20 and 30 percent, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 20XX. The effectiveness of B Company's internal control over financial reporting was examined by other accountants whose report has been furnished to us, and our opinion, insofar as it relates to the effectiveness of B Company's internal control over financial reporting, is based solely on the report of the other accountants.

[Scope paragraph]

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of internal control over financial reporting, testing, and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination and the report of the other accountants provide a reasonable basis for our opinion.

[Standard inherent limitations paragraph]

[Opinion paragraph]

²² Whether the other practitioner's opinion is expressed on the responsible party's assertion or on the effectiveness of internal control does not affect the determination of whether the principal practitioner's opinion is expressed on the assertion or on the subject matter itself.

In our opinion, based on our examination and the report of the other accountants, W Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*.

[Signature]

[Date]

Subsequent Events

.65 Changes in internal control or other factors that might significantly affect internal control may occur subsequent to the date as of which the internal control over financial reporting is being examined but before the date of the practitioner's report. As described in paragraph .44, the practitioner should obtain written representations from the responsible party relating to such matters. Additionally, to obtain information about whether changes have occurred that might affect the effectiveness of the entity's internal control and, therefore, the practitioner's report, he or she should inquire about and examine, for this subsequent period, the following:

- a. Relevant internal auditor reports issued during the subsequent period
- b. Independent auditor reports (if other than the practitioner's) of reportable conditions or material weaknesses
- c. Regulatory agency reports on the entity's internal control
- d. Information about the effectiveness of the entity's internal control obtained through other professional engagements

.66 If the practitioner obtains knowledge about subsequent events that he or she believes significantly affect the effectiveness of the entity's internal control as of the date specified in the assertion, the practitioner should report directly on the effectiveness of the entity's internal control, and issue a qualified or an adverse opinion. If the practitioner is unable to determine the effect of the subsequent event on the effectiveness of the entity's internal control, the practitioner should disclaim an opinion.

.67 The practitioner may obtain knowledge about subsequent events with respect to conditions that did not exist at the date specified in the assertion but arose subsequent to that date. Occasionally, a subsequent event of this type has such a material impact on the entity that the practitioner may wish to include in his or her report an explanatory paragraph describing the event and its effects or directing the reader's attention to the event and its effects.

.68 The practitioner has no responsibility to keep informed of events subsequent to the date of his or her report; however, the practitioner may later become aware of conditions that existed at that date that might have affected the practitioner's opinion had he or she been aware of them. The practitioner's consideration of such subsequent information is similar to an auditor's consideration of information discovered subsequent to the date of the report on an audit of financial statements described in AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report*. The guidance in that AU Section requires the auditor to determine whether the information is reliable and whether the facts existed at the date of his or her report. If so, the auditor considers (a) whether the facts would have changed the report if he or

she had been aware of them and (b) whether there are persons currently relying on or likely to rely on the practitioner's report on the effectiveness of the entity's internal control. Based on these considerations, detailed guidance is provided for the auditor in AU section 561.06.

Reporting on the Effectiveness of a Segment of the Entity's Internal Control

.69 When engaged to examine the effectiveness of only a segment of an entity's internal control (for example, internal control over financial reporting of an entity's operating division or its accounts receivable), a practitioner should follow the guidance in this section and issue a report using the guidance in paragraphs .46–.62, modified to refer to the segment of the entity's internal control examined. In this situation, the practitioner may use a report such as the following.

Independent Accountant's Report

[Introductory paragraph]

We have examined the effectiveness of W Company's internal control over financial reporting for its retail division as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for maintaining effective internal control over financial reporting. Our responsibility is to express an opinion on the effectiveness of internal control based on our examination.

[Standard scope and inherent limitations paragraphs]

[Opinion paragraph]

In our opinion, W Company's retail division maintained, in all material respects, effective internal control over financial reporting as of December 31, 20XX, based on *[identify criteria]*.

[Signature]

[Date]

Reporting on the Suitability of Design of the Entity's Internal Control

.70 The client may request the practitioner to examine the suitability of the design of the entity's internal control for preventing or detecting material misstatements on a timely basis. For example, prior to granting a new casino a license to operate, a regulatory agency may request a report on whether the internal control that the responsible party plans to implement will provide reasonable assurance that the control objectives specified in the regulatory agency's regulations will be achieved. When evaluating the suitability of design of the entity's internal control for the regulatory agency's purpose, the practitioner should obtain an understanding of the components of internal control²³ that the responsible party should implement to meet the control objectives of the regulatory agency and identify the controls that are relevant to those control objectives.

²³ See paragraph .23.

.71 The following is a suggested form of report a practitioner may issue. The actual form of the report should be modified, as appropriate, to fit the particular circumstances.²⁴

Independent Accountant's Report

[Introductory paragraph]

We have examined the suitability of W Company's design of internal control over financial reporting to prevent or detect material misstatements in the financial statements on a timely basis as of December 31, 20XX, based on *[identify criteria]*. W Company's management is responsible for the suitable design of internal control over financial reporting. Our responsibility is to express an opinion on the design of internal control based on our examination.

[Scope paragraph]

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of internal control over financial reporting, evaluating the design of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

[Standard inherent limitations paragraph]

[Opinion paragraph]

In our opinion, W Company's internal control over financial reporting is suitably designed, in all material respects, to prevent or detect material misstatements in the financial statements on a timely basis as of December 31, 20XX, based on *[identify criteria]*.

[Signature]

[Date]

When reporting on the suitability of design of the entity's internal control that has already been placed in operation, the practitioner should modify his or her report by adding the following to the scope paragraph of the report:

We were not engaged to examine and report on the operating effectiveness of W Company's internal control over financial reporting as of December 31, 20XX, and, accordingly, we express no opinion on operating effectiveness.

Reporting on Internal Control Based on Criteria Specified by a Regulatory Agency

.72 A governmental or other agency that exercises regulatory, supervisory, or other public administrative functions may establish its own criteria and require reports on the internal control of entities subject to its jurisdiction. Criteria established by a regulatory agency may be set forth in audit guides, questionnaires, or other publications. The criteria may encompass specified aspects of an entity's internal control and specified aspects of administrative control or compliance with grants, regulations, or statutes. If such criteria have

²⁴ This report assumes that the control criteria of the regulatory agency are both suitable and available to users as discussed in section 101.23-33. Therefore, there is no restriction on the use of this report.

been subjected to due process procedures, including the distribution of proposed criteria for public comment, and the criteria are available to users (see section 101.23-.33), a practitioner should use the form of report illustrated in paragraph .48. If, however, the criteria are not available to users as described in section 101.33, or such criteria have not been subjected to due process procedures and the practitioner determines that such criteria are appropriate only for a limited number of users who either participated in their establishment or can be presumed to have an adequate understanding of the criteria, the practitioner should modify the report by adding a separate paragraph that restricts the use of the report to the regulatory agency and to those within the entity.

.73 For purposes of these reports, a material weakness is—

- a. A condition in which the design or operation of one or more of the specific internal control components does not reduce to a relatively low level the risk that misstatements due to error or fraud in amounts that would be material in relation to the applicable grant or program might occur and not be detected on a timely basis by employees in the normal course of performing their assigned functions.
- b. A condition in which the lack of conformity with the regulatory agency's criteria is material in accordance with any guidelines for determining materiality that are included in such criteria.

.74 The following report illustrates one that a practitioner might use when he or she has been engaged to examine the adequacy of an entity's internal control over financial reporting based on criteria established by a regulatory agency that are not suitable for general use.

Independent Accountant's Report

[Introductory paragraph]

We have examined the adequacy of W Company's internal control over financial reporting as of December 31, 20XX, based on *[identify criteria, for example, the criteria established by _____ agency, as set forth in its audit guide dated _____]*. W Company's management is responsible for maintaining adequate internal control over financial reporting. Our responsibility is to express an opinion on whether internal control is adequate to meet such criteria based on our examination.

[Standard scope and inherent limitations paragraphs]

[Opinion paragraph]

We understand that the agency considers the controls over financial reporting that meet the criteria referred to in the first paragraph of this report adequate for its purpose. In our opinion, based on this understanding and on our examination, W Company's internal control over financial reporting is adequate, in all material respects, based on the criteria established by *[_____ agency]*.

[Restricted use paragraph]

This report is intended solely for the information and use of the board of directors and management of W Company and *[agency]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.75 When the practitioner issues this form of report, he or she does not assume any responsibility for the comprehensiveness of the criteria established by the regulatory agency. However, the practitioner should report any condition that comes to his or her attention during the course of the examination that he or she believes is a material weakness, even though it may not be covered by the criteria.

.76 If a regulatory agency requires the reporting of all conditions (whether material or not) that are not in conformity with the agency's criteria, the practitioner should describe all conditions of which he or she is aware in the report.

Other Information in a Client-Prepared Document Containing the Practitioner's Report on the Effectiveness of the Entity's Internal Control

.77 A client may publish various documents that contain information in addition to the practitioner's attest report on internal control (or an assertion related thereto). Section 101.91-.94 provide guidance to the practitioner when the other information is contained in (a) annual reports to holders of securities or beneficial interest, annual organizations for charitable and philanthropic purposes distributed to the public, and annual reports filed with regulatory authorities under the Securities Exchange Act of 1934, or (b) other documents to which the practitioner, at the client's request devotes attention.

Relationship of the Practitioner's Examination of an Entity's Internal Control to the Opinion Obtained in an Audit

.78 The purpose of a practitioner's examination of the effectiveness of an entity's internal control is to express an opinion about whether the entity maintained, in all material respects, effective internal control as of a point in time based on the control criteria. In contrast, the purpose of an auditor's consideration of internal control in an audit of financial statements conducted in accordance with generally accepted auditing standards is to enable the auditor to plan the audit and determine the nature, timing, and extent of tests to be performed. Ultimately, the results of the auditor's tests will form the basis for the auditor's opinion on the fairness of the entity's financial statements in conformity with generally accepted accounting principles. The auditor's responsibility in considering the entity's internal control is discussed in AU section 319, *Consideration of Internal Control in a Financial Statement Audit*.

.79 In a financial statement audit, the auditor obtains an understanding of internal control by performing procedures such as inquiries, observations, and inspection of documents. After he or she has obtained this understanding, the auditor assesses the control risk for assertions related to significant account balances and transaction classes. The auditor assesses control risk for an assertion at maximum if he or she believes that controls are unlikely to pertain to the assertion, that controls are unlikely to be effective, or that an evaluation of their effectiveness would be inefficient. When the auditor assesses control risk for an assertion at below maximum, he or she identifies the controls that are likely to prevent or detect material misstatements in that assertion and performs tests of controls to evaluate the effectiveness of such controls.

.80 An auditor's consideration of internal control in a financial statement audit is more limited than that of a practitioner engaged to examine the effectiveness of the entity's internal control. However, knowledge the practitioner obtains about the entity's internal control as part of the examination of the effectiveness of internal control may serve as the basis for his or her understanding of internal control in an audit of the entity's financial statements. Similarly, the practitioner may consider the results of tests of controls performed in connection with an examination of the entity's internal control, as well as any material weaknesses identified, when assessing control risk in the audit of the entity's financial statements.

.81 While an examination of the effectiveness of the entity's internal control and an audit of the entity's financial statements may be performed by the same practitioner, each can be performed by a different practitioner. If the audit of the entity's financial statements is performed by another practitioner, the practitioner may wish to consider any material weaknesses and reportable conditions identified by the auditor and any disagreements between the responsible party and the auditor concerning such matters.

Relationship to the Foreign Corrupt Practices Act

.82 The Foreign Corrupt Practices Act of 1977 (FCPA) includes provisions regarding internal accounting control for entities subject to the Securities Exchange Act of 1934. Whether an entity is in compliance with those provisions of the FCPA is a legal determination. A practitioner's examination report issued under this section does not indicate whether an entity is in compliance with those provisions.

Effective Date

.83 This section is effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Early application is permitted.

Appendix

The following documents contain guidance for practitioners engaged to provide other services in connection with an entity's internal control.

- AU section 325, *Communication of Internal Control Related Matters Noted in an Audit*, provides guidance on identifying and communicating reportable conditions that come to the auditor's attention during an audit of financial statements.
 - AU section 324, *Service Organizations*, provides guidance to auditors of a service organization on issuing a report on certain aspects of the service organization's internal control that can be used by other auditors, as well as guidance on how other auditors should use such reports.
 - The AICPA Audit and Accounting Guide *Audits of State and Local Governmental Units* provides auditors of state and local governmental entities with a basic understanding of the work they should do and the reports they should issue for audits under Government Auditing Standards (1994 Revision), as amended, issued by the Comptroller General of the United States and for audits under the Single Audit Act requirements and A-133 (June 1997).
 - SOP 98-3, *Audits of States, Local Governments, and Not-for-Profit Organizations Receiving Federal Awards*, provides auditors with a basic understanding of the work they should do and the reports they should issue for audits under Government Auditing Standards (1994 Revision), as amended, issued by the Comptroller General of the United States and for audits under the Single Audit Act requirements and A-133 (June 1997).
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[The next page is 2741.]

AT Section 9501

Reporting on an Entity's Internal Control Over Financial Reporting: Attest Engagements Interpretations of Section 501

1. Pre-Award Surveys

.01 Question—As part of the process of applying for a government grant or contract, an entity may be required to submit a written pre-award survey by management about the effectiveness (suitability) of the design of an entity's internal control or a portion thereof for the government's purposes, together with a practitioner's report thereon. May a practitioner issue such a report based on the consideration of internal control in an audit of the entity's financial statements?

.02 Interpretation—No. The purpose of the consideration of an entity's internal control in a financial statement audit is to obtain an understanding sufficient to plan the audit and to determine the nature, timing and extent of audit tests to be performed and not to provide assurance on internal control. The consideration made in a financial statement audit does not provide the practitioner with a sufficient basis to issue a report expressing any assurance about the effectiveness of the design of internal control or any portion thereof.

.03 Question—How may a practitioner report on the design effectiveness of an entity's internal control or a portion thereof?

.04 Interpretation—In order to issue such a report, the practitioner should perform an examination of or apply agreed-upon procedures to management's written assertion about the effectiveness (suitability) of the design of an entity's internal control as described in section 501, *Reporting on an Entity's Internal Control Over Financial Reporting*, paragraphs .23 through .26 and .70 through .76. When the engagement involves the application of agreed-upon procedures to a written assertion about the design effectiveness of the entity's internal control over compliance with specified requirements, the practitioner should also follow the provisions of section 601, *Compliance Attestation*, paragraphs .09 and .11 through .29, and section 201, *Agreed-Upon Procedures Engagements*.

.05 Question—What are a practitioner's responsibilities when requested to sign a form prescribed by a government agency in connection with a pre-award survey?

.06 Interpretation—The practitioner should refuse to sign such a prescribed form unless he or she has performed an attest engagement, as discussed in paragraph .04. If the practitioner has conducted such an attest engagement, he or she should consider whether the wording of the prescribed form conforms to the requirements of professional standards. For example, the prescribed form may contain a description of the practitioner's responsibilities or the practitioner's conclusions that is not in conformity with those standards. Some prescribed forms can be made acceptable by inserting additional or deleting existing wording; others can be made acceptable only by complete revision.

When a prescribed form contains a statement or wording not in conformity with professional standards, the practitioner should either reword the form to conform to those standards or attach a separate report conforming with such standards in place of the prescribed form.

.07 Question—An entity may also be required to submit a written pre-award survey about its *ability* to establish suitably designed internal control, together with a practitioner's report thereon. May a practitioner issue such a report based on the consideration of existing internal control in an audit of an entity's financial statements or the performance of an attest engagement?

.08 Interpretation—No. Neither the consideration of internal control in an audit of an entity's financial statements nor the performance of an attest engagement provides the practitioner with a basis for issuing a report on the ability of an entity to establish suitably designed internal control. There are no suitable criteria for evaluating the entity's ability to establish suitably designed internal control. The requesting agency may be willing to accept a report of the practitioner on a consulting service. The practitioner should consider including in the consulting service report—

- a. A statement that the practitioner is unable to perform an attest engagement on the entity's ability to establish suitably designed internal control because there are no suitable criteria for evaluating the entity's ability to do so;
- b. A description of the nature and scope of the practitioner's services; and
- c. The practitioner's findings.

The practitioner may refer to the guidance in CS section 100, *Consulting Services: Definitions and Standards*.

[Issue Date: February 1997; Revised: January 2001.]

[The next page is 2751.]

AT Section 601

Compliance Attestation

Source: SSAE No. 10.

Effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Earlier application is permitted.

Introduction and Applicability

.01 This section provides guidance for engagements related to either (a) an entity's compliance with requirements of specified laws, regulations, rules, contracts, or grants or (b) the effectiveness of an entity's internal control over compliance with specified requirements.¹ Compliance requirements may be either financial or nonfinancial in nature. An attest engagement conducted in accordance with this section should comply with the general, fieldwork, and reporting standards in section 101, *Attest Engagements*, and the specific standards set forth in this section.

.02 This section does not—

- a. Affect the auditor's responsibility in an audit of financial statements performed in accordance with generally accepted auditing standards (GAAS).
- b. Apply to situations in which an auditor reports on specified compliance requirements based solely on an audit of financial statements, as addressed in AU section 623, *Special Reports*, paragraphs .19 through .21.
- c. Apply to engagements for which the objective is to report in accordance with AU section 801, *Compliance Auditing Considerations in Audits of Governmental Entities and Recipients of Governmental Financial Assistance*, unless the terms of the engagement specify an attest report under this section.
- d. Apply to engagements covered by AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*.
- e. Apply to the report that encompasses internal control over compliance for a broker or dealer in securities as required by rule 17a-5 of the Securities Exchange Act of 1934 (the 1934 Act).²

¹ Throughout this section—

- a. An entity's compliance with requirements of specified laws, regulations, rules, contracts, or grants is referred to as *compliance with specified requirements*.
- b. An entity's internal control over compliance with specified requirements is referred to as its *internal control over compliance*. The internal control addressed in this section may include parts of but is not the same as internal control over financial reporting.

² An example of this report is contained in the AICPA Audit and Accounting Guide *Brokers and Dealers in Securities*.

.03 A report issued in accordance with the provisions of this section does not provide a legal determination of an entity's compliance with specified requirements. However, such a report may be useful to legal counsel or others in making such determinations.

Scope of Services

.04 The practitioner may be engaged to perform agreed-upon procedures to assist users in evaluating the following subject matter (or assertions related thereto)—

- a. The entity's compliance with specified requirements
- b. The effectiveness of the entity's internal control over compliance³
- c. Both the entity's compliance with specified requirements and the effectiveness of the entity's internal control over compliance

The practitioner also may be engaged to examine the entity's compliance with specified requirements or a written assertion thereon.

.05 An important consideration in determining the type of engagement to be performed is expectations by users of the practitioner's report. Since the users decide the procedures to be performed in an agreed-upon procedures engagement, it often will be in the best interests of the practitioner and users (including the client) to have an agreed-upon procedures engagement rather than an examination engagement. When deciding whether to accept an examination engagement, the practitioner should consider the risks discussed in paragraphs .31 through .35.

.06 A practitioner may be engaged to examine the effectiveness of the entity's internal control over compliance or an assertion thereon. However, in accordance with section 101, the practitioner cannot accept an engagement unless he or she has reason to believe that the subject matter is capable of reasonably consistent evaluation against criteria that are suitable and available to users.⁴ If a practitioner determines that such criteria do exist for

³ An entity's internal control over compliance is the process by which management obtains reasonable assurance of compliance with specified requirements. Although the comprehensive internal control may include a wide variety of objectives and related policies and procedures, only some of these may be relevant to an entity's compliance with specified requirements. (See footnote 1b.) The components of internal control over compliance vary based on the nature of the compliance requirements. For example, internal control over compliance with a capital requirement would generally include accounting procedures, whereas internal control over compliance with a requirement to practice nondiscriminatory hiring may not include accounting procedures.

⁴ Criteria issued by regulatory agencies and other groups composed of experts that follow due-process procedures, including exposure of the proposed criteria for public comment, ordinarily should be considered suitable criteria for this purpose. For example, the Committee of Sponsoring Organizations (COSO) of the Treadway Commission's Report, *Internal Control—Integrated Framework*, provides suitable criteria against which management may evaluate and report on the effectiveness of the entity's internal control. However, more detailed criteria relative to specific compliance requirements may have to be developed and an appropriate threshold for measuring the severity of control deficiencies needs to be developed in order to apply the concepts of the COSO report to internal control over compliance.

Criteria established by a regulatory agency that does not follow such due-process procedures also may be considered suitable criteria for use by the regulatory agency. The practitioner should determine whether such criteria are suitable for general use reporting by evaluating them against the attributes in section 101.24. If the practitioner determines that such criteria are suitable for general use reporting, those criteria should also be available to users as discussed in section 101.33.

If the practitioner concludes that the criteria are appropriate only for a limited number of parties or are available only to specified parties, the practitioner's report shall state that the use of the report is restricted to those parties specified in the report. (See section 101.30, .34, and .78–83.)

internal control over compliance, he or she should perform the engagement in accordance with section 101. Additionally, section 501, *Reporting on an Entity's Internal Control Over Financial Reporting*, may be helpful to a practitioner in such an engagement.

.07 A practitioner should not accept an engagement to perform a review, as defined in section 101.55, of an entity's compliance with specified requirements or about the effectiveness of an entity's internal control over compliance or an assertion thereon.

.08 The practitioner may be engaged to provide other types of services in connection with the entity's compliance with specified requirements or the entity's internal control over compliance. For example, management may engage the practitioner to provide recommendations on how to improve the entity's compliance or related internal control. A practitioner engaged to provide such nonattest services should refer to the guidance in CS section 100, *Consulting Services: Definitions and Standards*.

Conditions for Engagement Performance

.09 A practitioner may perform an agreed-upon procedures engagement related to an entity's compliance with specified requirements or the effectiveness of internal control over compliance if the following conditions are met.

- a. The responsible party accepts responsibility for the entity's compliance with specified requirements and the effectiveness of the entity's internal control over compliance.
- b. The responsible party evaluates the entity's compliance with specified requirements or the effectiveness of the entity's internal control over compliance.

See also section 201, *Agreed-Upon Procedures Engagements*.

.10 A practitioner may perform an examination engagement related to an entity's compliance with specified requirements if the following conditions are met.

- a. The responsible party accepts responsibility for the entity's compliance with specified requirements and the effectiveness of the entity's internal control over compliance.
- b. The responsible party evaluates the entity's compliance with specified requirements.
- c. Sufficient evidential matter exists or could be developed to support management's evaluation.

.11 As part of engagement performance, the practitioner should obtain from the responsible party a written assertion about compliance with specified requirements or internal control over compliance. The responsible party may present its written assertion in either of the following:

- a. A separate report that will accompany the practitioner's report
- b. A representation letter to the practitioner

.12 The responsible party's written assertion about compliance with specified requirements or internal control over compliance may take many forms. Throughout this section, for example, the phrase "responsible party's assertion that W Company complied with [*specify compliance requirement*] as of [*date*]," illustrates such an assertion. Other phrases may also be used. However, a practitioner should not accept an assertion that is so subjective (for example, "very effective" internal control over compliance) that people having competence in and using the same or similar criteria would not ordinarily be able to arrive at similar conclusions.

.13 Regardless of whether the practitioner's client is the responsible party, the responsible party's refusal to furnish a written assertion as part of an examination engagement should cause the practitioner to withdraw from the engagement. However, an exception is provided if an examination of an entity's compliance with specified requirements is required by law or regulation. In that instance, the practitioner should disclaim an opinion on compliance unless he or she obtains evidential matter that warrants expressing an adverse opinion. If the practitioner expresses an adverse opinion and the responsible party does not provide an assertion, the practitioner's report should be restricted as to use. (See section 101.78–81.) If, as part of an agreed-upon procedures engagement, the practitioner's client is the responsible party, a refusal by that party to provide an assertion requires the practitioner to withdraw from the engagement. However, withdrawal is not required if the engagement is required by law or regulation. If, in an agreed-upon procedures engagement, the practitioner's client is not the responsible party, the practitioner is not required to withdraw but should consider the effects of the responsible party's refusal on the engagement and his or her report.

.14 Additionally, at the beginning of the engagement, the practitioner may want to consider discussing with the client and the responsible party the need for the responsible party to provide the practitioner with a written representation letter at the conclusion of the examination engagement or an agreed-upon procedures engagement in which the client is the responsible party. In that letter, the responsible party will be asked to provide, among other possible items, an acknowledgment of their responsibility for establishing and maintaining effective internal control over compliance and their assertion stating their evaluation of the entity's compliance with specified requirements. The responsible party's refusal to furnish these representations (see paragraphs .68 through .70) will constitute a limitation on the scope of the engagement.

Responsible Party

.15 The responsible party is responsible for ensuring that the entity complies with the requirements applicable to its activities. That responsibility encompasses the following.

- a. Identify applicable compliance requirements.
- b. Establish and maintain internal control to provide reasonable assurance that the entity complies with those requirements.
- c. Evaluate and monitor the entity's compliance.
- d. Specify reports that satisfy legal, regulatory, or contractual requirements.

The responsible party's evaluation may include documentation such as accounting or statistical data, entity policy manuals, accounting manuals, narrative memoranda, procedural writeups, flowcharts, completed questionnaires, or internal auditors' reports. The form and extent of documentation will vary depending on the nature of the compliance requirements and the size and complexity of the entity. The responsible party may engage the practitioner to gather information to assist it in evaluating the entity's compliance. Regardless of the procedures performed by the practitioner, the responsible party must accept responsibility for its assertion and must not base such assertion solely on the practitioner's procedures.

Agreed-Upon Procedures Engagement

.16 The objective of the practitioner's agreed-upon procedures is to present specific findings to assist users in evaluating an entity's compliance with specified requirements or the effectiveness of an entity's internal control over compliance based on procedures agreed upon by the users of the report. A practitioner engaged to perform agreed-upon procedures on an entity's compliance with specified requirements or about the effectiveness of an entity's internal control over compliance should follow the guidance set forth herein and in section 201.

.17 The practitioner's procedures generally may be as limited or as extensive as the specified users desire, as long as the specified users (a) agree upon the procedures performed or to be performed and (b) take responsibility for the sufficiency of the agreed-upon procedures for their purposes. (See section 201.15.)

.18 To satisfy the requirements that the practitioner and the specified users agree upon the procedures performed or to be performed and that the specified users take responsibility for the sufficiency of the agreed-upon procedures for their purposes, ordinarily the practitioner should communicate directly with and obtain affirmative acknowledgment from each of the specified users. For example, this may be accomplished by meeting with the specified users or by distributing a draft of the anticipated report or a copy of an engagement letter to the specified users and obtaining their agreement. If the practitioner is not able to communicate directly with all of the specified users, the practitioner may satisfy these requirements by applying any one or more of the following or similar procedures.

- Compare the procedures to be applied to written requirements of the specified users.
- Discuss the procedures to be applied with appropriate representatives of the specified users involved.
- Review relevant contracts with or correspondence from the specified users.

The practitioner should not report on an engagement when specified users do not agree upon the procedures performed or to be performed and do not take responsibility for the sufficiency of the procedures for their purposes. See section 201.36 for guidance on satisfying these requirements when the practitioner is requested to add other parties as specified parties after the date of completion of the agreed-upon procedures.

.19 In an engagement to perform agreed-upon procedures on an entity's compliance with specified requirements or about the effectiveness of an entity's

internal control over compliance, the practitioner is required to perform only the procedures that have been agreed to by users.⁵ However, prior to performing such procedures, the practitioner should obtain an understanding of the specified compliance requirements, as discussed in paragraph .20. (See section 201.)

.20 To obtain an understanding of the specified compliance requirements, a practitioner should consider the following:

- a. Laws, regulations, rules, contracts, and grants that pertain to the specified compliance requirements, including published requirements
- b. Knowledge about the specified compliance requirements obtained through prior engagements and regulatory reports
- c. Knowledge about the specified compliance requirements obtained through discussions with appropriate individuals within the entity (for example, the chief financial officer, internal auditors, legal counsel, compliance officer, or grant or contract administrators)
- d. Knowledge about the specified compliance requirements obtained through discussions with appropriate individuals outside the entity (for example, a regulator or a third-party specialist)

.21 When circumstances impose restrictions on the scope of an agreed-upon procedures engagement, the practitioner should attempt to obtain agreement from the users for modification of the agreed-upon procedures. When such agreement cannot be obtained (for example, when the agreed-upon procedures are published by a regulatory agency that will not modify the procedures), the practitioner should describe such restrictions in his or her report or withdraw from the engagement.

.22 The practitioner has no obligation to perform procedures beyond the agreed-upon procedures. However, if noncompliance comes to the practitioner's attention by other means, such information ordinarily should be included in his or her report.

.23 The practitioner may become aware of noncompliance that occurs subsequent to the period addressed by the practitioner's report but before the date of the practitioner's report. The practitioner should consider including information regarding such noncompliance in his or her report. However, the practitioner has no responsibility to perform procedures to detect such noncompliance other than obtaining the responsible party's representation about noncompliance in the subsequent period, as described in paragraph .68.

.24 The practitioner's report on agreed-upon procedures on an entity's compliance with specified requirements (or the effectiveness of an entity's internal control over compliance) should be in the form of procedures and findings. The practitioner's report should contain the following elements:

- a. A title that includes the word *independent*
- b. Identification of the specified parties
- c. Identification of the subject matter of the engagement (or management's assertion thereon), including the period or point in time addressed and a reference to the character of the engagement⁶

⁵ AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, does not apply to agreed-upon procedures engagements.

⁶ Generally, management's assertion about compliance with specified requirements will address a *period* of time, whereas an assertion about internal control over compliance will address a *point* in time.

- d. An identification of the responsible party
- e. A statement that the subject matter is the responsibility of the responsible party
- f. A statement that the procedures, which were agreed to by the specified parties identified in the report, were performed to assist the specified parties in evaluating the entity's compliance with specified requirements or the effectiveness of its internal control over compliance
- g. A statement that the agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants
- h. A statement that the sufficiency of the procedures is solely the responsibility of the specified parties and a disclaimer of responsibility for the sufficiency of those procedures
- i. A list of the procedures performed (or reference thereto) and related findings (The practitioner should not provide negative assurance. See section 201.24.)
- j. Where applicable, a description of any agreed-upon materiality limits (See section 201.25.)
- k. A statement that the practitioner was not engaged to and did not conduct an examination of the entity's compliance with specified requirements (or the effectiveness of an entity's internal control over compliance), a disclaimer of opinion thereon, and a statement that if the practitioner had performed additional procedures, other matters might have come to his or her attention that would have been reported
- l. A statement restricting the use of the report to the specified parties
- m. Where applicable, reservations or restrictions concerning procedures or findings as discussed in section 201.33, .35, .39, and .40
- n. Where applicable, a description of the nature of the assistance provided by the specialist as discussed in section 201.19–21
- o. The manual or printed signature of the practitioner's firm
- p. The date of the report

.25 The following is an illustration of an agreed-upon procedures report on an entity's compliance with specified requirements in which the procedures and findings are enumerated rather than referenced.

Independent Accountant's Report on Applying Agreed-Upon Procedures

We have performed the procedures enumerated below, which were agreed to by [list specified parties], solely to assist the specified parties in evaluating [name of entity]'s compliance with [list specified requirements] during the [period] ended [date].⁷ Management is responsible for [name of entity]'s compliance with those requirements. This agreed-upon procedures engagement

⁷ If the agreed-upon procedures have been published by a third-party user (for example, a regulator in regulatory policies or a lender in a debt agreement), this sentence might begin, "We have performed the procedures included in [title of publication or other document] and enumerated below, which were agreed to by [list specified parties], solely to assist the specified parties in evaluating...."

was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

[Include paragraphs to enumerate procedures and findings.]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of *[list or refer to specified parties]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.26 Evaluating compliance with certain requirements may require interpretation of the laws, regulations, rules, contracts, or grants that establish those requirements. In such situations, the practitioner should consider whether he or she is provided with the suitable criteria required to evaluate an assertion under the third general attestation standard. If these interpretations are significant, the practitioner may include a paragraph stating the description and the source of interpretations made by the entity's management. An example of such a paragraph, which should precede the procedures and findings paragraph(s), follows.

We have been informed that, under *[name of entity]*'s interpretation of *[identify the compliance requirement]*, *[explain the nature and source of the relevant interpretation]*.

.27 The following is an illustration of an agreed-upon procedures report on the effectiveness of an entity's internal control over compliance in which the procedures and findings are enumerated rather than referenced.

Independent Accountant's Report on Applying Agreed-Upon Procedures

We have performed the procedures enumerated below, which were agreed to by *[list specified parties]*, solely to assist the specified parties in evaluating the effectiveness of *[name of entity]*'s internal control over compliance with *[list specified requirements]* as of *[date]*.⁸ Management is responsible for *[name of entity]*'s internal control over compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

⁸ If the agreed-upon procedures have been published by a third-party user (for example, a regulator in regulatory policies or a lender in a debt agreement), this sentence might begin, "We have performed the procedures included in *[title of publication or other document]* and enumerated below, which were agreed to by *[list specified parties]*, solely to assist the specified parties in evaluating the effectiveness of *[name of entity]*'s internal control over compliance...."

[Include paragraphs to enumerate procedures and findings.]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of *[list or refer to specified parties]* and is not intended to be and should not be used by anyone other than these specified parties.

[Signature]

[Date]

.28 In some agreed-upon procedures engagements, procedures may relate to both compliance with specified requirements and the effectiveness of internal control over compliance. In these engagements, the practitioner may issue one report that addresses both. For example, the first sentence of the introductory paragraph would state the following.

We have performed the procedures enumerated below, which were agreed to by *[list users of report]*, solely to assist the users in evaluating *[name of entity]*'s compliance with *[list specified requirements]* during the *[period]* ended *[date]* and the effectiveness of *[name of entity]*'s internal control over compliance with the aforementioned compliance requirements as of *[date]*.

.29 The date of completion of the agreed-upon procedures should be used as the date of the practitioner's report.

Examination Engagement

.30 The objective of the practitioner's examination procedures applied to an entity's compliance with specified requirements is to express an opinion on an entity's compliance (or assertion related thereto), based on the specified criteria. To express such an opinion, the practitioner accumulates sufficient evidence about the entity's compliance with specified requirements, thereby restricting attestation risk to an appropriately low level.

Attestation Risk

.31 In an engagement to examine compliance with specified requirements, the practitioner seeks to obtain reasonable assurance that the entity complied, in all material respects, based on the specified criteria. This includes designing the examination to detect both intentional and unintentional material noncompliance. Absolute assurance is not attainable because of factors such as the need for judgment, the use of sampling, and the inherent limitations of internal control over compliance and because much of the evidence available to the practitioner is persuasive rather than conclusive in nature. Also, procedures that are effective for detecting noncompliance that is unintentional may be ineffective for detecting noncompliance that is intentional and concealed through collusion between personnel of the entity and a third party or among management or employees of the entity. Therefore, the subsequent discovery that material noncompliance exists does not, in and of itself, evidence inadequate planning, performance, or judgment on the part of the practitioner.

.32 Attestation risk is the risk that the practitioner may unknowingly fail to modify appropriately his or her opinion. It is composed of inherent risk, control risk, and detection risk. For purposes of a compliance examination, these components are defined as follows:

- a. *Inherent risk*—The risk that material noncompliance with specified requirements could occur, assuming there are no related controls
- b. *Control risk*—The risk that material noncompliance that could occur will not be prevented or detected on a timely basis by the entity's controls
- c. *Detection risk*—The risk that the practitioner's procedures will lead him or her to conclude that material noncompliance does not exist when, in fact, such noncompliance does exist

Inherent Risk

.33 In assessing inherent risk, the practitioner should consider factors affecting risk similar to those an auditor would consider when planning an audit of financial statements. Such factors are discussed in AU section 316, *Consideration of Fraud in a Financial Statement Audit*, paragraphs .16 through .19. In addition, the practitioner should consider factors relevant to compliance engagements, such as the following:

- The complexity of the specified compliance requirements
- The length of time the entity has been subject to the specified compliance requirements
- Prior experience with the entity's compliance
- The potential impact of noncompliance

Control Risk

.34 The practitioner should assess control risk as discussed in paragraphs .45 and .46. Assessing control risk contributes to the practitioner's evaluation of the risk that material noncompliance exists. The process of assessing control risk (together with assessing inherent risk) provides evidential matter about the risk that such noncompliance may exist. The practitioner uses this evidential matter as part of the reasonable basis for his or her opinion.

Detection Risk

.35 In determining an acceptable level of detection risk, the practitioner assesses inherent risk and control risk and considers the extent to which he or she seeks to restrict attestation risk. As assessed inherent risk or control risk decreases, the acceptable level of detection risk increases. Accordingly, the practitioner may alter the nature, timing, and extent of compliance tests performed based on the assessments of inherent risk and control risk.

Materiality

.36 In an examination of an entity's compliance with specified requirements, the practitioner's consideration of materiality differs from that of an audit of financial statements in accordance with GAAS. In an examination of an entity's compliance with specified requirements, the practitioner's consideration of materiality is affected by (a) the nature of the compliance requirements, which may or may not be quantifiable in monetary terms, (b) the nature

and frequency of noncompliance identified with appropriate consideration of sampling risk, and (c) qualitative considerations, including the needs and expectations of the report's users.

.37 In a number of situations, the terms of the engagement may provide for a supplemental report of all or certain noncompliance discovered. Such terms should not change the practitioner's judgments about materiality in planning and performing the engagement or in forming an opinion on an entity's compliance with specified requirements or on the responsible party's assertion about such compliance.

Performing an Examination Engagement

.38 The practitioner should exercise (a) due care in planning, performing, and evaluating the results of his or her examination procedures and (b) the proper degree of professional skepticism to achieve reasonable assurance that material noncompliance will be detected.

.39 In an examination of the entity's compliance with specified requirements, the practitioner should—

- a. Obtain an understanding of the specified compliance requirements. (See paragraph .40.)
- b. Plan the engagement. (See paragraphs .41 through .44.)
- c. Consider relevant portions of the entity's internal control over compliance. (See paragraphs .45 through .47.)
- d. Obtain sufficient evidence including testing compliance with specified requirements. (See paragraphs .48 and .49.)
- e. Consider subsequent events. (See paragraphs .50 through .52.)
- f. Form an opinion about whether the entity complied, in all material respects, with specified requirements (or whether the responsible party's assertion about such compliance is fairly stated in all material respects), based on the specified criteria. (See paragraph .53.)

Obtaining an Understanding of the Specified Compliance Requirements

.40 A practitioner should obtain an understanding of the specified compliance requirements. To obtain such an understanding, a practitioner should consider the following:

- a. Laws, regulations, rules, contracts, and grants that pertain to the specified compliance requirements, including published requirements
- b. Knowledge about the specified compliance requirements obtained through prior engagements and regulatory reports
- c. Knowledge about the specified compliance requirements obtained through discussions with appropriate individuals within the entity (for example, the chief financial officer, internal auditors, legal counsel, compliance officer, or grant or contract administrators)
- d. Knowledge about the specified compliance requirements obtained through discussions with appropriate individuals outside the entity (for example, a regulator or third-party specialist)

Planning the Engagement

General Considerations

.41 Planning an engagement to examine an entity's compliance with specified requirements involves developing an overall strategy for the expected conduct and scope of the engagement. The practitioner should consider the planning matters discussed in section 101.42-.47.

Multiple Components

.42 In an engagement to examine an entity's compliance with specified requirements when the entity has operations in *several components* (for example, locations, branches, subsidiaries, or programs), the practitioner may determine that it is not necessary to test compliance with requirements at every component. In making such a determination and in selecting the components to be tested, the practitioner should consider factors such as the following:

- a. The degree to which the specified compliance requirements apply at the component level
- b. Judgments about materiality
- c. The degree of centralization of records
- d. The effectiveness of the control environment, particularly management's direct control over the exercise of authority delegated to others and its ability to supervise activities at various locations effectively
- e. The nature and extent of operations conducted at the various components
- f. The similarity of operations over compliance for different components

Using the Work of a Specialist

.43 In some compliance engagements, the nature of the specified compliance requirements may require specialized skill or knowledge in a particular field other than accounting or auditing. In such cases, the practitioner may use the work of a specialist and should follow the relevant performance and reporting guidance in AU section 336, *Using the Work of a Specialist*.

Internal Audit Function

.44 Another factor the practitioner should consider when planning the engagement is whether the entity has an internal audit function and the extent to which internal auditors are involved in monitoring compliance with the specified requirements. A practitioner should consider the guidance in AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, when addressing the competence and objectivity of internal auditors, the nature, timing, and extent of work to be performed, and other related matters.

Consideration of Internal Control Over Compliance

.45 The practitioner should obtain an understanding of relevant portions of internal control over compliance sufficient to plan the engagement and to assess control risk for compliance with specified requirements. In planning the

examination, such knowledge should be used to identify types of potential noncompliance, to consider factors that affect the risk of material noncompliance, and to design appropriate tests of compliance.

.46 A practitioner generally obtains an understanding of the design of specific controls by performing the following:

- a. Inquiries of appropriate management, supervisory, and staff personnel
- b. Inspection of the entity's documents
- c. Observation of the entity's activities and operations

The nature and extent of procedures a practitioner performs vary from entity to entity and are influenced by factors such as the following:

- The newness and complexity of the specified requirements
- The practitioner's knowledge of internal control over compliance obtained in previous professional engagements
- The nature of the specified compliance requirements
- An understanding of the industry in which the entity operates
- Judgments about materiality

When seeking to assess control risk below the maximum, the practitioner should perform tests of controls to obtain evidence to support the assessed level of control risk.

.47 During the course of an examination engagement, the practitioner may become aware of significant deficiencies in the design or operation of internal control over compliance that could adversely affect the entity's ability to comply with specified requirements. A practitioner's responsibility to communicate these deficiencies in an examination of an entity's compliance with specified requirements is similar to the auditor's responsibility described in AU section 325, *Communication of Internal Control Related Matters Noted in an Audit*. If, in a multiple-party arrangement, the practitioner's client is not the responsible party, the practitioner has no responsibility to communicate reportable conditions to the responsible party. For example, if the practitioner is engaged by his or her client to examine the compliance of another entity, the practitioner has no obligation to communicate any reportable conditions that he or she becomes aware of to the other entity. However, the practitioner is not precluded from making such a communication.

Obtaining Sufficient Evidence

.48 The practitioner should apply procedures to provide reasonable assurance of detecting material noncompliance. Determining these procedures and evaluating the sufficiency of the evidence obtained are matters of professional judgment. When exercising such judgment, practitioners should consider the guidance contained in section 101.51-.54 and AU section 350, *Audit Sampling*.

.49 For engagements involving compliance with regulatory requirements, the practitioner's procedures should include reviewing reports of significant examinations and related communications between regulatory agencies and the entity and, when appropriate, making inquiries of the regulatory agencies, including inquiries about examinations in progress.

Consideration of Subsequent Events

.50 The practitioner's consideration of subsequent events in an examination of an entity's compliance with specified requirements is similar to the auditor's consideration of subsequent events in a financial statement audit, as outlined in AU section 560, *Subsequent Events*. The practitioner should consider information about such events that comes to his or her attention after the end of the period addressed by the practitioner's report and prior to the issuance of his or her report.

.51 Two types of subsequent events require consideration by the responsible party and evaluation by the practitioner. The first consists of events that provide additional information about the entity's compliance during the period addressed by the practitioner's report and may affect the practitioner's report. For the period from the end of the reporting period (or point in time) to the date of the practitioner's report, the practitioner should perform procedures to identify such events that provide additional information about compliance during the reporting period. Such procedures should include but may not be limited to inquiring about and considering the following information:

- Relevant internal auditors' reports issued during the subsequent period
- Other practitioners' reports identifying noncompliance, issued during the subsequent period
- Regulatory agencies' reports on the entity's noncompliance, issued during the subsequent period
- Information about the entity's noncompliance, obtained through other professional engagements for that entity

.52 The second type consists of noncompliance that occurs subsequent to the period being reported on but before the date of the practitioner's report. The practitioner has no responsibility to detect such noncompliance. However, should the practitioner become aware of such noncompliance, it may be of such a nature and significance that disclosure of it is required to keep users from being misled. In such cases, the practitioner should include in his or her report an explanatory paragraph describing the nature of the noncompliance.

Forming an Opinion

.53 In evaluating whether the entity has complied in all material respects (or whether the responsible party's assertion about such compliance is stated fairly in all material respects), the practitioner should consider (a) the nature and frequency of the noncompliance identified and (b) whether such noncompliance is material relative to the nature of the compliance requirements, as discussed in paragraph .36.

Reporting

.54 The practitioner may examine and report directly on an entity's compliance (see paragraphs .55 and .56) or he or she may examine and report on the responsible party's written assertion (see paragraphs .57, .58, and .61), except as described in paragraph .64.

.55 The practitioner's examination report on compliance, which is ordinarily addressed to the entity, should include the following:

- a. A title that includes the word *independent*
- b. Identification of the specified compliance requirements, including the period covered, and of the responsible party⁹
- c. A statement that compliance with the specified requirements is the responsibility of the entity's management
- d. A statement that the practitioner's responsibility is to express an opinion on the entity's compliance with those requirements based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the entity's compliance with those requirements and performing such other procedures as the practitioner considered necessary in the circumstances
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. A statement that the examination does not provide a legal determination on the entity's compliance
- h. The practitioner's opinion on whether the entity complied, in all material respects, with specified requirements based on the specified criteria¹⁰ (See paragraph .64 for reporting on material noncompliance.)
- i. A statement restricting the use of the report to the specified parties (see the fourth reporting standard)¹¹ under the following circumstances (See also paragraph .13.):
 - When the criteria used to evaluate compliance are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria.
 - When the criteria used to evaluate compliance are available only to the specified parties
- j. The manual or printed signature of the practitioner's firm
- k. The date of the examination report

.56 The following is the form of report a practitioner should use when he or she is expressing an opinion on an entity's compliance with specified requirements during a period of time.

⁹ A practitioner also may be engaged to report on an entity's compliance with specified requirements as of point in time. In this case, the illustrative reports in this section should be adapted as appropriate.

¹⁰ Frequently, criteria will be contained in the compliance requirements, in which case it is not necessary to repeat the criteria in the practitioner's report; however, if the criteria are not included in the compliance requirement, the practitioner's report should identify the criteria. For example, if a compliance requirement is to "maintain \$25,000 in capital," it would not be necessary to identify the \$25,000 in the report; however, if the requirement is to "maintain adequate capital," the practitioner should identify the criteria used to define *adequate*.

¹¹ In certain situations, however, criteria that have been specified by management and other report users may be suitable for general use.

Independent Accountant's Report*[Introductory paragraph]*

We have examined [*name of entity*]'s compliance with [*list specified compliance requirements*] during the [*period*] ended [*date*]. Management is responsible for [*name of entity*]'s compliance with those requirements. Our responsibility is to express an opinion on [*name of entity*]'s compliance based on our examination.

[Scope paragraph]

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about [*name of entity*]'s compliance with those requirements and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on [*name of entity*]'s compliance with specified requirements.

[Opinion paragraph]

In our opinion, [*name of entity*] complied, in all material respects, with the aforementioned requirements for the year ended December 31, 20XX.¹²

[Signature]

[Date]

.57 The practitioner's examination report on an entity's assertion about compliance with specified requirements, which is ordinarily addressed to the entity, should include the following:

- a. A title that includes the word *independent*
- b. Identification of the responsible party's assertion about the entity's compliance with specified requirements, including the period covered by the responsible party's assertion, and of the responsible party (When the responsible party's assertion does not accompany the practitioner's report, the first paragraph of the report should also contain a statement of the responsible party's assertion.)¹³
- c. A statement that compliance with the requirements is the responsibility of the entity's management
- d. A statement that the practitioner's responsibility is to express an opinion on the responsible party's assertion on the entity's compliance with those requirements based on his or her examination
- e. A statement that the examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence about the entity's compliance with those requirements and performing such other procedures as the practitioner considered necessary in the circumstances

¹² If it is necessary to identify criteria (see footnote 10), the criteria should be identified in the opinion paragraph (for example, "...in all material respects, based on the criteria set forth in Attachment 1").

¹³ A practitioner also may be engaged to report on the responsible party's assertion about an entity's compliance with specified requirements as of a point in time. In this case, the illustrative reports in this section should be adapted as appropriate.

- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion
- g. A statement that the examination does not provide a legal determination on the entity's compliance
- h. The practitioner's opinion on whether the responsible party's assertion about compliance with specified requirements is fairly stated in all material respects based on the specified criteria¹⁴ (See paragraph .64 for reporting on material noncompliance.)
- i. A statement restricting the use of the report to the specified parties (see the fourth reporting standard)^{15, 16} under the following circumstances:
 - When the criteria used to evaluate compliance are determined by the practitioner to be appropriate only for a limited number of parties who either participated in their establishment or can be presumed to have an adequate understanding of the criteria
 - When the criteria used to evaluate compliance are available only to the specified parties
- j. The manual or printed signature of the practitioner's firm
- k. The date of the examination report

.58 The following is the form of report that a practitioner should use when expressing an opinion on management's assertion about compliance with specified requirements.

Independent Accountant's Report

[Introductory paragraph]

We have examined management's assertion, included in the accompanying *[title of management report]*, that *[name of entity]* complied with *[list specified compliance requirements]* during the *[period]* ended *[date]*.^{17, 18} Management is responsible for *[name of entity]*'s compliance with those requirements. Our responsibility is to express an opinion on management's assertion about *[name of entity]*'s compliance based on our examination.

[Standard scope paragraph]

[Opinion paragraph]

¹⁴ Frequently, criteria will be contained in the compliance requirements, in which case it is not necessary to repeat the criteria in the practitioner's report; however, if the criteria are not included in the compliance requirement, the practitioner's report should identify the criteria. For example, if a compliance requirement is to "maintain \$25,000 in capital," it would not be necessary to identify the \$25,000 in the report; however, if the requirement is to "maintain adequate capital," the practitioner should identify the criteria used to define *adequate*.

¹⁵ Although a practitioner's report may be appropriate for general use, the practitioner is not precluded from restricting the use of the report.

¹⁶ In certain situations, however, criteria that have been specified by management and other report users may be suitable for general use.

¹⁷ The practitioner should identify the management report examined by reference to the report title used by management in its report. Further, he or she should use the same description of compliance requirements as management uses in its report.

¹⁸ If management's assertion is stated in the practitioner's report and does not accompany the practitioner's report, the phrase "included in the accompanying *[title of management report]*" would be omitted.

In our opinion, management's assertion that [*name of entity*] complied with the aforementioned requirements during the [*period*] ended [*date*] is fairly stated, in all material respects.¹⁹

[*Signature*]

[*Date*]

.59 Evaluating compliance with certain requirements may require interpretation of the laws, regulations, rules, contracts, or grants that establish those requirements. In such situations, the practitioner should consider whether he or she is provided with the suitable criteria required to evaluate compliance under the third general attestation standard. If these interpretations are significant, the practitioner may include a paragraph stating the description and the source of interpretations made by the entity's management. The following is an example of such a paragraph, which should directly follow the scope paragraph:

We have been informed that, under [*name of entity*]'s interpretation of [*identify the compliance requirement*], [*explain the source and nature of the relevant interpretation*].

.60 The date of completion of the examination procedures should be used as the date of the practitioner's report.

.61 Nothing precludes the practitioner from examining an assertion but opining directly on compliance.

.62 Section 101.78–.83 provide guidance on restricting the use of an attest report. Nothing in this section precludes the practitioner from restricting the use of the report. For example, if the practitioner is asked by a client to examine another entity's compliance with certain regulations, he or she may want to restrict the use of the report to the client since the practitioner has no control over how the report may be used by the other entity.

Report Modifications

.63 The practitioner should modify the standard report described in paragraphs .55 and .57, if any of the following conditions exist.

- There is material noncompliance with specified requirements (paragraphs .64 through .67).
- There is a restriction on the scope of the engagement.²⁰
- The practitioner decides to refer to the report of another practitioner as the basis, in part, for the practitioner's report.²¹

Material Noncompliance

.64 When an examination of an entity's compliance with specified requirements discloses noncompliance with the applicable requirements that the practitioner believes have a material effect on the entity's compliance, the practitioner should modify the report and, to most effectively communicate with the reader of the report, should state his or her opinion on the entity's specified compliance requirements, not on the responsible party's assertion.

¹⁹ If it is necessary to identify criteria (see footnote 10), the criteria should be identified in the opinion paragraph (for example, "...in all material respects, based on the criteria set forth in Attachment 1").

²⁰ The practitioner should refer to section 101.73 and .74 for guidance on scope restrictions.

²¹ The practitioner should refer to section 501.63 and .64 for guidance on an opinion based in part on the report of another practitioner and adapt such guidance to the standard reports in this section.

.65 The following is the form of report, modified with explanatory language, that a practitioner should use when he or she has concluded that a qualified opinion is appropriate under the circumstances. It has been assumed that the practitioner has determined that the specified compliance requirements are both suitable for general use and available to users as discussed in section 101.23-.33, and, therefore, that a restricted use paragraph is not required.

Independent Accountant's Report

[Introductory paragraph]

We have examined *[name of entity]*'s compliance with *[list specified compliance requirements]* for the *[period]* ended *[date]*. Management is responsible for compliance with those requirements. Our responsibility is to express an opinion on *[name of entity]*'s compliance based on our examination.

[Standard scope paragraph]

[Explanatory paragraph]

Our examination disclosed the following material noncompliance with *[type of compliance requirement]* applicable to *[name of entity]* during the *[period]* ended *[date]*. *[Describe noncompliance.]*

[Opinion paragraph]

In our opinion, except for the material noncompliance described in the third paragraph, *[name of entity]* complied, in all material respects, with the aforementioned requirements for the *[period]* ended *[date]*.

[Signature]

[Date]

.66 The following is the form of report, modified with explanatory language, that a practitioner should use when he or she concludes that an adverse opinion is appropriate in the circumstances. The practitioner has determined that the specified compliance requirements are both suitable for general use and available to users as discussed in section 101.23-.33.

Independent Accountant's Report

[Introductory paragraph]

We have examined *[name of entity]*'s compliance with *[list specified compliance requirements]* for the *[period]* ended *[date]*. Management is responsible for compliance with those requirements. Our responsibility is to express an opinion on *[name of entity]*'s compliance based on our examination.

[Standard scope paragraph]

[Explanatory paragraph]

Our examination disclosed the following material noncompliance with *[type of compliance requirement]* applicable to *[name of entity]* during the *[period]* ended *[date]*. *[Describe noncompliance.]*

[Opinion paragraph]

In our opinion, because of the effect of the noncompliance described in the third paragraph, *[name of entity]* has not complied with the aforementioned requirements for the *[period]* ended *[date]*.

[Signature]

[Date]

.67 If the practitioner's report on his or her examination of the entity's compliance with specified requirements is included in a document that also includes his or her audit report on the entity's financial statements, the following sentence should be included in the paragraph of an examination report that describes material noncompliance.

These conditions were considered in determining the nature, timing, and extent of audit tests applied in our audit of the 20XX financial statements, and this report does not affect our report dated [date of report] on those financial statements.

The practitioner also may include the preceding sentence when the two reports are not included within the same document.

Representation Letter

.68 In an examination engagement or an agreed-upon procedures engagement, the practitioner should obtain written representations from the responsible party—²²

- a. Acknowledging the responsible party's responsibility for complying with the specified requirements.
- b. Acknowledging the responsible party's responsibility for establishing and maintaining effective internal control over compliance.
- c. Stating that the responsible party has performed an evaluation of (1) the entity's compliance with specified requirements or (2) the entity's controls for ensuring compliance and detecting noncompliance with requirements, as applicable.
- d. Stating the responsible party's assertion about the entity's compliance with the specified requirements or about the effectiveness of internal control over compliance, as applicable, based on the stated or established criteria.
- e. Stating that the responsible party has disclosed to the practitioner all known noncompliance.
- f. State that the responsible party has made available all documentation related to compliance with the specified requirements.
- g. Stating the responsible party's interpretation of any compliance requirements that have varying interpretations.
- h. State that the responsible party has disclosed any communications from regulatory agencies, internal auditors, and other practitioners concerning possible noncompliance with the specified requirements, including communications received between the end of the period addressed in the written assertion and the date of the practitioner's report.
- i. Stating that the responsible party has disclosed any known noncompliance occurring subsequent to the period for which, or date as of which, the responsible party selects to make its assertion.

²² AU section 333, *Management Representations*, paragraph .09, provides guidance on the date as of which the representation letter should be signed and who should sign it.

.69 The responsible party's refusal to furnish all appropriate written representations in an examination engagement constitutes a limitation on the scope of the engagement sufficient to preclude an unqualified opinion and is ordinarily sufficient to cause the practitioner to disclaim an opinion or withdraw from the engagement. However, based on the nature of the representations not obtained or the circumstances of the refusal, the practitioner may conclude in an examination engagement that a qualified opinion is appropriate. When the practitioner is performing agreed-upon procedures and the practitioner's client is the responsible party, the responsible party's refusal to furnish all appropriate written representations constitutes a limitation on the scope of the engagement sufficient to cause the practitioner to withdraw. When the practitioner's client is not the responsible party, the practitioner is not required to withdraw but should consider the effects of the responsible party's refusal on his or her report. Further, the practitioner should consider the effects of the responsible party's refusal on his or her ability to rely on other representations of the responsible party.

.70 When the practitioner's client is not the responsible party, the practitioner may also want to obtain written representations from the client. For example, when a practitioner's client has entered into a contract with a third party (responsible party) and the practitioner is engaged to examine the responsible party's compliance with that contract, the practitioner may want to obtain written representations from his or her client as to their knowledge of any noncompliance.

Other Information in a Client-Prepared Document Containing Management's Assertion About the Entity's Compliance With Specified Requirements or the Effectiveness of the Internal Control Over Compliance

.71 An entity may publish various documents that contain information (referred to as *other information*) in addition to the practitioner's attest report on either (a) the entity's compliance with specified requirements or (b) the effectiveness of the entity's internal control over compliance or written assertion thereon. Section 101.91-.94 provide guidance to the practitioner if the other information is contained in either of the following:

- a. Annual reports to holders of securities or beneficial interests, annual reports of organizations for charitable or philanthropic purposes distributed to the public, and annual reports filed with regulatory authorities under the 1934 Act
- b. Other documents to which the practitioner, at the client's request, devotes attention

Effective Date

.72 This section is effective when the subject matter or assertion is as of or for a period ending on or after June 1, 2001. Early application is permitted.

[The next page is 2781.]

AT Section 701

Management's Discussion and Analysis

Source: SSAE No. 10.

Effective when management's discussion and analysis is for a period ending on or after June 1, 2001. Earlier application is permitted.

General

.01 This section sets forth attestation standards and provides guidance to a practitioner concerning the performance of an attest engagement¹ with respect to management's discussion and analysis (MD&A) prepared pursuant to the rules and regulations adopted by the Securities and Exchange Commission (SEC), which are presented in annual reports to shareholders and in other documents.²

Applicability

.02 This section is applicable to the following levels of service when a practitioner is engaged by (a) a public³ entity that prepares MD&A in accordance with the rules and regulations adopted by the SEC (see paragraph .04) or (b) a nonpublic entity that prepares an MD&A presentation and whose management provides a written assertion that the presentation has been prepared using the rules and regulations adopted by the SEC:⁴

- An examination of an MD&A presentation
- A review of an MD&A presentation for an annual period, an interim period, or a combined annual and interim period⁵

¹ Section 101, *Attest Engagements*, paragraph .01, defines an attest engagement as one in which a practitioner "is engaged to issue or does issue an examination, a review, or an agreed-upon procedures report on subject matter, or an assertion about the subject matter (hereafter referred to as the *assertion*), that is the responsibility of another party."

² Because this section provides guidance specific to attest engagements concerning MD&A presentations, a practitioner should not perform a compliance attestation engagement under section 601, *Compliance Attestation*, with respect to an MD&A presentation.

³ For purposes of this section, a public entity is any entity (a) whose securities trade in a public market either on a stock exchange (domestic or foreign) or in the over-the-counter (OTC) market, including securities quoted only locally or regionally, (b) that makes a filing with a regulatory agency in preparation for the sale of any class of its securities in a public market, or (c) a subsidiary, corporate joint venture, or other entity controlled by an entity covered by (a) or (b).

⁴ Such assertion may be made by any of the following:

- (a) Including a statement in the body of the MD&A presentation that it has been prepared using the rules and regulations adopted by the SEC.
- (b) Providing a separate written assertion to accompany the MD&A presentation.
- (c) Providing a written assertion in a representation letter to the practitioner.

⁵ As discussed in paragraph .85k, a review report is not intended to be filed with the SEC as a report under the Securities Act of 1933 (the 1933 Act) or the Securities Exchange Act of 1934 (the 1934 Act) and, accordingly, the review report should contain a statement of restrictions on the use of the report to specified parties if the entity is (a) a public entity or (b) a nonpublic entity that is making or has made an offering of securities and it appears that the securities may subsequently be registered or subject to a filing with the SEC or other regulatory agency.

A practitioner⁶ engaged to examine or review MD&A and report thereon should comply with the general, fieldwork, and reporting standards in section 101, *Attest Engagements*, and the specific standards set forth in this section. A practitioner engaged to perform agreed-upon procedures on MD&A should follow the guidance set forth in section 201, *Agreed-Upon Procedures Engagements*.⁷

.03 This section does not—

- a. Change the auditor's responsibility in an audit of financial statements performed in accordance with generally accepted auditing standards (GAAS).
- b. Apply to situations in which the practitioner is requested to provide management with recommendations to improve the MD&A rather than to provide assurance. A practitioner engaged to provide such nonattest services should refer to CS section 100, *Consulting Services: Definitions and Standards*.
- c. Apply to situations in which the practitioner is engaged to provide attest services with respect to an MD&A presentation that is prepared based on criteria other than the rules and regulations adopted by the SEC. A practitioner engaged to perform an examination or a review based upon such criteria should refer to the guidance in section 101, or to section 201 if engaged to perform an agreed-upon procedures engagement.⁸

.04 The requirements for MD&A have changed periodically since the first requirement was adopted by the SEC in 1974. As of the date of issuance of this SSAE, the rules and regulations for MD&A adopted by the SEC are found in Item 303 of Regulation S-K, as interpreted by Financial Reporting Release (FRR) No. 36, *Management's Discussion and Analysis of Financial Condition and Results of Operations; Certain Investment Company Disclosures* (Chapter 5 of the "Codification of Financial Reporting Policies"); Item 303 of Regulation S-B for small business issuers; and Item 9 of Form 20-F for Foreign Private Issuers.⁹ Item 303 of Regulation S-K, as interpreted by FRR No. 36, Item 303 of Regulation S-B for small business issuers, and Item 9 of Form 20-F for Foreign Private Issuers, provide the relevant rules and regulations adopted by

⁶ In this section, the terms *practitioner* or *accountant* generally refer to a person engaged to perform an attest service on MD&A. The term *accountant* may also refer to a person engaged to review financial statements. The term *auditor* refers to a person engaged to audit financial statements. As this section includes certain requirements for the practitioner to have audited or performed a Statement on Auditing Standards (SAS) No. 71 review of financial statements (AU section 722, *Interim Financial Information*), the terms *auditor*, *practitioner*, or *accountant* may refer, in this section, to the same person.

⁷ Practitioners should follow guidance in AU section 634, *Letters for Underwriters and Certain Other Requesting Parties*, when requested to perform agreed-upon procedures on MD&A and report thereon in a letter for an underwriter.

⁸ The guidance in this section may be helpful when performing an engagement to provide attest services with respect to an MD&A presentation that is based on criteria other than the rules and regulations adopted by the SEC. Such other criteria would have to be suitable and available as discussed in section 101.23–.33.

⁹ The SEC staff from time to time issues guidance related to the SEC's adopted requirements; for example, Staff Accounting Bulletins (SABs), Staff Legal Bulletins, and speeches. Although such guidance may provide additional information with respect to the adopted requirements for MD&A, the practitioner should not be expected to attest to assertions on compliance with such guidance. The practitioner may find it helpful to also familiarize himself or herself with material contained on the SEC's Web site <http://www.sec.gov/> that provides further information with respect to the SEC's views concerning MD&A disclosures.

the SEC that meet the definition of suitable criteria in section 101.23–32. The practitioner should consider whether the SEC has adopted additional rules and regulations with respect to MD&A subsequent to the issuance of this section.

Conditions for Engagement Performance

Examination

.05 The practitioner's objective in an engagement to examine MD&A is to express an opinion on the MD&A presentation taken as a whole by reporting whether—

- a. The presentation includes, in all material respects, the required elements of the rules and regulations adopted by the SEC.¹⁰
- b. The historical financial amounts have been accurately derived, in all material respects, from the entity's financial statements.¹¹
- c. The underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained therein.¹²

.06 A practitioner may accept an engagement to examine MD&A of a public or nonpublic entity, provided the practitioner audits, in accordance with GAAS,¹³ the financial statements for at least the latest period to which the MD&A presentation relates and the financial statements for the other periods covered by the MD&A presentation have been audited by the practitioner or a predecessor auditor. A base knowledge of the entity and its operations gained through an audit of the historical financial statements and knowledge about the industry and the environment is necessary to provide the practitioner with sufficient knowledge to properly evaluate the results of the procedures performed in connection with the examination.

.07 If a predecessor auditor has audited the financial statements for a prior period covered by the MD&A presentation, the practitioner (the successor auditor) should also consider whether, under the particular circumstances, he or she can acquire sufficient knowledge of the business and of the entity's accounting and financial reporting practices for such period so that he or she would be able to—

- a. Identify types of potential material misstatements in MD&A and consider the likelihood of their occurrence.

¹⁰ The required elements as of the date of issuance of this SSAE include a discussion of the entity's financial condition, changes in financial condition, and results of operations, including a discussion of liquidity and capital resources.

¹¹ Whether historical financial amounts are accurately derived from the financial statements includes both amounts that are derived from the face of the financial statements (which includes the notes to the financial statements) and financial statement schedules and those that are derived from underlying records supporting elements, accounts, or items included in the financial statements.

¹² Whether the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained therein requires consideration of management's interpretation of the disclosure criteria for MD&A, management's determinations as to the relevancy of information to be included, and estimates and assumptions made by management that affect reported information.

¹³ Restrictions on the scope of the audit of the financial statements will not necessarily preclude the practitioner from accepting an engagement to examine MD&A. Note that the SEC will generally not accept an auditor's report that is modified for a scope limitation. The practitioner should consider the nature and magnitude of the scope limitation and the form of the auditor's report in assessing whether an examination of MD&A could be performed.

- b. Perform the procedures that will provide the practitioner with a basis for expressing an opinion as to whether the MD&A presentation includes, in all material respects, the required elements of the rules and regulations adopted by the SEC.
- c. Perform the procedures that will provide the practitioner with a basis for expressing an opinion on the MD&A presentation with respect to whether the historical financial amounts have been accurately derived, in all material respects, from the entity's financial statements for such period.
- d. Perform the procedures that will provide the practitioner with a basis for expressing an opinion as to whether the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained therein.

Refer to paragraphs .99 through .101 for guidance regarding the review of the predecessor auditor's working papers.

Review

.08 The objective of a review of MD&A is to report whether any information came to the practitioner's attention to cause him or her to believe that—

- a. The MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC.
- b. The historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements.
- c. The underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein.

A review consists principally of applying analytical procedures and making inquiries of persons responsible for financial, accounting, and operational matters. A review ordinarily does not contemplate (a) tests of accounting records through inspection, observation, or confirmation, (b) obtaining corroborating evidential matter in response to inquiries, or (c) the application of certain other procedures ordinarily performed during an examination of MD&A. A review may bring to the practitioner's attention significant matters affecting the MD&A, but it does not provide assurance that the practitioner will become aware of all significant matters that would be disclosed in an examination.

.09 A practitioner may accept an engagement to review the MD&A presentation of a public entity for an annual period provided the practitioner has audited, in accordance with GAAS, the financial statements for at least the latest annual period to which the MD&A presentation relates and the financial statements for the other periods covered by the MD&A presentation have been audited by the practitioner or a predecessor auditor.¹⁴ A base knowledge of the entity and its operations gained through an audit of the historical financial

¹⁴ As discussed in paragraph .85k, a review report is not intended to be filed with the SEC as a report under the 1933 Act or the 1934 Act and, accordingly, the review report should contain a statement of restrictions on the use of the report to specified parties if the entity is (a) a public entity or (b) a nonpublic entity that is making or has made an offering of securities and it appears that the securities may subsequently be registered or subject to a filing with the SEC or other regulatory agency.

statements and knowledge about the industry and the environment is necessary to provide the practitioner with sufficient knowledge to properly evaluate the results of the procedures performed in connection with the review.

.10 If a predecessor auditor has audited the financial statements for a prior period covered by the MD&A presentation, the practitioner should also consider whether, under the particular circumstances, he or she can acquire sufficient knowledge of the business and of the entity's accounting and financial reporting practices for such period so he or she would be able to—

- a. Identify types of potential material misstatements in the MD&A and consider the likelihood of their occurrence.
- b. Perform the procedures that will provide the practitioner with a basis for reporting whether any information has come to the practitioner's attention to cause him or her to believe any of the following.
 - (1) The MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC.
 - (2) The historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements for such period.
 - (3) The underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein.

.11 A practitioner may accept an engagement to review the MD&A presentation of a public entity for an interim period provided that both of the following conditions are met.

- a. The practitioner performs either (1) a review of the historical financial statements for the related comparative interim periods and issues a review report thereon in accordance with AU section 722, *Interim Financial Information*, or (2) an audit of the interim financial statements.
- b. The MD&A presentation for the most recent fiscal year has been or will be examined or reviewed by either the practitioner or a predecessor auditor.

.12 If a predecessor auditor examined or reviewed the MD&A presentation of a public entity for the most recent fiscal year, the practitioner should not accept an engagement to review the MD&A presentation for an interim period unless he or she can acquire sufficient knowledge of the business and of the entity's accounting and financial reporting practices for the interim period to perform the procedures described in paragraph .10.

.13 If a nonpublic entity chooses to prepare MD&A, the practitioner should not accept an engagement to perform a review of such MD&A for an annual period under this section unless both of the following conditions are met.

- a. The annual financial statements for the periods covered by the MD&A presentation have been or will be audited and the practitioner has audited or will audit the most recent year (refer to paragraph .07 if the financial statements for prior years were audited by a predecessor auditor).

- b. Management will provide a written assertion that the presentation has been prepared using the rules and regulations adopted by the SEC as the criteria. (See paragraph .02.)

.14 A practitioner may accept an engagement to review the MD&A presentation of a nonpublic entity for an interim period provided that all of the following conditions are met.

- a. The practitioner performs one of the following:
 - (1) A review of the historical financial statements for the related interim periods under the Statements on Standards for Accounting and Review Services (SSARs) and issues a review report thereon
 - (2) A review of the condensed interim financial information for the related interim periods under AU section 722 and issues a review report thereon, and such interim financial information is accompanied by complete annual financial statements for the most recent fiscal year that have been audited
 - (3) An audit of the interim financial statements
- b. The MD&A presentation for the most recent fiscal year has been or will be examined or reviewed.
- c. Management will provide a written assertion stating that the presentation has been prepared using the rules and regulations adopted by the SEC as the criteria. (See paragraph .02.)

Engagement Acceptance Considerations

.15 In determining whether to accept an engagement, the practitioner should consider whether management (and others engaged by management to assist them, such as legal counsel) has the appropriate knowledge of the rules and regulations adopted by the SEC to prepare MD&A.

Responsibilities of Management

.16 Management is responsible for the preparation of the entity's MD&A pursuant to the rules and regulations adopted by the SEC. The preparation of MD&A in conformity with the rules and regulations adopted by the SEC requires management to interpret the criteria, accurately derive the historical amounts from the entity's books and records, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information.

.17 An entity should not name the practitioner in a client-prepared document as having examined or reviewed MD&A unless the MD&A presentation and related practitioner's report and the related financial statements and auditor's (or accountant's review) report are included in the document (or, in the case of a public entity, incorporated by reference to such information filed with a regulatory agency). If such a statement is made in a document that does not include (or incorporate by reference) such information, the practitioner should request that neither his or her name nor reference to the practitioner be made with respect to the MD&A information, or that such document be revised to include the required presentations and reports. If the client does not

comply, the practitioner should advise the client that he or she does not consent to either the use of his or her name or the reference to the practitioner, and he or she should consider what other actions might be appropriate.¹⁵

Obtaining an Understanding of the SEC Rules and Regulations and Management's Methodology for the Preparation of MD&A

.18 The practitioner should obtain an understanding of the rules and regulations adopted by the SEC for MD&A. (Refer to paragraph .04.)

.19 The practitioner should inquire of management regarding the method of preparing MD&A, including matters such as the sources of the information, how the information is gathered, how management evaluates the types of factors having a material effect on financial condition (including liquidity and capital resources), results of operations, and cash flows, and whether there have been any changes in the procedures from the prior year.

Timing of Procedures

.20 Proper planning by the practitioner contributes to the effectiveness of the attest procedures in an examination or a review of MD&A. Performing some of the work in conjunction with the audit of the historical financial statements or the review of interim financial statements may permit the work to be carried out in a more efficient manner and to be completed at an earlier date. When performing an examination or a review of MD&A, the practitioner may consider the results of tests of controls, analytical procedures,¹⁶ and substantive tests performed in a financial statement audit or analytical procedures and inquiries made in a review of financial statements or interim financial information.

Materiality

.21 The practitioner should consider the concept of materiality in planning and performing the engagement. The objective of an examination or a review is to report on the MD&A presentation taken as a whole and not on the individual amounts and disclosures contained therein. In the context of an MD&A presentation, the concept of materiality encompasses both material omissions (for example, the omission of trends, events, and uncertainties that are currently known to management that are reasonably likely to have material effects on the entity's financial condition, results of operations, liquidity, or capital resources) and material misstatements in MD&A, both of which are referred to herein as a misstatement. Assessing the significance of a misstatement of some items in MD&A may be more dependent upon qualitative than

¹⁵ In considering what other actions, if any, may be appropriate in these circumstances, the practitioner may wish to consult his or her legal counsel.

¹⁶ AU section 329, *Analytical Procedures*, defines analytical procedures as "evaluations of financial information made by a study of plausible relationships among both financial and nonfinancial data. Analytical procedures range from simple comparisons to the use of complex models involving many relationships and elements of data." In applying analytical procedures to MD&A, the practitioner develops expectations of matters that would be discussed in MD&A by identifying and using plausible relationships that are reasonably expected to exist based on the practitioner's understanding of the client and of the industry in which the client operates, and the knowledge of relationships among the various financial elements gained through the audit of financial statements or review of interim financial information. Refer to AU section 329 for further discussion of analytical procedures.

quantitative considerations. Qualitative aspects of materiality relate to the relevance and reliability of the information presented (for example, qualitative aspects of materiality are considered in assessing whether the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures in the MD&A). Furthermore, quantitative information is often more meaningful when accompanied by qualitative disclosures. For example, quantitative information about market risk-sensitive instruments is more meaningful when accompanied by qualitative information about an entity's market risk exposures and how those exposures are managed. Materiality is also a concept that is judged in light of the expected range of reasonableness of the information; therefore, users should not expect prospective information (information about events that have not yet occurred) to be as precise as historical information.

.22 In expressing an opinion, or providing the limited assurance of a review engagement, on the presentation, the practitioner should consider the omission or misstatement of an individual assertion (see paragraph .34) to be material if the magnitude of the omission or misstatement—individually or when aggregated with other omissions or misstatements—is such that a reasonable person using the MD&A presentation would be influenced by the inclusion or correction of the individual assertion. The relative rather than absolute size of an omission or misstatement may determine whether it is material in a given situation.

Inclusion of Pro Forma Financial Information

.23 Management may include pro forma financial information with respect to a business combination or other transactions in MD&A. The practitioner should consider the guidance in section 401, *Reporting on Pro Forma Financial Information*, paragraph .10, when performing procedures with respect to such information, even if management indicates in MD&A that certain information has been derived from unaudited financial statements. For example, in an examination of MD&A, the practitioner's procedures would ordinarily include obtaining an understanding of the underlying transaction or event, discussing with management their assumptions, obtaining sufficient evidence in support of the adjustments, and other procedures for the purpose of expressing an opinion on the MD&A presentation taken as a whole and not for expressing an opinion on (or providing the limited assurance of a review of) the pro forma financial information included therein under section 401.

Inclusion of External Information

.24 An entity may also include in its MD&A information external to the entity, such as the rating of its debt by certain rating agencies or comparisons with statistics from a trade association. Such external information should also be subjected to the practitioner's examination or review procedures. For example, in an examination, the practitioner might compare information concerning the statistics of a trade organization to a published source; however, the practitioner would not be expected to test the underlying support for the trade association's calculation of such statistics.

Inclusion of Forward-Looking Information

.25 An entity may include certain forward-looking disclosures in the MD&A presentation, including cautionary language concerning the achievability of the matters disclosed. Although any forward-looking disclosures that are

included in the MD&A presentation should be subjected to the practitioner's examination or review, such information is subjected to testing only for the purpose of expressing an opinion that the underlying information, determinations, estimates, and assumptions provide a reasonable basis for the disclosures contained therein or providing the limited assurance of a review on the MD&A presentation taken as a whole. The practitioner may consider the guidance in section 301, *Financial Forecasts and Projections*, when performing procedures with respect to forward-looking information. The practitioner may also consider whether meaningful cautionary language has been included with the forward-looking information.

.26 Section 27A of the Securities Act of 1933 (the 1933 Act) and Section 21E of the Securities Exchange Act of 1934 (the 1934 Act) provide a safe harbor from liability in private litigation with respect to forward-looking statements that include or make reference to meaningful cautionary language. However, such sections also include exclusions from safe harbor protection in certain situations. Whether an entity's forward-looking statements and the practitioner's report thereon qualify for safe harbor protection is a legal matter.

Inclusion of Voluntary Information

.27 An entity may voluntarily include other information in the MD&A presentation that is not required by the rules and regulations adopted by the SEC for MD&A. When the entity includes in MD&A additional information required by other rules and regulations of the SEC (for example, Item 305 of Regulation S-K, *Quantitative and Qualitative Disclosures About Market Risk*), the practitioner should also consider such other rules and regulations in subjecting such information to his or her examination or review procedures.¹⁷

Examination Engagement

.28 To express an opinion about whether (a) the presentation includes, in all material respects, the required elements of the rules and regulations adopted by the SEC, (b) the historical financial amounts have been accurately derived, in all material respects, from the entity's financial statements, and (c) the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained therein, the practitioner seeks to obtain reasonable assurance by accumulating sufficient evidence in support of the disclosures and assumptions, thereby restricting attestation risk to an appropriately low level.

Attestation Risk

.29 In an engagement to examine MD&A, the practitioner plans and performs the examination to obtain reasonable assurance of detecting both intentional and unintentional misstatements that are material to the MD&A presentation taken as a whole. Absolute assurance is not attainable because of factors such as the need for judgment regarding the areas to be tested and the nature, timing, and extent of tests to be performed; the concept of selective testing of the data; and the inherent limitations of the controls applicable to the preparation of MD&A. The practitioner exercises professional judgment in

¹⁷ To the extent that the voluntary information includes forward-looking information, refer to paragraphs .25 and .26.

assessing the significant determinations made by management as to the relevancy of information to be included, and the estimates and assumptions that affect reported information. As a result of these factors, in the great majority of cases, the practitioner has to rely on evidence that is persuasive rather than convincing. Also, procedures may be ineffective for detecting an intentional misstatement that is concealed through collusion among client personnel and third parties or among management or employees of the client. Therefore, the subsequent discovery that a material misstatement exists in the MD&A does not, in and of itself, evidence (a) failure to obtain reasonable assurance; (b) inadequate planning, performance, or judgment on the part of the practitioner; (c) the absence of due professional care; or (d) a failure to comply with this section.

.30 Factors to be considered by the practitioner in planning an examination of MD&A include (a) the anticipated level of attestation risk related to assertions embodied in the MD&A presentation, (b) preliminary judgments about materiality for attest purposes, (c) the items within the MD&A presentation that are likely to require revision or adjustment, and (d) conditions that may require extension or modification of attest procedures. For purposes of an engagement to examine MD&A, the components of attestation risk are defined as follows.

- a. *Inherent risk* is the susceptibility of an assertion within MD&A to a material misstatement, assuming that there are no related controls. (See paragraphs .34 through .38.)
- b. *Control risk* is the risk that a material misstatement that could occur in an assertion within MD&A will not be prevented or detected on a timely basis by the entity's controls; some control risk will always exist because of the inherent limitations of any internal control.
- c. *Detection risk* is the risk that the practitioner will not detect a material misstatement that exists in an assertion within MD&A.

Inherent Risk

.31 The level of inherent risk varies with the nature of the assertion. For example, the inherent risk concerning financial information included in the MD&A presentation may be low, whereas the inherent risk concerning the completeness of the disclosure of the entity's risks or liquidity may be high.

Control Risk

.32 The practitioner should assess control risk as discussed in paragraphs .53 through .57. Assessing control risk contributes to the practitioner's evaluation of the risk that material misstatement in the MD&A exists. In the process of assessing control risk (together with assessing inherent risk), the practitioner may obtain evidential matter about the risk that such misstatement may exist. The practitioner uses this evidential matter as part of the reasonable basis for his or her opinion on the MD&A presentation taken as a whole.

Detection Risk

.33 In determining an acceptable level of detection risk, the practitioner assesses inherent risk and control risk, and considers the extent to which he or she seeks to restrict attestation risk. As assessed inherent risk or control risk decreases, the acceptable level of detection risk increases. Accordingly, the practitioner may alter the nature, timing, and extent of tests performed based on the assessments of inherent risk and control risk.

Nature of Assertions

.34 Assertions are representations by management that are embodied in the MD&A presentation. They can be either explicit or implicit and can be classified according to the following broad categories:

- a. Occurrence
- b. Consistency with the financial statements
- c. Completeness
- d. Presentation and disclosure

.35 Assertions about occurrence address whether reported transactions or events have occurred during a given period. Assertions about consistency with the financial statements address whether—

- a. Reported transactions, events, and explanations are consistent with the financial statements.
- b. Historical financial amounts have been accurately derived from the financial statements and related records.
- c. Nonfinancial data have been accurately derived from related records.

.36 Assertions about completeness address whether descriptions of transactions and events necessary to obtain an understanding of the entity's financial condition (including liquidity and capital resources), changes in financial condition, results of operations, and material commitments for capital resources are included in MD&A; and whether known events, transactions, conditions, trends, demands, commitments, or uncertainties that will result in or are reasonably likely to result in material changes to these items are appropriately described in the MD&A presentation.

.37 For example, if management asserts that the reason for an increase in revenues is a price increase in the current year, they are explicitly asserting that both an increase in revenues and a price increase have occurred in the current year, and implicitly asserting that any historical financial amounts included are consistent with the financial statements for such period. They are also implicitly asserting that the explanation for the increase in revenues is complete; that there are no other significant reasons for the increase in revenues.

.38 Assertions about presentation and disclosure address whether information included in the MD&A presentation is properly classified, described, and disclosed. For example, management asserts that any forward-looking information included in MD&A is properly classified as being based on management's present assessment and includes an appropriate description of the expected results. To further disclose the nature of such information, management may also include a statement that actual results in the future may differ materially from management's present assessment. (See paragraphs .25 and .26.)

.39 The auditor of the underlying financial statements is responsible for obtaining and evaluating evidential matter concerning the assertions embodied in the account balance or transaction class of the financial statements as discussed in AU section 326, *Evidential Matter*. Although procedures designed to achieve the practitioner's objective of forming an opinion on the MD&A presentation taken as a whole may test certain assertions embodied in the underlying financial statements, the practitioner is not expected to test the underlying financial statement assertions in an examination of MD&A. For

example, the practitioner is not expected to test the completeness of revenues or the existence of inventory when testing the assertions in MD&A concerning an increase in revenues or an increase in inventory levels; assurance related to completeness of revenues or for existence of inventory would be obtained as part of the audit. The practitioner is, however, responsible for testing the completeness of the explanation for the increase in revenues or the increase in inventory levels.

Performing an Examination Engagement

.40 The practitioner should exercise (a) due professional care in planning, performing, and evaluating the results of his or her examination procedures and (b) the proper degree of professional skepticism to obtain reasonable assurance that material misstatements will be detected.

.41 In an examination of MD&A, the practitioner should perform the following.

- a. Obtain an understanding of the rules and regulations adopted by the SEC for MD&A and management's method of preparing MD&A. (See paragraphs .18 and .19.)
- b. Plan the engagement. (See paragraphs .42 through .48.)
- c. Consider relevant portions of the entity's internal control applicable to the preparation of MD&A. (See paragraphs .49 through .58.)
- d. Obtain sufficient evidence, including testing completeness. (See paragraphs .59 through .64.)
- e. Consider the effect of events subsequent to the balance-sheet date. (See paragraphs .65 and .66.)
- f. Obtain written representations from management concerning its responsibility for MD&A, completeness of minutes, events subsequent to the balance-sheet date, and other matters about which the practitioner believes written representations are appropriate. (See paragraphs .110 through .112.)
- g. Form an opinion about whether the MD&A presentation includes, in all material respects, the required elements of the rules and regulations adopted by the SEC, whether the historical financial amounts included therein have been accurately derived, in all material respects, from the entity's financial statements, and whether the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained in the MD&A. (See paragraph .67.)

Planning the Engagement

General Considerations

.42 Planning an engagement to examine MD&A involves developing an overall strategy for the expected scope and performance of the engagement. When developing an overall strategy for the engagement, the practitioner should consider factors such as the following:

- Matters affecting the industry in which the entity operates, such as financial reporting practices, economic conditions, laws and regulations, and technological changes
- Knowledge of the entity's internal control applicable to the preparation of MD&A obtained during the audit of the financial statements and the extent of recent changes, if any
- Matters relating to the entity's business, including its organization, operating characteristics, capital structure, and distribution methods
- The types of relevant information that management reports to external analysts (for example, press releases and presentations to lenders and rating agencies, if any, concerning past and future performance)
- How the entity analyzes actual performance compared to budgets and the types of information provided in documents submitted to the board of directors for purposes of the entity's day-to-day operations and long-range planning
- The extent of management's knowledge of and experience with the rules and regulations adopted by the SEC for MD&A
- If the entity is a nonpublic entity, the intended use of the MD&A presentation
- Preliminary judgments about (a) materiality, (b) inherent risk at the individual assertion level, and (c) factors (for example, matters identified during the audit or review of the historical financial statements) relating to significant deficiencies in internal control applicable to the preparation of MD&A (See paragraph .58.)
- The fraud risk factors or other conditions identified during the audit of the most recent annual financial statements and the practitioner's response to such risk factors
- The type and extent of evidential matter supporting management's assertions and disclosures in the MD&A presentation
- The nature of complex or subjective matters potentially material to the MD&A presentation that may require special skill or knowledge and whether such matters may require using the work of a specialist to obtain sufficient evidential matter (See paragraph .47.)
- The presence of an internal audit function (See paragraph .48.)

.43 In planning an engagement when MD&A has not previously been examined, the practitioner should consider the degree to which the entity has information available for such prior periods and the continuity of the entity's personnel and their ability to respond to inquiries with respect to such periods. In addition, the practitioner should obtain an understanding of the entity's internal control in prior years applicable to the preparation of MD&A.

Consideration of Audit Results

.44 The practitioner should also consider the results of the audits of the financial statements for the periods covered by the MD&A presentation on the examination engagement, such as matters relating to the following:

- The availability and condition of the entity's records
- The nature and magnitude of audit adjustments

- Likely misstatements¹⁸ that were not corrected in the financial statements that may affect MD&A disclosures (for example, misclassifications between financial statement line items)

.45 The practitioner should also consider the possible impact on the scope of the examination engagement of any modification or contemplated modification of the auditor's report, including matters addressed in explanatory language. For example, if the auditor has modified the auditor's report to include a going-concern uncertainty explanatory paragraph, the practitioner would consider such a matter in assessing attestation risk.

Multiple Components

.46 In an engagement to examine MD&A, if the entity has operations in several components (for example, locations, branches, subsidiaries, or programs), the practitioner should determine the components to which procedures should be applied. In making such a determination and in selecting the components to be tested, the practitioner should consider factors such as the following:

- The relative importance of each component to the applicable MD&A disclosure
- The degree of centralization of records
- The effectiveness of controls, particularly those that affect management's direct control over the exercise of authority delegated to others and its ability to supervise activities at various locations effectively
- The nature and extent of operations conducted at the various components
- The similarity of operations and internal control for different components

The practitioner should consider whether the audit base of the components is consistent with the components that are disclosed in MD&A. Accordingly, it may be desirable for the practitioner to coordinate the audit work with the components that will be disclosed.

Using the Work of a Specialist

.47 In some engagements to examine MD&A, the nature of complex or subjective matters potentially material to the MD&A presentation may require specialized skill or knowledge in a particular field other than accounting or auditing. For example, the entity may include information concerning plant production capacity, which would ordinarily be determined by an engineer. In such cases, the practitioner may use the work of a specialist and should consider the relevant guidance in AU section 336, *Using the Work of a Specialist*. AU section 311, *Planning and Supervision*, provides relevant guidance for situations in which a specialist employed by the practitioner's firm participates in the examination.

Internal Audit Function

.48 Another factor the practitioner should consider when planning the engagement is whether the entity has an internal audit function and the extent

¹⁸ Refer to AU section 312, *Audit Risk and Materiality in Conducting an Audit*, paragraphs .34 through .40.

to which internal auditors are involved in directly testing the MD&A presentation, in monitoring the entity's internal control applicable to the preparation of MD&A, or in testing the underlying records supporting disclosures in the MD&A. A practitioner should consider the guidance in AU section 322, *The Auditor's Consideration of the Internal Audit Function in an Audit of Financial Statements*, when addressing the competence and objectivity of internal auditors; the nature, timing, and extent of work to be performed; and other related matters.

Consideration of Internal Control Applicable to the Preparation of MD&A

.49 The practitioner should obtain an understanding of the entity's internal control applicable to the preparation of MD&A sufficient to plan the engagement and to assess control risk. Generally, controls that are relevant to an examination pertain to the entity's objective of preparing MD&A in conformity with the rules and regulations adopted by the SEC, and may include controls within the control environment, risk assessment, control activities, information and communication, and monitoring components.

.50 The controls relating to operations and compliance objectives may be relevant to an examination if they pertain to data the practitioner evaluates or uses in applying examination procedures. For example, controls over the gathering of information, which are different from financial statement controls, and controls relating to nonfinancial data that are included in the MD&A presentation, may be relevant to an examination engagement.

.51 In planning the examination, knowledge of such controls should be used to identify types of potential misstatement (including types of potential material omissions), to consider factors that affect the risk of material misstatement and to design appropriate tests.

.52 A practitioner generally obtains an understanding of the design of the entity's internal control applicable to the preparation of MD&A by making inquiries of appropriate management, supervisory, and staff personnel; by inspection of the entity's documents; and by observation of the entity's relevant activities, including controls over matters discussed, nonfinancial data included, and management evaluation of the reasonableness of information included. The nature and extent of procedures a practitioner performs vary from entity to entity and are influenced by factors such as the entity's complexity, the length of time that the entity has prepared MD&A pursuant to the rules and regulations adopted by the SEC, the practitioner's knowledge of the entity's controls obtained in audits and previous professional engagements, and judgments about materiality.

.53 After obtaining an understanding of the entity's internal control applicable to the preparation of MD&A, the practitioner assesses control risk for the assertions embodied in the MD&A presentation. (Refer to paragraphs .34 through .39.) The practitioner may assess control risk at the maximum level (the greatest probability that a material misstatement that could occur in an assertion will not be prevented or detected on a timely basis by an entity's controls) because the practitioner believes controls are unlikely to pertain to an assertion, are unlikely to be effective, or because evaluating their effectiveness would be inefficient. Alternatively, the practitioner may obtain evidential matter about the effectiveness of both the design and operation of a control that supports a lower assessed level of control risk. Such evidential matter may be

obtained from tests of controls planned and performed concurrently with obtaining the understanding of the internal control or from procedures performed to obtain the understanding that were not specifically planned as tests of controls.

.54 After obtaining the understanding and assessing control risk, the practitioner may desire to seek a further reduction in the assessed level of control risk for certain assertions. In such cases, the practitioner considers whether evidential matter sufficient to support a further reduction is likely to be available and whether performing additional tests of controls to obtain such evidential matter would be efficient.

.55 When seeking to assess control risk below the maximum for controls over financial and nonfinancial data, the practitioner should perform tests of controls to obtain evidence to support the assessed level of control risk. For example, the practitioner may perform tests of controls directed toward the effectiveness of the design or operation of internal control over the accumulation of the number of units sold for a manufacturing company, average interest rates earned and paid for a financial institution, or average net sales per square foot for a retail entity.

.56 The practitioner uses the knowledge provided by the understanding of internal control applicable to the preparation of MD&A and the assessed level of control risk in determining the nature, timing, and extent of substantive tests for the MD&A assertions.

.57 The practitioner should document the understanding of the internal control components obtained to plan the examination and the assessment of control risk. The form and extent of this documentation is influenced by the size and complexity of the entity, as well as the nature of the entity's controls applicable to the preparation of MD&A.

.58 During the course of an engagement to examine MD&A, the practitioner may become aware of significant deficiencies in the design or operation of internal control applicable to the preparation of MD&A that could adversely affect the entity's ability to prepare MD&A in accordance with the rules and regulations adopted by the SEC. The practitioner should consider the implications of such control deficiencies on his or her ability to rely on management's explanations and on comparisons to summary accounting records. A practitioner's responsibility to communicate these control deficiencies in an examination of MD&A is similar to the auditor's responsibility described in AU section 325, *Communication of Internal Control Related Matters Noted in an Audit*, and AU section 380, *Communication With Audit Committees*.

Obtaining Sufficient Evidence

.59 The practitioner should apply procedures to obtain reasonable assurance of detecting material misstatements. In an audit of historical financial statements, the practitioner will have applied audit procedures to some of the information included in the MD&A. However, because the objective of those audit procedures is to have a reasonable basis for expressing an opinion on the financial statements taken as a whole rather than on the MD&A, certain additional examination procedures should be performed as discussed in paragraphs .60 through .64. Determining these procedures and evaluating the sufficiency of the evidence obtained are matters of professional judgment.

- .60** The practitioner ordinarily should apply the following procedures.
- a. Read the MD&A and compare the content for consistency with the audited financial statements; compare financial amounts to the audited financial statements or related accounting records and analyses; recompute the increases, decreases, and percentages disclosed.
 - b. Compare nonfinancial amounts to the audited financial statements, if applicable, or to other records. (Refer to paragraphs .62 through .64.)
 - c. Consider whether the explanations in MD&A are consistent with the information obtained during the audit; investigate further those explanations that cannot be substantiated by information in the audit working papers through inquiry (including inquiry of officers and other executives having responsibility for operational areas) and inspection of client records.
 - d. Examine internally generated documents (for example, variance analyses, sales analyses, wage cost analyses, sales or service pricing sheets, and business plans or programs) and externally generated documents (for example, correspondence, contracts, or loan agreements) in support of the existence, occurrence, or expected occurrence of events, transactions, conditions, trends, demands, commitments, and uncertainties disclosed in the MD&A.
 - e. Obtain available prospective financial information (for example, budgets; sales forecasts; forecasts of labor, overhead, and materials costs; capital expenditure requests; and financial forecasts and projections) and compare such information to forward-looking MD&A disclosures. Inquire of management as to the procedures used to prepare the prospective financial information. Evaluate whether the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the MD&A disclosures of events, transactions, conditions, trends, demands, commitments, or uncertainties.¹⁹
 - f. Consider obtaining available prospective financial information relating to prior periods and comparing actual results with forecasted and projected amounts.
 - g. Make inquiries of officers and other executives having responsibility for operational areas (such as sales, marketing, and production) and financial and accounting matters, as to their plans and expectations for the future that could affect the entity's liquidity and capital resources.
 - h. Consider obtaining external information concerning industry trends, inflation, and changing prices and comparing the related MD&A disclosures to such information.
 - i. Compare the information in MD&A with the rules and regulations adopted by the SEC and consider whether the presentation includes the required elements of such rules and regulations.

¹⁹ Refer to paragraph .26 for a discussion concerning the safe harbor rules for forward-looking statements.

- j.* Read the minutes of meetings to date of the board of directors and other significant committees to identify matters that may affect MD&A; consider whether such matters are appropriately addressed in MD&A.
- k.* Inquire of officers as to the entity's prior experience with the SEC and the extent of comments received upon review of documents by the SEC; read correspondence between the entity and the SEC with respect to such review, if any.
- l.* Obtain public communications (for example, press releases and quarterly reports) and the related supporting documentation dealing with historical and future results; consider whether MD&A is consistent with such communications.
- m.* Consider obtaining other types of publicly available information (for example, analyst reports and news articles); compare the MD&A presentation with such information.

Testing Completeness

.61 The practitioner should design procedures to test the presentation for completeness, including tests of the completeness of explanations that relate to historical disclosures as discussed in paragraphs .36 and .37. The practitioner should also consider whether the MD&A discloses matters that could significantly impact future financial condition and results of operations of the entity by considering information that he or she obtained through the following:

- a.* Audit of the financial statements
- b.* Inquiries of the entity's officers and other executives directed to current events, conditions, economic changes, commitments and uncertainties, within both the entity and its industry
- c.* Other information obtained through procedures such as those listed in paragraphs .60, .65, and .66

As discussed in paragraph .31, the inherent risk concerning the completeness of disclosures may be high; if it is, the practitioner may extend the procedures (for example, by making additional inquiries of management or by examining additional internally generated documents).

Nonfinancial Data

.62 Management may include nonfinancial data (such as units produced; the number of units sold, locations, or customers; plant utilization; or square footage) in the MD&A. The practitioner should consider whether the definitions used by management for such nonfinancial data are reasonable for the particular disclosure in the MD&A and whether there are suitable criteria (for example, industry standards with respect to square footage for retail operations), as discussed in section 101.23-.32.

.63 In some situations, the nonfinancial data or the controls over the nonfinancial data may have been tested by the practitioner in conjunction with the financial statement audit; however, the practitioner's consideration of the nature of the procedures to apply to nonfinancial data in an examination of MD&A is based on the concept of materiality with respect to the MD&A presentation. The practitioner should consider whether industry standards

exist for the nonfinancial data or whether there are different methods of measurement that may be used, and, if such methods could result in significantly different results, whether the method of measurement selected by management is reasonable and consistent between periods covered by the MD&A presentation. For example, the number of customers reported by management could vary depending on whether management defines a customer as a subsidiary or "ship to" location of a company rather than the company itself.

.64 In testing nonfinancial data included in the MD&A, the practitioner may seek to assess control risk below the maximum for controls over such nonfinancial data, as discussed in paragraph .55. The practitioner weighs the increase in effort of the examination associated with the additional tests of controls that is necessary to obtain evidential matter against the resulting decrease in examination effort associated with the reduced substantive tests. For those nonfinancial assertions for which the practitioner performs additional tests of controls, the practitioner determines the assessed level of control risk that the results of those tests will support. This assessed level of control risk is used in determining the appropriate detection risk to accept for those nonfinancial assertions and, accordingly, in determining the nature, timing, and extent of substantive tests for such assertions.

Consideration of the Effect of Events Subsequent to the Balance-Sheet Date

.65 As there is an expectation by the SEC that MD&A considers events through a date at or near the filing date,²⁰ the practitioner should consider information about events²¹ that comes to his or her attention after the end of the period addressed by MD&A and prior to the issuance of his or her report that may have a material effect on the entity's financial condition (including liquidity and capital resources), changes in financial condition, results of operations, and material commitments for capital resources. Events or matters that should be disclosed in MD&A include those that—²²

- Are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.
- Are reasonably likely to result in the entity's liquidity increasing or decreasing in any material way.
- Will have a material effect on the entity's capital resources.
- Would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

The practitioner should consider whether events identified during the examination of the MD&A presentation or the audit of the related financial statements require adjustment to or disclosure in the MD&A presentation. When MD&A will be included or incorporated by reference in a 1933 Act document that is filed with the SEC, the practitioner's procedures should extend up to the

²⁰ A registration statement under the 1933 Act speaks as of its effective date.

²¹ Such events are only referred to as *subsequent events* in relation to an MD&A presentation if they occur after the MD&A presentation has been issued. The annual MD&A presentation ordinarily would not be updated for subsequent events if an MD&A presentation for a subsequent interim period has been issued or the event has been reported through a filing on Form 8-K.

²² The practitioner should refer to the rules and regulations adopted by the SEC for other examples of events that should be disclosed.

filing date or as close to it as is reasonable and practicable in the circumstances.²³ If a public entity's MD&A presentation is to be included only in a filing under the 1934 Act (for example, Forms 10-K or 10-KSB), the practitioner's responsibility to consider subsequent events does not extend beyond the date of the report on MD&A. Paragraphs .94 through .98 provide guidance when the practitioner is engaged subsequent to the filing of the MD&A presentation.

.66 In an examination of MD&A, the practitioner's fieldwork ordinarily extends beyond the date of the auditor's report on the related financial statements.²⁴ Accordingly, the practitioner generally should—

- a. Read available minutes of meetings of stockholders, the board of directors, and other appropriate committees; as to meetings for which minutes are not available, inquire about matters dealt with at such meetings.
- b. Read the latest available interim financial statements for periods subsequent to the date of the auditor's report, compare them with the financial statements for the periods covered by the MD&A, and inquire of and discuss with officers and other executives having responsibility for operational, financial, and accounting matters (limited where appropriate to major locations) matters such as the following:
 - Whether interim financial statements have been prepared on the same basis as the audited financial statements
 - Whether there were any significant changes in the entity's operations, liquidity, or capital resources in the subsequent period
 - The current status of items in the financial statements for which the MD&A has been prepared that were accounted for on the basis of tentative, preliminary, or inconclusive data
 - Whether any unusual adjustments were made during the period from the balance-sheet date to the date of inquiry
- c. Make inquiries of members of senior management as to the current status of matters concerning litigation, claims, and assessments identified during the audit of the financial statements and of any new matters or unfavorable developments. Consider obtaining updated legal letters from legal counsel.²⁵
- d. Consider whether there have been any changes in economic conditions or in the industry that could have a significant effect on the entity.

²³ Additionally, if the practitioner's report on MD&A is included or incorporated by reference in a 1933 Act document, the practitioner should extend his or her procedures with respect to subsequent events from the date of his or her report on MD&A up to the effective date or as close thereto as is reasonable and practicable in the circumstances.

²⁴ Undertaking an engagement to examine MD&A does not extend the auditor's responsibility to update the subsequent events review procedures for the financial statements beyond the date of the auditor's report. However, see AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor's Report*. Also, see AU section 711, *Filings Under Federal Securities Statutes*, as to an auditor's responsibility when his or her report is included in a registration statement filed under the 1933 Act.

²⁵ See AU section 337, *Inquiry of a Client's Lawyer Concerning Litigation, Claims, and Assessments*, for guidance concerning obtaining legal letters.

- e. Obtain written representations from appropriate officials as to whether any events occurred subsequent to the latest balance-sheet date that would require disclosure in the MD&A. (See paragraphs .110 through .112.)
- f. Make such additional inquiries or perform such other procedures as considered necessary and appropriate to address questions that arise in carrying out the foregoing procedures, inquiries, and discussions.

Forming an Opinion

.67 The practitioner should consider the concept of materiality discussed in paragraphs .21 and .22, and the impact of any modification of the auditor's report on the historical financial statements in forming an opinion on the examination of MD&A, including the practitioner's ability to evaluate the results of inquiries and other procedures.

Reporting

.68 In order for the practitioner to issue a report on an examination of MD&A, the financial statements for the periods covered by the MD&A presentation and the related auditor's report(s) should accompany the MD&A presentation (or, with respect to a public entity, be incorporated in the document containing the MD&A by reference to information filed with a regulatory agency). In addition, if the entity is a nonpublic entity, one of the following conditions should be met.

- a. A statement should be included in the body of the MD&A presentation that it has been prepared using the rules and regulations adopted by the SEC.
- b. A separate written assertion should accompany the MD&A presentation or such assertion should be included in a representation letter obtained from the entity.

.69 The practitioner's report on an examination of MD&A should include the following:

- a. A title that includes the word *independent*
- b. An identification of the MD&A presentation, including the period covered
- c. A statement that management is responsible for the preparation of the MD&A pursuant to the rules and regulations adopted by the SEC, and a statement that the practitioner's responsibility is to express an opinion on the presentation based on his or her examination
- d. A reference to the auditor's report on the related financial statements, and if the report was other than a standard report, the substantive reasons therefor
- e. A statement that the examination was conducted in accordance with attestation standards established by the AICPA and a description of the scope of an examination of MD&A
- f. A statement that the practitioner believes the examination provides a reasonable basis for his or her opinion

- g.* A paragraph stating that—
- (1) The preparation of MD&A requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information
 - (2) Actual results in the future may differ materially from management's present assessment of information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties
- h.* If the entity is a nonpublic entity, a statement that, although the entity is not subject to the rules and regulations of the SEC, the MD&A presentation is intended to be a presentation in accordance with the rules and regulations adopted by the SEC
- i.* The practitioner's opinion on whether—
- (1) The presentation includes, in all material respects, the required elements of the rules and regulations adopted by the SEC
 - (2) The historical financial amounts have been accurately derived, in all material respects, from the entity's financial statements
 - (3) The underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained therein
- j.* The manual or printed signature of the practitioner's firm
- k.* The date of the examination report

Appendix A [paragraph .114], "Examination Reports," includes a standard examination report. (See Example 1.)

Dating

.70 The practitioner's report on the examination of MD&A should be dated as of the completion of the practitioner's examination procedures. That date should not precede the date of the auditor's report on the latest historical financial statements covered by the MD&A.

Report Modifications

.71 The practitioner should modify the standard report described in paragraph .69, if any of the following conditions exist.

- The presentation excludes a material required element under the rules and regulations adopted by the SEC. (See paragraph .72.)
- The historical financial amounts have not been accurately derived, in all material respects, from the entity's financial statements. (See paragraph .72.)
- The underlying information, determinations, estimates, and assumptions used by management do not provide the entity with a reasonable basis for the disclosure in the MD&A. (See paragraph .72.)
- There is a restriction on the scope of the engagement. (See paragraph .73.)

- The practitioner decides to refer to the report of another practitioner as the basis in part for his or her report. (See paragraph .74.)
- The practitioner is engaged to examine the MD&A presentation after it has been filed with the SEC or other regulatory agency. (See paragraphs .94 through .98.)

.72 The practitioner should express a qualified or an adverse opinion if (a) the MD&A presentation excludes a material required element, (b) historical financial amounts have not been accurately derived in all material respects, or (c) the underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures; for example, if there is a lack of consistency between management's method of measuring nonfinancial data between periods covered by the MD&A presentation. The basis for such opinion should be stated in the practitioner's report. Appendix A [paragraph .114] includes several examples of such modifications. (See Example 2.) Also refer to paragraph .107 for required communications with the audit committee.

.73 If the practitioner is unable to perform the procedures he or she considers necessary in the circumstances, the practitioner should modify the report or withdraw from the engagement. If the practitioner modifies the report, he or she should describe the limitation on the scope of the examination in an explanatory paragraph and qualify his or her opinion, or disclaim an opinion. However, limitations on the ability of the practitioner to perform necessary procedures could also arise because of the lack of adequate support for a significant representation in the MD&A. That circumstance may result in a conclusion that the unsupported representation constitutes a material misstatement of fact and, accordingly, the practitioner may qualify his or her opinion or express an adverse opinion, as described in paragraph .72.

Reference to Report of Another Practitioner

.74 If another practitioner examined the MD&A presentation of a component (refer to paragraph .46), the practitioner may decide to make reference to such report of the other practitioner as a basis for his or her opinion on the consolidated MD&A presentation. The practitioner should disclose this fact in the introductory paragraph of the report and should refer to the report of the other practitioner in expressing an opinion on the consolidated MD&A presentation. These references indicate a division of responsibility for performance of the examination. Appendix A [paragraph .114] provides an example of a report for such a situation. (See Example 3.) Refer to paragraph .105 for guidance when the other practitioner does not issue a report.

Emphasis of a Matter

.75 In a number of circumstances, the practitioner may wish to emphasize a matter regarding the MD&A presentation. For example, he or she may wish to emphasize that the entity has included information beyond the required elements of the rules and regulations adopted by the SEC. Such explanatory comments should be presented in a separate paragraph of the practitioner's report.

Review Engagement

.76 The objective of a review engagement, including a review of MD&A for an interim period, is to accumulate sufficient evidence to provide the practitioner with a basis for reporting whether any information came to the

practitioner's attention to cause him or her to believe that (a) the MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC, (b) the historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements, or (c) the underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein. MD&A for an interim period may be a freestanding presentation or it may be combined with the MD&A presentation for the most recent fiscal year. Procedures for conducting a review of MD&A generally are limited to inquiries and analytical procedures, rather than also including search and verification procedures, concerning factors that have a material effect on financial condition, including liquidity and capital resources, results of operations, and cash flows. In a review engagement, the practitioner should—

- a. Obtain an understanding of the rules and regulations adopted by the SEC for MD&A and management's method of preparing MD&A. (See paragraphs .18 and .19.)
- b. Plan the engagement. (See paragraph .77.)
- c. Consider relevant portions of the entity's internal control applicable to the preparation of the MD&A. (See paragraph .78.)
- d. Apply analytical procedures and make inquiries of management and others. (See paragraphs .79 and .80.)
- e. Consider the effect of events subsequent to the balance-sheet date. The practitioner's consideration of such events in a review of MD&A is similar to the practitioner's consideration in an examination. (See paragraphs .65 and .66.)
- f. Obtain written representations from management concerning its responsibility for MD&A, completeness of minutes, events subsequent to the balance-sheet date, and other matters about which the practitioner believes written representations are appropriate. (See paragraph .110.)
- g. Form a conclusion as to whether any information came to the practitioner's attention that causes him or her to believe any of the following.
 - (1) The MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC.
 - (2) The historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements.
 - (3) The underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein.

Planning the Engagement

.77 Planning an engagement to review MD&A involves developing an overall strategy for the analytical procedures and inquiries to be performed. When developing an overall strategy for the review engagement, the practitioner should consider factors such as the following:

- Matters affecting the industry in which the entity operates, such as financial reporting practices, economic conditions, laws and regulations, and technological changes
- Matters relating to the entity's business, including its organization, operating characteristics, capital structure, and distribution methods
- The types of relevant information that management reports to external analysts (for example, press releases or presentations to lenders and rating agencies concerning past and future performance)
- The extent of management's knowledge of and experience with the rules and regulations adopted by the SEC for MD&A
- If the entity is a nonpublic entity, the intended use of the MD&A presentation
- Matters identified during the audit or review of the historical financial statements relating to MD&A reporting, including knowledge of the entity's internal control applicable to the preparation of MD&A and the extent of recent changes, if any
- Matters identified during prior engagements to examine or review MD&A
- Preliminary judgments about materiality
- The nature of complex or subjective matters potentially material to the MD&A that may require special skill or knowledge
- The presence of an internal audit function and the extent to which internal auditors are involved in directly testing the MD&A presentation or underlying records

Consideration of Internal Control Applicable to the Preparation of MD&A

.78 To perform a review of MD&A, the practitioner needs to have sufficient knowledge of the entity's internal control applicable to the preparation of MD&A to—

- Identify types of potential misstatements in MD&A, including types of material omissions, and consider the likelihood of their occurrence.
- Select the inquiries and analytical procedures that will provide a basis for reporting whether any information causes the practitioner to believe the following.
 - The MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC, or the historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements.
 - The underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein.

Application of Analytical Procedures and Inquiries

.79 The practitioner ordinarily would not obtain corroborating evidential matter of management's responses to the practitioner's inquiries in performing

a review of MD&A. The practitioner should, however, consider the consistency of management's responses in light of the results of other inquiries and the application of analytical procedures. The practitioner ordinarily should apply the following analytical procedures and inquiries.

- a. Read the MD&A presentation and compare the content for consistency with the audited financial statements (or reviewed interim financial information if MD&A includes interim information); compare financial amounts to the audited or reviewed financial statements or related accounting records and analyses; recompute the increases, decreases, and percentages disclosed.
- b. Compare nonfinancial amounts to the audited (or reviewed) financial statements, if applicable, or to other records. (Refer to paragraph .80.)
- c. Consider whether the explanations in MD&A are consistent with the information obtained during the audit or the review of interim financial information; make further inquiries of officers and other executives having responsibility for operational areas as necessary.
- d. Obtain available prospective financial information (for example, budgets; sales forecasts; forecasts of labor, overhead, and materials costs; capital expenditure requests; and financial forecasts and projections) and compare such information to forward-looking MD&A disclosures. Inquire of management as to the procedures used to prepare the prospective financial information. Consider whether information came to the practitioner's attention that causes him or her to believe that the underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures of trends, demands, commitments, events, or uncertainties.²⁶
- e. Make inquiries of officers and other executives having responsibility for operational areas (such as sales, marketing, and production) and financial and accounting matters, as to any plans and expectations for the future that could affect the entity's liquidity and capital resources.
- f. Compare the information in MD&A with the rules and regulations adopted by the SEC and consider whether the presentation includes the required elements of such rules and regulations.
- g. Read the minutes of meetings to date of the board of directors and other significant committees to identify actions that may affect MD&A; consider whether such matters are appropriately addressed in the MD&A presentation.
- h. Inquire of officers as to the entity's prior experience with the SEC and the extent of comments received upon review of documents by the SEC; read correspondence between the entity and the SEC with respect to such review, if any.
- i. Inquire of management regarding the nature of public communications (for example, press releases and quarterly reports) dealing with historical and future results and consider whether the MD&A presentation is consistent with such communications.

²⁶ Refer to paragraph .26 for a discussion concerning the safe harbor rules for forward-looking statements.

.80 If nonfinancial data are included in the MD&A presentation, the practitioner should inquire as to the nature of the records from which such information was derived and observe the existence of such records, but need not perform other tests of such records beyond analytical procedures and inquiries of individuals responsible for maintaining them. The practitioner should consider whether such nonfinancial data are relevant to users of the MD&A presentation and whether such data are clearly defined in the MD&A presentation. The practitioner should make inquiries regarding whether the definition of the nonfinancial data was consistently applied during the periods reported.

.81 However, if the practitioner becomes aware that the presentation may be incomplete or contain inaccuracies, or is otherwise unsatisfactory, the practitioner should perform the additional procedures he or she deems necessary to achieve the limited assurance contemplated by a review engagement.

Reporting

.82 In order for the practitioner to issue a report on a review of MD&A for an annual period, the financial statements for the periods covered by the MD&A presentation and the related auditor's report(s) should accompany the MD&A presentation (or with respect to a public entity be incorporated in the document containing the MD&A by reference to information filed with a regulatory agency).

.83 If the MD&A presentation relates to an interim period and the entity is a public entity, the financial statements for the interim periods covered by the MD&A presentation and the related accountant's review report(s) should accompany the MD&A presentation, or be incorporated in the document containing the MD&A by reference to information filed with a regulatory agency. The comparative financial statements for the most recent annual period and the related MD&A should accompany the MD&A presentation for the interim period, or be incorporated by reference to information filed with a regulatory agency. Generally, the requirement for inclusion of the annual financial statements and related MD&A is satisfied by a public entity that has met its reporting responsibility for filing its annual financial statements and MD&A in its annual report on Form 10-K.

.84 If the MD&A presentation relates to an interim period and the entity is a nonpublic entity, the following documents should accompany the interim MD&A presentation in order for the practitioner to issue a review report:

- a. The MD&A presentation for the most recent fiscal year and related accountant's examination or review report(s)
- b. The financial statements for the periods covered by the respective MD&A presentations (most recent fiscal year and interim periods and the related auditor's report(s) and accountant's review report(s))

In addition, one of the following conditions should be met.

- A statement should be included in the body of the MD&A presentation that it has been prepared using the rules and regulations adopted by the SEC.
- A separate written assertion should accompany the MD&A presentation or such assertion should be included in a representation letter obtained from the entity.

.85 The practitioner's report on a review of MD&A should include the following:

- a. A title that includes the word *independent*
- b. An identification of the MD&A presentation, including the period covered
- c. A statement that management is responsible for the preparation of the MD&A pursuant to the rules and regulations adopted by the SEC
- d. A reference to the auditor's report on the related financial statements, and, if the report was other than a standard report, the substantive reasons therefor
- e. A statement that the review was conducted in accordance with attestation standards established by the AICPA
- f. A description of the procedures for a review of MD&A
- g. A statement that a review of MD&A is substantially less in scope than an examination, the objective of which is an expression of opinion regarding the MD&A presentation, and accordingly, no such opinion is expressed
- h. A paragraph stating that—
 - (1) The preparation of MD&A requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information
 - (2) Actual results in the future may differ materially from management's present assessment of information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties
- i. If the entity is a nonpublic entity, a statement that although the entity is not subject to the rules and regulations of the SEC, the MD&A presentation is intended to be a presentation in accordance with the rules and regulations adopted by the SEC
- j. A statement about whether any information came to the practitioner's attention that caused him or her to believe that—
 - (1) The MD&A presentation does not include, in all material respects, the required elements of the rules and regulations adopted by the SEC
 - (2) The historical financial amounts included therein have not been accurately derived, in all material respects, from the entity's financial statements
 - (3) The underlying information, determinations, estimates, and assumptions of the entity do not provide a reasonable basis for the disclosures contained therein
- k. If the entity is a public entity as defined in paragraph .02, or a nonpublic entity that is making or has made an offering of securities and it appears that the securities may subsequently be registered or

subject to a filing with the SEC or other regulatory agency (for example, certain offerings of securities under Rule 144A of the 1933 Act that purport to conform to Regulation S-K), a statement of restrictions on the use of the report to specified parties, because it is not intended to be filed with the SEC as a report under the 1933 Act or the 1934 Act.

- l.* The manual or printed signature of the practitioner's firm
- m.* The date of the review report

Appendix B [paragraph .115], "Review Reports," provides examples of a standard review report for an annual and interim period.

Dating

.86 The practitioner's report on the review of MD&A should be dated as of the completion of the practitioner's review procedures. That date should not precede the date of the accountant's report on the latest historical financial statements covered by the MD&A.

Report Modifications

.87 The practitioner should modify the standard review report described in paragraph .86 if any of the following conditions exist.

- The presentation excludes a material required element of the rules and regulations adopted by the SEC. (See paragraph .89.)
- The historical financial amounts have not been accurately derived, in all material respects, from the entity's financial statements. (See paragraph .89.)
- The underlying information, determinations, estimates, and assumptions used by management do not provide the entity with a reasonable basis for the disclosures in the MD&A. (See paragraph .89.)
- The practitioner decides to refer to the report of another practitioner as the basis, in part, for his or her report. (See paragraph .90.)
- The practitioner is engaged to review the MD&A presentation after it has been filed with the SEC or other regulatory agency. (See paragraphs .94 through .98.)

.88 When the practitioner is unable to perform the inquiry and analytical procedures he or she considers necessary to achieve the limited assurance provided by a review, or the client does not provide the practitioner with a representation letter, the review will be incomplete. A review that is incomplete is not an adequate basis for issuing a review report. If the practitioner is unable to complete a review because of a scope limitation, the practitioner should consider the implications of that limitation with respect to possible misstatements of the MD&A presentation. In those circumstances, the practitioner should also refer to paragraphs .107 through .109 for guidance concerning communications with the audit committee.

.89 If the practitioner becomes aware that the MD&A is materially misstated, the practitioner should modify the review report to describe the nature of the misstatement. Appendix B [paragraph .115] contains an example of such a modification of the accountant's report. (See Example 3.)

.90 If another practitioner reviewed or examined the MD&A for a material component, the practitioner may decide to make reference to such report of the other practitioner in reporting on the consolidated MD&A presentation. Such reference indicates a division of responsibility for performance of the review.

Emphasis of a Matter

.91 In some circumstances, the practitioner may wish to emphasize a matter regarding the MD&A presentation. For example, he or she may wish to emphasize that the entity has included information beyond the required elements of the rules and regulations adopted by the SEC. Such explanatory comments should be presented in a separate paragraph of the practitioner's report.

Combined Examination and Review Report on MD&A

.92 A practitioner may be engaged both to examine an MD&A presentation as of the most recent fiscal year-end and to review a separate MD&A presentation for a subsequent interim period. If the examination and review are completed at the same time, a combined report may be issued. Appendix C [paragraph .116], "Combined Reports," contains an example of a combined report on an examination of an annual MD&A presentation and the review of a separate MD&A presentation for an interim period. (See Example 1.)

.93 If an entity prepares a combined MD&A presentation for annual and interim periods in which there is a discussion of liquidity and capital resources only as of the most recent interim period but not as of the most recent annual period, the practitioner is limited to performing the highest level of service that is provided with respect to the historical financial statements for any of the periods covered by the MD&A presentation. For example, if the annual financial statements have been audited and the interim financial statements have been reviewed, the practitioner may be engaged to perform a review of the combined MD&A presentation. Appendix C [paragraph .116] contains an example of a review report on a combined MD&A presentation for annual and interim periods. (See Example 2.)

When Practitioner Is Engaged Subsequent to the Filing of MD&A

.94 Management's responsibility for updating an MD&A presentation for events occurring subsequent to the issuance of MD&A depends on whether the entity is a public or nonpublic entity. A public entity is required to report significant subsequent events in a Form 8-K or Form 10-Q, or in a registration statement; therefore, a public company would ordinarily not modify its MD&A presentation once it is filed with the SEC (or other regulatory agency).

.95 Therefore, if the practitioner is engaged to examine (or review) an MD&A presentation of a public entity that has already been filed with the SEC (or other regulatory agency), the practitioner should consider whether material subsequent events are appropriately disclosed in a Form 8-K or 10-Q, or a registration statement that includes or incorporates by reference such MD&A presentation. Refer to paragraphs .65 and .66 for guidance concerning consideration of events up to the filing date when the practitioner's report on MD&A will be included (or incorporated by reference) in a 1933 Act document filed with the SEC that will require a consent.

.96 If subsequent events of a public entity are appropriately disclosed in a Form 8-K or 10-Q, or in a registration statement, or if there have been no material subsequent events, the practitioner should add the following paragraph to his or her examination or review report following the opinion or concluding paragraph, respectively.

The accompanying Management's Discussion and Analysis does not consider events that have occurred subsequent to Month XX, 20X6, the date as of which it was filed with the Securities and Exchange Commission.

.97 If there has been a material subsequent event that has not been disclosed in a manner described in paragraph .95 and if the practitioner determines that it is appropriate to issue a report even though the MD&A presentation has not been updated for such material subsequent event (for example, because the filing of the Form 10-Q that will disclose such events has not yet occurred), the practitioner should express a qualified or an adverse opinion (or appropriately modify the review report) on the MD&A presentation. As discussed in paragraph .107, if such material subsequent event is not appropriately disclosed, the practitioner should evaluate (a) whether to resign from the engagement related to the MD&A presentation and (b) whether to remain as the entity's auditor or stand for reelection to audit the entity's financial statements.

.98 Because a nonpublic entity is not subject to the filing requirements of the SEC, an MD&A presentation of a nonpublic entity should be updated for material subsequent events through the date of the practitioner's report.

When a Predecessor Auditor Has Audited Prior Period Financial Statements

.99 If a predecessor auditor has audited the financial statements for a prior period covered by the MD&A, the need by the practitioner reporting on the MD&A for an understanding of the business and the entity's accounting and financial reporting practices for such prior period, as discussed in paragraph .07, is not diminished and the practitioner should apply the appropriate procedures. In applying the appropriate procedures, the practitioner may consider reviewing the predecessor auditor's working papers with respect to audits of financial statements and examinations or reviews of MD&A presentations for such prior periods.

.100 Information that may be obtained from the audit or attest working papers of the predecessor auditor will not provide a sufficient basis in itself for the practitioner to express an opinion with respect to the MD&A disclosures for such prior periods. If the practitioner has audited the current year, the results of such audit may be considered in planning and performing the examination of MD&A and may provide evidential matter that is useful in performing the examination, including with respect to matters disclosed for prior periods. For example, an increase in salaries expense may be the result of an acquisition in the last half of the prior year. Auditing procedures applied to payroll expense in the current year that validate the increase as a result of the acquisition may provide evidential matter with respect to the increase in salaries expense in the prior year attributed to the acquisition.

.101 In addition to the procedures described in paragraphs .49 through .66, the practitioner will need to make inquiries of the predecessor auditor and management as to audit adjustments proposed by the predecessor auditor that were not recorded in the financial statements.

Communications Between Predecessor and Successor Auditors

.102 If the practitioner is appointed as the successor auditor, he or she follows the guidance AU section 315, *Communications Between Predecessor and Successor Auditors*, in considering whether or not to accept the engagement. If, at the time of the appointment as auditor, the practitioner is also being engaged to examine or review MD&A, the practitioner should also make specific inquiries of the predecessor auditor regarding MD&A.

.103 The practitioner's examination may be facilitated by (a) making specific inquiries of the predecessor regarding matters that the successor believes may affect the conduct of the examination (or review), such as areas that required an inordinate amount of time or problems that arose from the condition of the records, and (b) if the predecessor previously examined or reviewed MD&A, reviewing the predecessor's working papers for the predecessor's examination or review engagement.

.104 If, subsequent to his or her engagement to audit the financial statements, the practitioner is requested to examine MD&A, the practitioner should request the client to authorize the predecessor auditor to allow a review of the predecessor's audit working papers related to the financial statement periods included in the MD&A presentation. Although the practitioner may previously have had access to the predecessor auditor's working papers in connection with the successor's audit of the financial statements, ordinarily the predecessor auditor should permit the practitioner to review those audit working papers relating to matters that are disclosed or that would likely be disclosed in MD&A.

Another Auditor Audits a Significant Part of the Financial Statements

.105 When another auditor or auditors audit a significant part of the financial statements, the practitioner²⁷ may request that such other auditor or auditors perform procedures with respect to the MD&A or the practitioner may perform the procedures directly with respect to such component(s).²⁸ Unless the other auditor issues an examination or review report on a separate MD&A presentation of such component(s) (see paragraph .74), the principal practitioner should not make reference to the work of the other practitioner on MD&A in his or her report on MD&A.²⁹ Accordingly, if the practitioner has requested such other auditor to perform procedures, the principal practitioner should perform those procedures that he or she considers necessary to take responsibility for the work of the other auditor. Such procedures may include one or more of the following:

- a. Visiting the other auditor and discussing the procedures followed and the results thereof.
- b. Reviewing the working papers of the other auditor with respect to the component.

²⁷ The practitioner serving as principal auditor is presumed to have an audit base for purposes of examining or reviewing the consolidated MD&A presentation.

²⁸ The practitioner should consider whether he or she has sufficient industry expertise with respect to a subsidiary audited by another auditor to take sole responsibility for the consolidated MD&A presentation.

²⁹ This does not preclude the practitioner from referring to the other auditor's report on the financial statements in his or her report on MD&A.

- c. Participating in discussions with the component's management regarding matters that may affect the preparation of MD&A.
- d. Making supplemental tests with respect to such component.

The determination of the extent of the procedures to be applied by the principal practitioner rests with the principal practitioner alone in the exercise of his or her professional judgment and in no way constitutes a reflection on the adequacy of the other auditor's work. Because the principal practitioner in this case assumes responsibility for his or her opinion on the MD&A presentation without making reference to the procedures performed by the other auditor, the practitioner's judgment should govern as to the extent of procedures to be undertaken.

Responsibility for Other Information in Documents Containing MD&A

.106 A client may publish annual reports containing MD&A and other documents to which the practitioner, at the client's request, devotes attention. See section 101.91-.94 for pertinent guidance in these circumstances. See Appendix D [paragraph .117], "Comparison of Activities Performed Under SAS No. 8, *Other Information in Documents Containing Audited Financial Statements*, Versus a Review or an Examination Attest Engagement." The guidance in AU section 711, *Filings Under Federal Securities Statutes*, is pertinent when the practitioner's report on MD&A is included in a registration statement, proxy statement, or periodic report filed under the federal securities statutes.

Communications With the Audit Committee

.107 If the practitioner concludes that the MD&A presentation contains material inconsistencies with other information included in the document containing the MD&A presentation or with the historical financial statements,³⁰ material omissions, or material misstatements of fact, and management refuses to take corrective action, the practitioner should inform the audit committee or others with equivalent authority and responsibility. If the MD&A is not revised, the practitioner should evaluate (a) whether to resign from the engagement related to the MD&A, and (b) whether to remain as the entity's auditor or stand for reelection to audit the entity's financial statements. The practitioner may wish to consult with his or her attorney when making these evaluations.

.108 If the practitioner is engaged after the MD&A presentation has been filed with the SEC (or other regulatory agency), and becomes aware that such MD&A presentation on file with the SEC (or other regulatory agency) has not been revised for a matter for which the practitioner has or would qualify his or her opinion, the practitioner should discuss such matter with the audit committee and request that the MD&A presentation be revised. If the audit committee fails to take appropriate action, the practitioner should consider whether to resign as the independent auditor of the company. The practitioner may consider the guidance concerning communication with the audit committee and other considerations in AU section 317, *Illegal Acts by Clients*, paragraphs .17, .22, and .23).

³⁰ See AU section 550, *Information in Documents Containing Audited Financial Statements*, for guidance on the impact of material inconsistencies or material misstatements of fact on the auditor's report on the related historical financial statements.

.109 If, as a result of performing an examination or a review of MD&A, the practitioner has determined that there is evidence that fraud may exist, that matter should be brought to the attention of an appropriate level of management. This is generally appropriate even if the matter might be considered clearly inconsequential. If the matter relates to the audited financial statements, the practitioner should consider the guidance in AU section 316, *Consideration of Fraud in a Financial Statement Audit*, concerning communication responsibilities, and the effect on the auditor's report on the financial statements.

Obtaining Written Representations

.110 In an examination or a review engagement, the practitioner should obtain written representations from management.³¹ The specific written representations obtained by the practitioner will depend on the circumstances of the engagement and the nature of the MD&A presentation. Specific representations should relate to the following matters:

- a. Management's acknowledgment of its responsibility for the preparation of MD&A and management's assertion that the MD&A presentation has been prepared in accordance with the rules and regulations adopted by the SEC for MD&A³²
- b. A statement that the historical financial amounts included in MD&A have been accurately derived from the entity's financial statements
- c. Management's belief that the underlying information, determinations, estimates, and assumptions of the entity provide a reasonable basis for the disclosures contained in the MD&A
- d. A statement that management has made available all significant documentation related to compliance with SEC rules and regulations for MD&A
- e. Completeness and availability of all minutes of meetings of stockholders, directors, and committees of directors
- f. For a public entity, whether any communications from the SEC were received concerning noncompliance with or deficiencies in MD&A reporting practices
- g. Whether any events occurred subsequent to the latest balance-sheet date that would require disclosure in the MD&A
- h. If forward-looking information is included, a statement that—
 - The forward-looking information is based on management's best estimate of expected events and operations, and is consistent with budgets, forecasts, or operating plans prepared for such periods

³¹ AU section 333, *Management Representations*, paragraph .09, provides guidance on the date as of which management should sign such a representation letter and on which member(s) of management should sign it. AU section 711.10 provides guidance concerning obtaining updated representations from management in connection with accountant's reports included or incorporated by reference in filings under the 1933 Act. (See paragraph .65.)

³² Management should specify the SEC rules (for example, Item 303 of Regulation S-K, Item 303 of Regulation S-B, or Item 9 of Form 20-F). For nonpublic entities, the practitioner also obtains a written assertion that the presentation has been prepared using the rules and regulations adopted by the SEC. (See paragraph .02.)

- The accounting principles expected to be used for the forward-looking information are consistent with the principles used in preparing the historical financial statements
 - Management has provided the latest version of such budgets, forecasts, or operating plans, and has informed the practitioner of any anticipated changes or modifications to such information that could affect the disclosures contained in the MD&A presentation
- i. If voluntary information is included that is subject to the rules and regulations adopted by the SEC (for example, information required by Item 305, *Quantitative and Qualitative Disclosures About Market Risk*), a statement that such voluntary information has been prepared in accordance with the related rules and regulations adopted by the SEC for such information
- j. If pro forma information is included, a statement that—
- Management is responsible for the assumptions used in determining the pro forma adjustments
 - Management believes that the assumptions provide a reasonable basis for presenting all the significant effects directly attributable to the transaction or event, that the related pro forma adjustments give appropriate effect to those assumptions, and that the pro forma column reflects the proper application of those adjustments to the historical financial statements
 - Management believes that the significant effects directly attributable to the transaction or event are appropriately disclosed in the pro forma financial information

.111 In an examination, management's refusal to furnish written representations constitutes a limitation on the scope of the engagement sufficient to preclude an unqualified opinion and is ordinarily sufficient to cause a practitioner to disclaim an opinion or withdraw from the examination engagement. However, based on the nature of the representations not obtained or the circumstances of the refusal, the practitioner may conclude that a qualified opinion is appropriate in an examination engagement. In a review engagement, management's refusal to furnish written representations constitutes a limitation of the scope of the engagement sufficient to require withdrawal from the review engagement. Further, the practitioner should consider the effects of the refusal on his or her ability to rely on other management representations.

.112 If the practitioner is precluded from performing procedures he or she considers necessary in the circumstances with respect to a matter that is material to the MD&A presentation, even though management has given representations concerning the matter, there is a limitation on the scope of the engagement, and the practitioner should qualify his or her opinion or disclaim an opinion in an examination engagement, or withdraw from a review engagement.

Effective Date

.113 This section is effective when management's discussion and analysis is for a period ending on or after June 1, 2001. Early application is permitted.

.114

Appendix A

Examination Reports

Example 1: Standard Examination Report

1. The following is an illustration of a standard examination report:

Independent Accountant's Report

[Introductory paragraph]

We have examined XYZ Company's Management's Discussion and Analysis taken as a whole, included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. Our responsibility is to express an opinion on the presentation based on our examination. We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements.³³

[Scope paragraph]

Our examination of Management's Discussion and Analysis was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the historical amounts and disclosures in the presentation. An examination also includes assessing the significant determinations made by management as to the relevancy of information to be included and the estimates and assumptions that affect reported information. We believe that our examination provides a reasonable basis for our opinion.

*[Explanatory paragraph]*³⁴

³³ If prior financial statements were audited by other auditors, this sentence would be replaced by the following.

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of and for the year ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements. The financial statements of XYZ Company as of December 31, 20X4, and for each of the years in the two-year period then ended were audited by other auditors, whose report dated *[Month]* XX, 20X5, expressed an unqualified opinion on those financial statements.

If the practitioner's opinion on the financial statements is based on the report of other auditors, this sentence would be replaced by the following:

We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements based on our audits and the report of other auditors.

Refer to Example 3 if the practitioner's opinion on MD&A is based on the report of another practitioner on a component of the entity.

³⁴ The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .69h:

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Opinion paragraph]

In our opinion, the Company's presentation of Management's Discussion and Analysis includes, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission; the historical financial amounts included therein have been accurately derived, in all material respects, from the Company's financial statements; and the underlying information, determinations, estimates, and assumptions of the Company provide a reasonable basis for the disclosures contained therein.

[Signature]

[Date]

Example 2: Modifications to Examination Report for a Qualified Opinion

2. An example of a modification of an examination report for a qualified opinion due to a material omission described in paragraph .72 follows.

[Additional explanatory paragraph preceding the opinion paragraph]

Based on information furnished to us by management, we believe that the Company has excluded a discussion of the significant capital outlay required for its plans to expand into the telecommunications industry and the possible effects on the Company's financial condition, liquidity, and capital resources.

[Opinion paragraph]

In our opinion, except for the omission of the matter described in the preceding paragraph, the Company's presentation of Management's Discussion and Analysis includes, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission; the historical financial amounts included therein have been accurately derived, in all material respects, from the Company's financial statements; and the underlying information, determinations, estimates, and assumptions of the Company provide a reasonable basis for the disclosures contained therein.

3. An example of a modification of an examination report for a qualified opinion when overly subjective assertions are included in MD&A follows.

[Additional explanatory paragraph preceding the opinion paragraph]

Based on information furnished to us by management, we believe that the underlying information, determinations, estimates, and assumptions used by management do not provide the Company with a reasonable basis for the disclosure concerning *[describe]* in the Company's Management's Discussion and Analysis.

[Opinion paragraph]

In our opinion, except for the disclosure regarding *[describe]* discussed in the preceding paragraph, the Company's presentation of Management's Discussion and Analysis includes, in all material respects, the required elements of the

rules and regulations adopted by the Securities and Exchange Commission; the historical financial amounts included therein have been accurately derived, in all material respects, from the Company's financial statements; and the underlying information, determinations, estimates, and assumptions of the Company provide a reasonable basis for the disclosures contained therein.

Example 3: Examination Report With Reference to the Report of Another Practitioner

4. The following is an illustration of an examination report indicating a division of responsibility with another practitioner, who has examined a separate MD&A presentation of a wholly-owned subsidiary, when the practitioner reporting is serving as the principal auditor of the related consolidated financial statements.

Independent Accountant's Report

[Introductory paragraphs]

We have examined XYZ Company's Management's Discussion and Analysis taken as a whole, included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. Our responsibility is to express an opinion on the presentation based on our examination. We did not examine Management's Discussion and Analysis of ABC Corporation, a wholly-owned subsidiary, included in ABC Corporation's *[insert description of registration statement or document]*. Such Management's Discussion and Analysis was examined by other accountants, whose report has been furnished to us, and our opinion, insofar as it relates to information included for ABC Corporation, is based solely on the report of the other accountants.

We have audited, in accordance with auditing standards generally accepted in the United States of America, the consolidated financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements based on our audits and the report of other auditors.

[Scope paragraph]

Our examination of Management's Discussion and Analysis was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the historical amounts and disclosures in the presentation. An examination also includes assessing the significant determinations made by management as to the relevancy of information to be included and the estimates and assumptions that affect reported information. We believe that our examination and the report of other accountants provide a reasonable basis for our opinion.

*[Explanatory paragraph]*³⁵

³⁵ The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .69h.

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Opinion paragraph]

In our opinion, based on our examination and the report of other accountants, the Company's presentation of Management's Discussion and Analysis included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]* includes, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission; the historical financial amounts included therein have been accurately derived, in all material respects, from the Company's financial statements; and the underlying information, determinations, estimates, and assumptions of the Company provide a reasonable basis for the disclosures contained therein.

[Signature]

[Date]

Appendix B

Review Reports

Example 1: Standard Review Report on an Annual MD&A Presentation

1. The following is an illustration of a standard review report on an annual MD&A presentation.

Independent Accountant's Report

[Introductory paragraph]

We have reviewed XYZ Company's Management's Discussion and Analysis taken as a whole, included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements.

[Scope paragraph]

We conducted our review of Management's Discussion and Analysis in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review of Management's Discussion and Analysis consists principally of applying analytical procedures and making inquiries of persons responsible for financial, accounting, and operational matters. It is substantially less in scope than an examination, the objective of which is the expression of an opinion on the presentation. Accordingly, we do not express such an opinion.

*[Explanatory paragraph]*³⁶

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Concluding paragraph]

³⁶ The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .85i.

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

Based on our review, nothing came to our attention that caused us to believe that the Company's presentation of Management's Discussion and Analysis does not include, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission, that the historical financial amounts included therein have not been accurately derived, in all material respects, from the Company's financial statements, or that the underlying information, determinations, estimates and assumptions of the Company do not provide a reasonable basis for the disclosures contained therein.

*[Restricted use paragraph]*³⁷

This report is intended solely for the information and use of *[list or refer to specified parties]* and is not intended to be and should not be used by anyone other than the specified parties.

[Signature]

[Date]

Example 2: Standard Review Report on an Interim MD&A Presentation

2. The following is an illustration of a standard review report on an MD&A presentation for an interim period.

Independent Accountant's Report

[Introductory paragraph]

We have reviewed XYZ Company's Management's Discussion and Analysis taken as a whole included in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. We have reviewed, in accordance with standards established by the American Institute of Certified Public Accountants, the interim financial information of XYZ Company as of June 30, 20X6 and 20X5, and for the three-month and six-month periods then ended, and have issued our report thereon dated July XX, 20X6.

[Scope paragraph]

We conducted our review of Management's Discussion and Analysis in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review of Management's Discussion and Analysis consists principally of applying analytical procedures and making inquiries of persons responsible for financial, accounting, and operational matters. It is substantially less in scope than an examination, the objective of which is the expression of an opinion on the presentation. Accordingly, we do not express such an opinion.

*[Explanatory paragraph]*³⁸

³⁷ This paragraph may be omitted for certain nonpublic entities. (Refer to paragraph .85k.)

³⁸ The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .85i.

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Concluding paragraph]

Based on our review, nothing came to our attention that caused us to believe that the Company's presentation of Management's Discussion and Analysis does not include, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission, that the historical financial amounts included therein have not been accurately derived, in all material respects, from the Company's financial statements, or that the underlying information, determinations, estimates, and assumptions of the Company do not provide a reasonable basis for the disclosures contained therein.

[Restricted use paragraph]³⁹

This report is intended solely for the information and use of [list or refer to specified parties] and is not intended to be and should not be used by anyone other than the specified parties.

[Signature]

[Date]

Example 3: Modification to Review Report for a Material Misstatement

3. An example of a modification of the accountant's report when MD&A is materially misstated, as discussed in paragraph .89, follows.

[Additional explanatory paragraph preceding the concluding paragraph]

Based on information furnished to us by management, we believe that the Company has excluded a discussion of the significant capital outlay required for its plans to expand into the telecommunications industry and the possible effects on the Company's financial condition, liquidity, and capital resources.

[Concluding paragraph]

Based on our review, with the exception of the matter described in the preceding paragraph, nothing came to our attention that caused us to believe that the Company's presentation of Management's Discussion and Analysis does not include, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission, that the historical financial amounts included therein have not been accurately derived, in all material respects, from the Company's financial statements, or that the underlying information, determinations, estimates and assumptions of the Company do not provide a reasonable basis for the disclosures contained therein.

³⁹ This paragraph may be omitted for certain nonpublic entities. (Refer to paragraph .85k.)

.116

Appendix C

Combined Reports

Example 1: Combined Examination and Review Report on MD&A

1. An example of a combined report on an examination of an annual MD&A presentation and the review of MD&A for an interim period discussed in paragraph .92 follows.

Independent Accountant's Report

[Introductory paragraph]

We have examined XYZ Company's Management's Discussion and Analysis taken as a whole for the three-year period ended December 31, 20X5, included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. Our responsibility is to express an opinion on the annual presentation based on our examination. We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 19X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements.

[Scope paragraph]

Our examination of Management's Discussion and Analysis was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the historical amounts and disclosures in the presentation. An examination also includes assessing the significant determinations made by management as to the relevancy of information to be included and the estimates and assumptions that affect reported information. We believe that our examination provides a reasonable basis for our opinion.

*[Explanatory paragraph]*⁴⁰

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in

⁴⁰ The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .69h.

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Opinion paragraph]

In our opinion, the Company's presentation of Management's Discussion and Analysis for the three-year period ended December 31, 20X5, includes, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission; the historical financial amounts included therein have been accurately derived, in all material respects, from the Company's financial statements; and the underlying information, determinations, estimates, and assumptions of the Company provide a reasonable basis for the disclosures contained therein.

[Paragraphs on interims]

We have also reviewed XYZ Company's Management's Discussion and Analysis taken as a whole for the six-month period ended June 30, 20X6 included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. We have reviewed, in accordance with standards established by the American Institute of Certified Public Accountants, the interim financial information of XYZ Company as of June 30, 20X6 and 20X5, and for the six-month periods then ended, and have issued our report thereon dated July XX, 20X6.

We conducted our review of Management's Discussion and Analysis in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review of Management's Discussion and Analysis consists principally of applying analytical procedures and making inquiries of persons responsible for financial, accounting, and operational matters. It is substantially less in scope than an examination, the objective of which is the expression of an opinion on the presentation. Accordingly, we do not express such an opinion.

Based on our review, nothing came to our attention that caused us to believe that the Company's presentation of Management's Discussion and Analysis for the six-month period ended June 30, 20X6, does not include, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission, that the historical financial amounts included therein have not been accurately derived, in all material respects, from the Company's unaudited interim financial statements, or that the underlying information, determinations, estimates, and assumptions of the Company do not provide a reasonable basis for the disclosures contained therein.

*[Restricted use paragraph]*⁴¹

This report is intended solely for the information and use of *[list or refer to specified parties]* and is not intended to be and should not be used by anyone other than the specified parties.

[Signature]

[Date]

Example 2: Review Report on a Combined Annual and Interim MD&A Presentation

2. An example of a review report on a combined MD&A presentation for annual and interim periods follows.

⁴¹ This paragraph may be omitted for certain nonpublic entities. (Refer to paragraph .85k.)

Independent Accountant's Report*[Introductory paragraph]*

We have reviewed XYZ Company's Management's Discussion and Analysis taken as a whole included *[incorporated by reference]* in the Company's *[insert description of registration statement or document]*. Management is responsible for the preparation of the Company's Management's Discussion and Analysis pursuant to the rules and regulations adopted by the Securities and Exchange Commission. We have audited, in accordance with auditing standards generally accepted in the United States of America, the financial statements of XYZ Company as of December 31, 20X5 and 20X4, and for each of the years in the three-year period ended December 31, 20X5, and in our report dated *[Month]* XX, 20X6, we expressed an unqualified opinion on those financial statements. We have reviewed, in accordance with standards established by the American Institute of Certified Public Accountants, the interim financial information of XYZ Company as of June 30, 20X6 and 20X5, and for the six-month periods then ended, and have issued our report thereon dated July XX, 20X6.

[Scope paragraph]

We conducted our review of Management's Discussion and Analysis in accordance with attestation standards established by the American Institute of Certified Public Accountants. A review of Management's Discussion and Analysis consists principally of applying analytical procedures and making inquiries of persons responsible for financial, accounting, and operational matters. It is substantially less in scope than an examination, the objective of which is the expression of an opinion on the presentation. Accordingly, we do not express such an opinion.

[Explanatory paragraph]⁴²

The preparation of Management's Discussion and Analysis requires management to interpret the criteria, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. Management's Discussion and Analysis includes information regarding the estimated future impact of transactions and events that have occurred or are expected to occur, expected sources of liquidity and capital resources, operating trends, commitments, and uncertainties. Actual results in the future may differ materially from management's present assessment of this information because events and circumstances frequently do not occur as expected.

[Concluding paragraph]

Based on our review, nothing came to our attention that caused us to believe that the Company's presentation of Management's Discussion and Analysis does not include, in all material respects, the required elements of the rules and regulations adopted by the Securities and Exchange Commission, that the historical financial amounts included therein have not been accurately derived, in all material respects, from the Company's financial statements, or that the underlying information, determinations, estimates, and assumptions of the Company do not provide a reasonable basis for the disclosures contained therein.

[Restricted use paragraph]⁴³

⁴² The following sentence should be added to the beginning of the explanatory paragraph if the entity is a nonpublic entity, as discussed in paragraph .69h.

Although XYZ Company is not subject to the rules and regulations of the Securities and Exchange Commission, the accompanying Management's Discussion and Analysis is intended to be a presentation in accordance with the rules and regulations adopted by the Securities and Exchange Commission.

⁴³ This paragraph may be omitted for certain nonpublic entities. (Refer to paragraph .85k.)

This report is intended solely for the information and use of [*list or refer to specified parties*] and is not intended to be and should not be used by anyone other than the specified parties.

[*Signature*]

[*Date*]

Appendix D

Comparison of Activities Performed Under SAS No. 8, Other Information in Documents Containing Audited Financial Statements [AU section 550], Versus a Review or an Examination Attest Engagement

<i>Activities</i>	<i>SAS No. 8</i>	<i>Review</i>	<i>Examination</i>
<p>Obtain an understanding of SEC rules and regulations and management's methodology for the preparation of Management's Discussion and Analysis (MD&A).</p>	<p>Not applicable (N/A)—Auditor is only required to read the information in the MD&A and consider whether such information, or the manner of its presentation, is materially inconsistent with information, or the manner of its presentation, appearing in the financial statements.</p>	<p>Obtain an understanding of the rules and regulations adopted by the SEC for MD&A. Inquire of management regarding the method of preparing MD&A.</p>	<p>Same as for a review.</p>
<p>Plan the engagement.</p>	<p>N/A</p>	<p>Develop an overall strategy for the analytical procedures and inquiries to be performed to provide negative assurance.</p>	<p>Develop an overall strategy for the expected scope and performance of the engagement to obtain reasonable assurance to express an opinion.</p>
<p>Consider internal control.</p>	<p>N/A</p>	<p>Consider relevant portions of the entity's internal control applicable to the preparation of MD&A to identify the types of potential misstatements and to select the inquiries and analytical procedures; no testing of controls would be performed.</p>	<p>Obtain an understanding of internal control applicable to the preparation of MD&A sufficient to plan the engagement and to assess control risk; controls may be tested by performing inquiries of client personnel, inspection of documents, and observation of relevant activities.</p>

(continued)

* Refer to AU section 550, Other Information in Documents Containing Audited Financial Statements.

<i>Activities</i>	SAS No. 8	<i>Review</i>	<i>Examination</i>
<p>Test assertions.</p>	<p>N/A</p>	<p>Apply the following analytical procedures and make inquiries of management and others; no corroborating evidential matter is obtained:</p> <ul style="list-style-type: none"> • Read the MD&A and compare the content for consistency with the financial statements; compare financial amounts to the financial statements or related accounting records and analyses; recompute increases, decreases and percentages disclosed. • Compare nonfinancial amounts to the financial statements or other records. • Consider whether MD&A explanations are consistent with information obtained during the audit or review of financial statements; make further inquiries, as necessary. (Note: Such additional inquiries may result in a decision to perform other procedures or detail tests.) 	<p>Apply the following analytical and corroborative procedures to obtain reasonable assurance of detecting material misstatements:</p> <ul style="list-style-type: none"> • Read the MD&A and compare the content for consistency with the financial statements; compare financial amounts to the financial statements or related accounting records and analyses; recompute increases, decreases and percentages disclosed. • Compare nonfinancial amounts to the financial statements or other records; perform tests on other records based on the concept of materiality. • Consider whether explanations are consistent with the information obtained during the audit of financial statements; investigate further explanations that cannot be substantiated by information in the audit working papers through inquiry and inspection of client records. • Examine internally and externally generated documents in support of the existence, occurrence, or expected occurrence of events, transactions, conditions, trends, demands, commitments, and uncertainties disclosed in MD&A.

<p>Test assertions. (continued)</p>		<ul style="list-style-type: none"> • Compare information in MD&A with the rules and regulations adopted by the SEC. • Obtain and read available prospective financial information; inquire of management as to the procedures used to prepare such information; consider whether information came to the practitioner's attention that causes him or her to believe that the underlying information, determinations, estimates, and assumptions do not provide a reasonable basis for the MD&A disclosures. • Obtain public communications and minutes of meetings for comparison with disclosures in MD&A. • Make inquiries of the officers or executives with responsibility for operational areas and financial and accounting matters as to their plans and expectations for the future. • Inquire as to prior experience with the SEC and the extent of comments received; read correspondence. • Consider whether there are any additional matters that should be disclosed in the MD&A based on the results of the preceding procedures and knowledge obtained during the audit or review of the financial statements. 	<ul style="list-style-type: none"> • Compare information in MD&A with the rules and regulations adopted by the SEC. • Obtain and read available prospective financial information; inquire of management as to the procedures used to prepare such information; evaluate whether the underlying information, determinations, estimates, and assumptions provide a reasonable basis for the MD&A disclosures. • Obtain public communications and minutes of meetings; consider obtaining other types of publicly available information for comparison with disclosures in MD&A. • Make inquiries of the officers or executives with responsibility for operational areas and financial and accounting matters as to their plans and expectations for the future. • Inquire as to prior experience with the SEC and the extent of comments received; read correspondence. • Test completeness by considering the results of the preceding procedures and knowledge obtained during the audit of the financial statements, and whether such matters are appropriately disclosed in the MD&A; extend procedures if the inherent risk relating to completeness of disclosures is high.
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(continued)

<i>Activities</i>	<i>SAS No. 8</i>	<i>Review</i>	<i>Examination</i>
Consider the effect of events subsequent to the balance-sheet date.	N/A	Yes	Yes
Obtain written representations from management.	N/A	Yes	Yes
Form a conclusion and report.	<p>The auditor has no reporting responsibility with respect to MD&A unless the auditor concludes that there is a material inconsistency in the MD&A that has not been eliminated. In such a situation, the auditor may add an explanatory paragraph concerning the inconsistency to the auditor's report on the financial statements or withhold the use of the report in the document.</p> <p>If, while reading the MD&A, the auditor becomes aware of information that is believed to be a material misstatement of fact, the auditor should discuss such matter with the client.</p>	<p>Form a conclusion based on the results of the preceding procedures and report in the form of negative assurance.</p>	<p>Form an opinion based on the results of the preceding procedures and report conclusion by expressing an opinion.</p>

[The next page is 2971.]

AT TOPICAL INDEX

References are to AT section and paragraph numbers.

A

ACCOUNTABILITY

- Defense Industry Questionnaire on Business Ethics and Conduct 9100.01–02

ADVERSE OPINIONS

- Attest Engagement Relating to Management's Discussion and Analysis 700.73–74
- Compliance Attestation 500.66–67; 500.69; 500.71
- Disagreement With Management 400.56–57
- Material Weakness 400.55
- Prospective Financial Statements 200.39–40

AGREED-UPON PROCEDURES

- Additional Procedures 200.54; 500.23; 600.18; 600.33
- Agreement on and Sufficiency of Procedures 200.50; 200.53–54; 500.23; 600.03; 600.10–12; 600.17; 600.22; 600.27; 600.33; 600.45
- Assertion Prepared Based on Specified Criteria 100.58; 100.64
- Assertions and Related Subject Matter 600.06–09
- Change From Another Form of Engagement 600.43–47
- Character of the Engagement 100.52
- Combined or Included Reports 600.33; 600.48
- Compliance Attestation 500.04–05; 500.15–28; 500.72–73; 9400.03–04
- Conditions for Engagement Performance 200.50; 200.53; 600.10–12
- Dating of Report 600.36
- Definition 600.03
- Disclaimer of Opinion 200.54; 600.12; 600.33
- Elements of Report 600.03; 600.33
- Engagement 600.01–49
- Engagement Letters 600.12
- Evidential Matter 200.50; 600.10; 600.18
- Explanatory Language in Report 600.35
- Findings 600.26–28
- Illustrative Report 600.34
- Internal Auditors and Other Personnel 600.24–25
- Internal Control Effectiveness 400.05; 9400.03–04
- Involvement of a Specialist 200.54; 600.12; 600.21–23; 600.33

AGREED-UPON PROCEDURES—continued

- Letter to Regulator 9100.56–59
- Limited Use of Reports 100.58; 100.76–77; 200.50; 200.54; 500.23; 600.04; 600.10; 600.12; 600.33; 600.48
- Management's Discussion and Analysis 700.02
- Management's Representations 500.72–73
- Materiality 200.50; 500.23; 600.10; 600.12; 600.27; 600.33
- Matters Outside 600.42
- Matters Relating to Solvency 9100.35
- Nature, Timing, and Extent 600.03; 600.13–25
- Negative Assurance 600.03; 600.26; 600.33
- Nonparticipant Parties as Specified Users 600.38
- Objective 500.15
- Performing a Review 600.03
- Performing an Examination 600.03
- Practitioner Responsibilities 200.54; 600.14–16; 600.42
- Practitioner's Reservations About Assertions 100.70
- Practitioner's Reservations About Engagement 100.70–73
- Pro Forma Financial Information 300.01
- Procedures Performed 200.52; 600.17–20
- Prospective Financial Statements 600.10
- Reporting 600.33–38
- Reports on Attest Engagements—See Reports on Attest Engagements
- Reports on Compliance Attestation 500.23–27
- Reports on Prospective Financial Statements—See Reports on Prospective Financial Statements
- Representations by Asserters 600.07; 600.39–41
- Restrictions on Performance of Procedures 600.37
- Scope Limitation 600.39; 600.41
- Scope of Engagement 100.72–73; 500.16; 500.20
- Scope Restrictions—Compliance Attestation 500.20; 500.73; 600.41
- Services Provided in Connection With a Financing 9100.40
- Standards and Procedures 200.49–53; 600.05
- Summary of Significant Assumptions 200.50

References are to AT section and paragraph numbers

AUDITOR, INDEPENDENT

- Attest Engagements—See Practitioner
- Compilation of Prospective Financial Statements 200.21
- Definition 700.02
- Prospective Financial Statements 200.01–.69
- Understanding With Client 200.50–.53

AUDITOR, INTERNAL

- Agreed-Upon Procedures 600.24–.25
- Compliance Attestation 500.43

B**BANKRUPTCY**

- Fraudulent Transfers and Obligations 9100.33

BORROWING CONTRACT

- Report on Solvency 9100.33–.44

BUDGETS

- Prospective Financial Statements 200.58

C**CASH**

- Solvency—See Solvency

CLIENTS

- Draft of Agreed-Upon Procedures Report 9100.44
- Professional Services in Connection With a Financing 9100.39–.40
- Understanding With Accountant 100.35; 200.50–.53; 600.03; 600.12
- Working Papers 100.80–.81; 600.30–.31

COMMUNICATION

- Agreed-Upon Procedures 200.53; 600.11–.12
- Attest Engagement Relating to Management's Discussion and Analysis 700.103–.105; 700.108–.110
- Reportable Conditions and Material Weaknesses 400.40–.41

COMPETENCE

- Attest Engagement 100.09–.11; 100.41–.42
- Evidential Matter 100.41–.42
- Practitioners 100.09–.11

COMPILATION OF PROSPECTIVE FINANCIAL STATEMENTS

- Basis of Accounting Other Than GAAP 200.25
- Content of Report 200.16
- Date of Accountant's Report 200.20
- Inconsistent Information 200.63
- Lack of Independence 200.21
- Misleading Information or Representations 200.14
- Planning the Engagement 200.68

COMPILATION OF PROSPECTIVE FINANCIAL STATEMENTS—continued

- Reports—See Reports on Prospective Financial Statements
- Responsibility of Auditor 200.23
- Services Provided in Connection With a Financing 9100.39
- Standards and Procedures 200.10–.14; 200.68
- Summary of Significant Assumptions 200.12; 200.24–.26
- Withdrawal From Engagement 200.14; 200.63
- Working Papers 200.15

COMPLIANCE ATTESTATION

- Adverse Opinion 500.66–.67; 500.69; 500.71
- Agreed-Upon Procedures 500.04–.05; 500.15–.28; 500.72–.73; 600.10; 9400.03–.04
- Agreed-Upon Procedures Report 500.23–.27
- Attestation Risk 500.30–.34
- Authority of Reports Issued 500.03
- Conditions for Engagement 500.09; 500.11; 500.13
- Considerations for Understanding Compliance Requirements 500.19; 500.39
- Control Risk 500.33; 500.44–.45
- Deficiencies in Internal Control 500.46
- Detection Risk 500.34
- Disclaimer of Opinion 500.73
- Documentation 500.14
- Evidential Matter 500.11; 500.47–.48
- Examination Engagement 500.04; 500.06; 500.11; 500.13; 500.29–.73
- Examination Engagement—Practitioner's Report 500.54–.73
- Illustrative Reports 500.24–.27; 500.56; 500.58; 500.60; 500.65; 500.68–.70
- Inherent Risk 500.32
- Internal Audit Function 500.43
- Internal Control 500.04; 500.06–.07; 500.09; 500.44–.46
- Interpretations of Laws & Regulations 500.25; 500.60
- Limited Use Reports 500.23; 500.58
- Management Representations 500.72–.73
- Management Responsibilities 500.14
- Materiality 500.23; 500.35–.36
- Nonattest Engagement 500.08
- Noncompliance 500.21–.22; 500.51–.52; 500.63–.70
- Other Information in Client-Prepared Document 500.74–.75
- Planning 500.40–.51
- Practitioner's Responsibilities in Performing Examination 500.37–.38
- Pre-Award Surveys 9400.03–.04

References are to AT section and paragraph numbers

COMPLIANCE ATTESTATION—continued

- Qualified Opinions 500.67–68; 500.71; 500.73
- Report Included With Audit Report 500.70
- Report Modification
 - Conditions 500.62–63; 500.67
- Reports on Assertions 500.11
- Representation Letters 500.11; 500.55
- Review Engagement 500.07
- Scope of Services 500.04–08; 500.16
- Scope Restrictions 500.20; 500.73
- Specialists 500.42
- Subsequent Events 500.22; 500.49–51
- Uncertainties 500.71

CONDUCT, CODE OF PROFESSIONAL

- Attest Engagement 100.16; 100.20

CONSISTENCY

- Attestation Standards & GAAS and SSARS 100.90
- General Standards 100.14–24; 9100.36

CONTROL RISK

- Attest Engagement Relating to Management's Discussion and Analysis 700.33
- Compliance Attestation 500.33; 500.44–45
- Definition 700.31

CUTOFF DATES

- Agreed-Upon Procedures Report 9100.43
- Solvency Report 9100.43

D**DATE OF REPORT**

- Agreed-Upon Procedures 500.28; 600.36; 9100.43
- Attest Engagement Relating to Management's Discussion and Analysis 700.71; 700.87
- Compilation of Prospective Financial Statements 200.20
- Compliance Attestation 500.28; 500.61
- Dual-Dating 300.11
- Examination 500.61
- Examination of Prospective Financial Statements 200.35
- Pro Forma Financial Statements 300.11

DEFENSE INDUSTRY QUESTIONNAIRE ON BUSINESS ETHICS AND CONDUCT

- Accountability Principle 9100.01–02
- Application of Attestation Standards to Engagement 9100.04
- Attest Engagements 9100.01–32
- Attestation Risk 9100.09
- Background 9100.29
- Contractor Assertions and Examination Reports
 - Disclaimer of Opinion 9100.28
 - Opinion Modified for Exception and Negative Response 9100.28
 - Opinion Modified for Exception on Certain Response 9100.19; 9100.28

DEFENSE INDUSTRY QUESTIONNAIRE ON BUSINESS ETHICS AND CONDUCT—continued

- Unqualified Opinion 9100.28
- Unqualified Opinions Modified for Negative Responses 9100.28
- Criteria for Evaluating Contractor's Assertions 9100.05–07; 9100.22–23
- Defense Contractor Assertion and Review Report 9100.32
- Disclaimer of Opinion on Extent of Compliance 9100.18
- Evidential Matter 9100.09–15
- Examination 9100.08–15; 9100.24–25
- Form of Practitioner's Report 9100.06–21
- General Distribution Reports 9100.03–07
- Illustrative Procedures for Examination of Questionnaire Answers 9100.27
- Initiatives and Questionnaire 9100.30
- Practitioner 9100.01–32
- Procedures Applied to Questionnaire Responses 9100.08–15; 9100.24–25; 9100.31
- Relevance 9100.04–07; 9100.22–23
- Reliability 9100.04–07; 9100.22–23
- Review 9100.08–15; 9100.24; 9100.26
- Scope Limitation 9100.14–15
- Withdrawal by Practitioner 9100.13

DEFINITIONS—See Terminology**DETECTION RISK**

- Attest Engagement Relating to Management's Discussion and Analysis 700.34
- Definition 700.31

DISCLAIMER OF OPINION

- Agreed-Upon Procedures 600.12; 600.33
- Attest Engagement Relating to Management's Discussion and Analysis 700.74; 700.112–113
- Compliance Attestation 500.73
- Cost-Benefit Statement 400.56
- Extent of Compliance With Defense Contractor's Code of Ethics 9100.18
- Prospective Financial Statements 200.41; 200.58
- Scope Limitations 200.41–42; 400.43; 400.60; 400.62–63

DISCLOSURE

- Attest Engagement 100.74–75
- Basis of Accounting Other Than GAAP 200.25
- Summary of Significant Assumptions 200.12; 200.24–26; 200.38–41
- Year 2000 Issue in Management's Discussion and Analysis 9700.01–17

References are to AT section and paragraph numbers

DOCUMENTATION

- Compliance Attestation 500.14

DUE PROFESSIONAL CARE

- General Standards 100.28–30

E**EMPHASIS OF A MATTER**

- Attest Engagement Relating to Management's Discussion and Analysis . . . 700.76; 700.92
- Prospective Financial Statements Compilation 200.23
- Prospective Financial Statements Examination 200.44

ENGAGEMENT

- Agreed-Upon Procedures—See Agreed-Upon Procedures
- Attestation—See Attest Engagement
- Pro Forma Financial Statements—See Pro Forma Financial Statements
- Prospective Financial Statements—See Prospective Financial Statements

ENTITY, ACCOUNTING

- Definition 200.06
- Reporting on an Entity's Internal Control Over Financial Reporting—See Internal Control

ERRORS—See Fraud**EVIDENTIAL MATTER**

- Attest Engagement Relating to Management's Discussion and Analysis 700.60–61
- Competence 100.41–42
- Compliance Attestation—Examination 500.11; 500.47–48
- Defense Industry Questionnaire on Business Ethics and Conduct 9100.09–15
- Fieldwork Standards 100.40–46
- Internal Control 400.15; 400.27–29
- Pro Forma Financial Statements 300.10
- Relation to Attestation Risk 100.41–46

EXAMPLES—See Illustrations**F****FIELDWORK—See Standards of Fieldwork, Attest****FINANCIAL FORECASTS—See Forecasts****FINANCIAL PROJECTIONS**

- Compilation 200.12; 200.18
- Definition 200.06
- Examination Report Example 200.33
- Hypothetical Assumptions 200.06; 200.12; 200.33; 200.40
- Limited Use 200.08; 200.18; 200.33; 200.40
- Range 200.06
- Use of Accountant's Name 200.09

FINANCIAL STATEMENTS

- Historical Associated With Prospective Financial Statements 200.22; 200.46; 200.58–60
- Pro Forma—See Pro Forma Financial Statements
- Prospective Financial Statements—See Prospective Financial Statements
- Services Provided in Connection With a Financing 9100.39–40

FORECASTS

- Adverse Opinion 200.39
- Agreed-Upon Procedures 200.57
- Compilation Report 200.17; 200.19
- Definition 200.06
- Disclaimer of Opinion 200.41
- Examination Report 200.32; 200.34
- General Use 200.07–08
- Limited Use 200.07–08
- Qualified Opinion 200.37
- Range 200.06

FOREIGN CORRUPT PRACTICES ACT OF 1977

- Compliance Reports 400.86

FRAUD

- Internal Control Considerations and Representations 400.14; 400.36–38; 400.42; 400.45

G**GENERAL STANDARDS, ATTEST**

- Agreed-Upon Procedures Engagement 600.05
- Attest Engagement Relating to Management's Discussion and Analysis 700.02
- Attestation Standards v. GAAS 100.89
- Criteria for Performance 100.14–24; 100.34
- Due Professional Care 100.28–30
- Independence 100.25–27
- Knowledge 100.12–13; 9100.36
- Training and Proficiency 100.09–11

GENERALLY ACCEPTED AUDITING STANDARDS

- Apparent Inconsistencies With Attestation Standards 100.90
- Comparison With Attestation Standards 100.89

H**HISTORICAL FINANCIAL STATEMENTS**

- Condition for Reporting on Pro Forma Financial Statements 300.07
- Pro Forma Adjustments 300.05; 300.10

I**ILLUSTRATIONS**

- Adverse Opinion 200.39; 500.66; 500.69
- Adverse Opinions Due to Disagreement With Management 400.57
- Adverse Opinion Due to Material Weakness 400.55

References are to AT section and paragraph numbers

ILLUSTRATIONS—continued

- Association With Historical Financial Statements 200.22
- Combined Reports Relating to Management's Discussion and Analysis Engagements 700.117
- Compliance Attestation—Agreed-Upon Procedures Reports 500.24–.27
- Compliance Attestation—Examination Reports 500.56; 500.58; 500.60; 500.65–.66; 500.68–.71
- Defense Contractor Assertion and Review Report 9100.32
- Defense Contractor Assertions and Examination Reports 9100.28
- Defense Industry Initiatives and Questionnaire on Business Ethics and Conduct . . 9100.30
- Disclaimer of Opinion 200.41
- Disclaimer of Opinion Due to Scope Limitation 400.63
- Disclaimer of Opinion on Management's Cost Benefit Statement 400.58
- Disclaimer of Opinion on Pro Forma Financial Statements With Scope Limitation . . 300.20
- Examination Reports Relating to Management's Discussion and Analysis Engagements 700.115
- Financial Feasibility Study 200.48
- Financial Projections—Compilation Report 200.18
- Financial Projections—Examination Report 200.33
- Forecasts—Agreed-Upon Procedures 200.57
- Forecasts—Compilation Report 200.17; 200.19
- Forecasts—Examination Report 200.32; 200.34
- Letters to Regulators 9100.58–.59
- Limited Use 500.58
- Management's Assertion Based on Criteria Specified by Regulatory Agency . . . 400.75
- Modifications to Standard Practitioner's Report on Internal Control 400.54
- Modified Report on Pro Forma Financial Statements With Uncertainty 300.20
- Omission of Significant Accounting Policies 200.26
- Opinion Based in Part on the Report of Another Practitioner 400.65
- Practitioner's Report on Internal Control Identifying Material Weakness and Included in Same Document Containing Audit Report 400.59
- Practitioner's Report on Management's Assertion About the Effectiveness of an Entity's Internal Control as of a Specified Date 400.47

ILLUSTRATIONS—continued

- Practitioner's Report on Management's Assertion About the Suitability of Design of Entity's Internal Control 400.72
- Practitioner's Report Presented Separately From Management's Assertions on Internal Control 400.46
- Procedures Applied to Defense Industry Questionnaire Responses 9100.31
- Procedures for Examination of Answers to Defense Industry Questionnaire . . 9100.27
- Qualified Opinion 200.37; 500.68
- Qualified Opinions Resulting From Scope Limitations 400.61
- Qualified Report on Pro Forma Financial Statements With Scope Limitation 300.20
- Report on Examination at Year End & Review at Interim Date of Pro Forma Financial Statements 300.18
- Report on Examination of Pro Forma Financial Information 300.16
- Report on Pro Forma Financial Statements Accounted for as Pooling of Interests 300.19
- Report on Pro Forma Financial Statements Qualified for Reservations About Propriety of Assumptions 300.20
- Report on Review of Pro Forma Financial Information 300.17
- Reporting on the Effectiveness of a Segment of the Entity's Internal Control . . . 400.70
- Reports on Applying Agreed-Upon Procedures 200.57–.58; 600.34
- Review Report 100.65
- Review Reports Relating to Management's Discussion and Analysis Engagements . . 700.116–.117
- Statement Added to Report for Review of Pro Forma Financial Statements 300.12
- Unqualified Opinion 100.60

INDEPENDENCE

- General Standards 100.25–.27

INDUSTRY PRACTICES

- Criteria for Performance of Attest Engagement 100.14

INHERENT RISK

- Attest Engagement Relating to Management's Discussion and Analysis 700.32
- Definition 700.31

INQUIRIES

- Attest Engagement 100.44–.46
- Compilation Procedures 200.14

INTERIM FINANCIAL INFORMATION

- Effectiveness of Controls 400.31

References are to AT section and paragraph numbers

LEVERAGED BUYOUT

- Attest Engagement 9100.33-44

LOAN AGREEMENTS—See Borrowing Contract**M****MANAGEMENT**

- Advisory Services 100.83-88
- Disagreements With Practitioner 400.56-58; 500.67-71
- Discussion and Analysis—See Management's Discussion and Analysis
- Knowledge of SEC Requirements to Prepare Management's Discussion and Analysis 700.15
- Reporting on an Entity's Internal Control Over Financial Reporting—See Internal Control
- Representations in Attest Engagement Relating to Management's Discussion and Analysis 700.111-113
- Representations in Compliance Attestation 500.72-73
- Representations on Pro Forma Financial Statements 300.10
- Representations Relating to Internal Control 400.42-43
- Responsibilities 500.14; 700.16-17; 700.95

MANAGEMENT'S DISCUSSION AND ANALYSIS

- Analytical Procedures 700.20
- Another Auditor Audits Significant Part of Financial Statements 700.106
- Applicability 700.02-04
- Combined Reports 700.117
- Communications Between Predecessor and Successor Auditors 700.103-105
- Communications With Audit Committee 700.108-110
- Comparison of Activities Performed Under SAS No. 8 Versus a Review or an Examination Attest Engagement 700.118
- Conditions for Engagement
 - Performance 700.05-14
 - Examination 700.05-14
 - Review 700.08-14
- Engagement Acceptance Considerations 700.15
- Examination Engagement 700.29-76
 - Attestation Risk 700.30-34
 - Consideration of Audit Results 700.45-46
 - Control Risk 700.33
 - Dating of the Report 700.71
 - Detection Risk 700.34
 - Emphasis of a Matter 700.76
 - Evidential Matter 700.60-61
 - Forming an Opinion 700.68
 - Inherent Risk 700.32
 - Internal Audit Function 700.49
 - Internal Control Considerations 700.50-59

MANAGEMENT'S DISCUSSION AND ANALYSIS—continued

- Multiple Components 700.47
- Nature of Assertions 700.35-40
- Nonfinancial Data 700.63-65
- Performing an Engagement 700.41-42
- Planning the Engagement 700.43-49
- Reference to Report of Another Practitioner 700.75; 700.115
- Report Modifications 700.72-74; 700.115
- Reporting 700.69-76; 700.93-94; 700.115; 9700.05; 9700.07
- Scope Limitation 700.74; 700.112
- Subsequent Events 700.66-67
- Testing Completeness 700.62
- Tests of Disclosure 9700.08-13
- Using the Work of a Specialist 700.48; 9700.11-13
- Year 2000 Issue 9700.01-17
- General Considerations 700.01-28
- Illustrations 700.115-117
- Information, Inclusion of 700.24-28
 - External 700.25
 - Forward-Looking 700.26-27
 - Pro Forma Financial Information 700.24
 - Voluntary 700.28
- Interim Period 700.11-14
- Judgment 700.30; 700.49; 700.60-65
- Legal Counsel 700.17; 700.108
- Management Responsibilities 700.16-17
- Management's Preparation Methodology 700.18-19
- Materiality 700.21-23
- Objective of Examination 700.05; 700.21
- Objective of Review 700.08; 700.21; 700.77
- Performance of Agreed-Upon Procedures 700.02
- Practitioner is Engaged Subsequent to Filing 700.95-99
- Predecessor Auditor Has Audited Prior Period Financial Statements 700.100-102
- Presentations Based on Non-SEC-Adopted Criteria 700.03
- Prior Period Audited by Predecessor Auditor 700.07; 700.10
- Public and Nonpublic Entities 700.01-118
- Representations, Obtaining Written 700.111-113; 9700.16-17
- Required Elements 700.05
- Responsibility for Other Information in Documents Containing 700.107
- Review Engagement 700.77-92
 - Analytical Procedures and Inquiries 700.80-82; 9700.14-15
 - Dating of the Report 700.87
 - Emphasis of a Matter 700.92

References are to AT section and paragraph numbers

MANAGEMENT'S DISCUSSION AND ANALYSIS—continued

- Internal Control Considerations 700.79
- Planning the Engagement 700.78
- Reference to Report of Another Practitioner 700.91
- Report Modifications 700.88–91; 700.116
- Reporting 700.83–94; 700.116; 9700.05; 9700.07
- Year 2000 Issue 9700.01–17
- SEC Requirements 700.04; 700.18–19
- Standards and Procedures 700.02
- Substantive Tests 700.20
- Tests of Controls 700.20
- Tests of Disclosures 9700.14–15
- Timing of Procedures 700.20
- Use of Practitioner's Name in Client-Prepared Document 700.17
- Withdrawal From Engagement 700.74; 700.112–113
- Year 2000 Issue 9700.01–17

MAS ENGAGEMENTS

- Assertions Involved in Attest Services 100.86
- Attest Services 100.83–88
- Attest V. MAS Services 100.84
- Criteria Involved in Attest Services 100.86
- Evidential Matter 100.86
- Nonattest Evaluations of Written Assertions 100.87; 400.08
- Reports on Attest Services 100.85

MATERIALITY

- Agreed-Upon Procedures Engagement 200.50; 500.23; 600.10; 600.12; 600.27; 600.33
- Attest Engagement 100.54
- Attest Engagement Relating to Management's Discussion and Analysis 700.21–23
- Compliance Attestation 500.35–36
- Effect on Prospective Financial Statements 200.05

MD&A—See Management's Discussion and Analysis

MEASUREMENT

- Reasonableness Criteria for Assertions 100.14–24; 9100.36

N

NEGATIVE ASSURANCE

- Agreed-Upon Procedures 600.03; 600.26; 600.33
- Pro Forma Financial Statements 300.09
- Reports on Attest Engagements—See Reports on Attest Engagements

NONATTEST SERVICES

- Compliance Attestation 500.08
- Internal Control 400.08; 9400.07–08
- Management's Discussion and Analysis 700.03
- MAS Engagements 100.87

O

OPINIONS, AUDITORS'

- Adverse—See Adverse Opinions
- Agreed-Upon Procedures 600.03; 600.33
- Attest Engagement Relating to Management's Discussion and Analysis 700.68
- Examples—See Illustrations
- Prospective Financial Statements 200.28; 200.36–42; 200.54; 200.57
- Qualified—See Qualified Opinion
- Unqualified—See Unqualified Opinion

P

PLANNING

- Attest Engagement Relating to Management's Discussion and Analysis 700.20–21; 700.30–31; 700.43–50; 700.52; 700.78
- Compliance Attestation 500.40–49
- Evidential Matter 500.47–48
- Internal Audit Function 500.43
- Internal Control Considerations 500.44–46
- Multiple Components 500.41
- Subsequent Events 500.49–51
- Use of Specialists 500.42
- Engagement to Examine and Report on Management's Assertions of Effectiveness of Internal Control 400.17–20
- Documentation 400.20
- Entity's Operations in Multiple Locations 400.18
- Internal Audit Function 400.19
- Fieldwork Standards 100.31–36

PRACTITIONER

- Acceptance of Engagement Relating to Management's Discussion and Analysis 700.06–07; 700.09–15
- Agreed-Upon Procedures Engagements 600.01–49
- Agreed-Upon Procedures Report Included With Financial Statements 600.33
- Another Auditor Audits Significant Part of Financial Statements 700.106
- Attest Engagement Relating to Management's Discussion and Analysis 700.01–118; 9700.01–17
- Attest Engagements 100.01–90; 9100.01–55
- Attest Services Related to MAS Engagements 100.83–88
- Compliance Attestation 500.01–77
- Conclusion on Assertion 100.03–04
- Defense Industry Questionnaire on Business Ethics and Conduct 9100.01–32
- Definition 100.01; 700.02
- Engaged Subsequent to Filing 700.95–99
- Evidential Matter 100.40–46; 200.51
- Examples of Services Not Considered Attest Engagements 100.02

References are to AT section and paragraph numbers

PRACTITIONER—continued

- Expert Testimony on Matters Relating to Solvency 9100.53–.55
- Illustrative Reports—See Illustrations
- Independence . . . 100.25–.27; 200.50; 600.10
- Knowledge . . . 100.12–.13; 600.15; 600.42; 700.06–.07; 700.09–.10; 700.100
- Litigation Services 9100.47–.55
- Objective in Examination of Management's Discussion and Analysis 700.05; 700.21; 9700.04
- Objective in Review of Management's Discussion and Analysis 700.08; 700.77; 9700.04
- Planning and Supervision 100.31–.39; 200.51; 700.20–.21; 700.30–.31; 700.43–.50; 700.52; 700.78
- Pre-Award Surveys 9400.01–.08
- Predecessor and Successor Auditors 700.103–.105
- Predecessor Auditor Has Audited Prior Period Financial Statements 700.100–.102
- Pro Forma Financial Statements 300.01–.20
- Reasonableness Criteria for Assertions 100.14–.24
- Relevance of Assertions 100.18–.24
- Reliability of Assertions 100.18–.24
- Reporting on an Entity's Internal Control Over Financial Reporting—See Internal Control
- Reporting on Attest Engagements 100.49–.77; 700.69–.76; 700.83–.86
- Requests for Assurance on Solvency 9100.33–.44
- Responsibilities and Functions 100.06; 600.14–.16; 600.42; 700.02; 700.107; 9400.01–.08; 9700.03–.06
- Role as Successor Auditor in Engagement Relating to Management's Discussion and Analysis 700.07; 700.10
- Services in Connection With a Financing 9100.39–.40
- Training and Proficiency 100.09–.11; 200.51
- Understanding SEC Requirements and Management's Methodology for Management's Discussion and Analysis Preparation 700.18–.19
- Understanding With Client 100.35; 200.49–.53; 600.03; 600.11–.12

PRE-AWARD SURVEYS

- Ability of Entity to Establish Suitably Designed Internal Control 9400.07–.08
- Agreed-Upon Procedures 9400.03–.04
- Compliance Attestation 9400.03–.04
- Design Effectiveness of Entity's Internal Control 9400.01–.04
- Examination 9400.03–.04
- Internal Control 9400.07–.08
- Practitioner's Responsibility 9400.01–.08
- Prescribed Forms 9400.05–.06

PREPARED REPORT FORMS—See Special Reports**PRO FORMA FINANCIAL STATEMENTS**

- Adjustments 300.05; 300.10
- After Balance Sheet Date 300.03
- Agreed-Upon Procedures . . . 300.01; 9100.41
- Attestation Risk 300.07
- Conditions for Reporting 300.07
- Definition 200.06
- Evidential Matter 300.10
- Examination Procedures 300.08
- Knowledge Requirement 300.07
- Letter for Underwriters and Certain Other Requesting Parties 300.01
- Management Representations 300.10
- Objective 300.04; 300.08–.09
- Outside Basic Financial Statements 300.02
- Presentation 300.04–.06
- Procedures to Apply to Assumptions or Adjustments 300.10
- Reports—See Reports on Pro Forma Financial Statements
- Review Procedures 300.09
- Services Provided in Connection With a Financing 9100.39–.40
- Types of Transactions Included 300.04

PROSPECTIVE FINANCIAL STATEMENTS

- Agreed-Upon Procedures 200.49–.54; 200.57; 600.10
- Assembly 200.06
- Association With Historical Financial Statements 200.22; 200.46; 200.58–.60
- Attestation Risk 200.69
- Budgets 200.58
- Compilation—See Compilation of Prospective Financial Statements
- Definition 200.06
- Examination Procedures 200.27–.48; 200.69
- Financial Feasibility Study 200.47–.48
- Financial Projections—See Financial Projections
- Forecasts—See Forecasts
- Format 200.67
- General Use 200.07
- Inconsistent Information 200.62
- Key Factors 200.06
- Limited Use 200.08
- Litigation Support Services 200.03
- Material Misstatements 200.64–.65
- Materiality, Effect 200.05; 200.50; 200.54
- Misleading Information or Representations 200.14
- Presentation Guidelines 200.37; 200.39; 200.41–.42; 200.67
- Pro Forma Financial Statements 200.06
- Range 200.06
- Reports on the Results of Applying Agreed-Upon Procedures 200.54; 200.57

References are to AT section and paragraph numbers

PROSPECTIVE FINANCIAL STATEMENTS—continued

- Reports, Other Auditors 200.45
- Responsible Party 200.06–.09; 200.17; 200.50; 200.52–.54
- Services Provided in Connection With a Financing 9100.39–.40
- Standards and Procedures for Agreed-Upon Procedures 200.49–.54
- Standards and Procedures for Examination 200.27–.29
- Summary of Significant Assumptions 200.12; 200.24–.26; 200.38–.41; 200.50; 200.58
- Training and Education 200.68–.69
- Use by Third Party 200.02–.03
- Use of Accountant's Name 200.59–.60
- Working Papers 200.15; 200.30

Q**QUALIFIED OPINION**

- Attest Engagement Relating to Management's Discussion and Analysis 700.73–.74; 700.112–.113
- Compliance Attestation 500.67–.68; 500.71; 500.73
- Prospective Financial Statements 200.37–.38
- Scope Limitations 200.38; 400.43; 400.60–.61

R**REGULATIONS—See Compliance Attestation****REGULATORY AGENCIES**

- Compliance Attestation—See Compliance Attestation
- Internal Control Assertions 400.73–.77
- Requesting Access to or Photocopies of Working Papers 9100.56–.59

RELEVANCE

- Usefulness of Assertions 100.18–.24; 9100.04–.07; 9100.22–.23

RELIABILITY

- Usefulness of Assertions 100.18–.24; 9100.04–.07; 9100.22–.23

REPORTABLE CONDITIONS & MATERIAL WEAKNESSES

- Internal Control 400.35–.41; 400.52–.59; 400.74; 400.76–.77; 400.84–.85

REPORTS

- Attest Engagement—See Reports on Attest Engagements
- Internal Control—See Internal Control
- Pro Forma Financial Statements—See Reports on Pro Forma Financial Statements
- Prospective Financial Statements—See Reports on Prospective Financial Statements

REPORTS ON ATTEST ENGAGEMENTS

- Accountability Principle 9100.02
- Adverse Report 100.74–.75; 500.66–.67; 500.69; 500.71; 700.73–.74
- Agreed-Upon Procedures 100.76–.77; 400.05; 500.23–.28; 600.33–.38; 9100.40; 9100.42–.44
- Assertions Based on Agreed-Upon Criteria 100.58; 100.64
- Assertions Based on Established Criteria 100.57–.65
- Attest Services as Part of MAS Engagement 100.85; 600.48
- Availability to Public 600.10; 600.33
- Combined or Included 600.48; 700.93–.94; 700.117
- Compliance Attestation 500.03; 500.11; 500.23–.28; 500.54–.71; 500.73
- Content of Agreed-Upon Procedures Report 9100.42
- Content of Examination Report 100.58; 700.70
- Content of Review Report 100.64; 700.86
- Date of Report 500.25; 500.61; 600.36; 700.71; 700.87; 9100.43
- Defense Contractor Assertion and Review Report 9100.32
- Defense Contractor Assertions and Examination Reports 9100.28
- Departure From Established Criteria 100.74
- Disclaimer of Assurance 100.72–.73
- Disclaimer of Opinion on Defense Industry Questionnaire 9100.18; 9100.28
- Disclaimer of Opinion—Compliance Attestation 500.73
- Disclaimer of Opinion—Management's Discussion and Analysis 700.74; 700.112–.113
- Draft Report Furnished to Client 9100.44
- Emphasis of a Matter 100.57; 700.76; 700.92
- Examination 100.57–.60; 400.10; 500.54–.71; 500.73; 700.69–.76; 700.115; 9700.05; 9700.07
- Explanatory Language 600.35
- Form of Practitioner's Opinion on Defense Industry Questionnaire 9100.16–.17
- Form of Report 100.59
- General Use 100.51; 100.55; 100.58; 9100.03–.07
- Illustrations—See Illustrations
- Included With Audit Report 500.70
- Internal Control—See Internal Control
- Limited Use 100.58; 100.76–.77; 400.73; 500.58; 600.04; 600.10; 600.12; 600.33; 600.48
- Management's Discussion and Analysis 700.69–.76; 700.83–.92; 700.115–.117; 9700.05; 9700.07
- Negative Assurance 100.44–.46; 100.55–.56; 100.62; 100.65

References are to AT section and paragraph numbers

REPORTS ON ATTEST**ENGAGEMENTS—continued**

- Nonattest Services Report 9400.08
- Nonparticipant Parties as Specified Users 600.38
- Omission of an Assertion 100.54
- Other Information in Client-Prepared Document 400.78–81; 500.74–75
- Practitioner's Reservations About Assertions 100.70; 100.74–75
- Practitioner's Reservations About Engagement 100.70–73
- Pre-Award Surveys 9400.01–08
- Pro Forma Financial Information—See Reports on Pro Forma Financial Statements
- Qualified Opinion 100.72–75; 500.67–68; 500.73; 700.73–74; 700.112–113; 700.115
- Reporting on an Entity's Internal Control Over Financial Reporting—See Internal Control
- Reporting on Assertions 100.49–77; 500.11
- Reporting on the Character of the Engagement 100.49–52
- Responses to Defense Industry Questionnaire 9100.03–15
- Restrictions on Performance of Procedures 600.37
- Review 100.55–56; 100.62–65; 700.83–92; 700.116–117; 9100.32; 9700.05; 9700.07
- Scope Limitation 100.72–73; 700.74; 700.89; 700.112–113; 9100.20; 9100.28
- Solvency Reports 9100.42
- Specialist Assistance 600.22
- Unqualified Opinion 100.60; 700.69–70; 700.115–116; 9100.28

REPORTS ON INTERNAL CONTROL—See Internal Control**REPORTS ON PRO FORMA FINANCIAL STATEMENTS**

- Contents of Report 300.12
- Date of Report 300.11
- Examination 300.12; 300.16; 300.18
- Illustrations—See Illustrations
- Pooling-of-Interests Transaction 300.13; 300.19
- Presentation 300.11
- Qualified for Reservations About Propriety of Assumptions 300.14; 300.20
- Review 300.12; 300.17–18
- Scope Limitations 300.14; 300.20
- Uncertainties 300.14; 300.20

REPORTS ON PROSPECTIVE FINANCIAL STATEMENTS

- Adverse Opinion 200.39–40
- Agreed-Upon Procedures 200.50; 200.57; 9100.40
- Availability to Public 200.50; 200.54
- Basis of Accounting Other Than GAAP 200.25
- Compilation Report 200.16–23
- Contents of Agreed-Upon Procedures Report 200.54
- Contents of Examination Report 200.31
- Date of Accountant's Report 200.20; 200.35
- Disclaimer of Opinion 200.41; 200.54; 200.58
- Examination as Part of Larger Engagement 200.47
- Examination Report 200.31–35
- Financial Feasibility Study 200.47–48
- Illustrations—See Illustrations
- Lack of Independence 200.21
- Modifications to Compilation Report 200.24–26
- Modifications to Examination Report 200.36–48
- Preparation and Presentation of Financial Statements 200.04
- Qualified Opinion 200.37–38
- Restricted Use 200.50; 200.54
- Tax Matters 200.23

REPORTS, OTHER AUDITORS'

- Examination of Prospective Financial Statements 200.45

REPRESENTATION LETTERS

- Agreed-Upon Procedures 600.07; 600.39–41
- Attest Engagement Relating to Management's Discussion and Analysis 700.111–113; 9700.16–17
- Compliance Attestation 500.11; 500.55
- Management's Written Assertion on Effectiveness of Internal Control 400.03–04; 400.42–43; 500.11; 500.55

REVIEW OF FINANCIAL STATEMENTS

- Services Provided in Connection With a Financing 9100.39

REVIEW REPORTS

- Attest Engagement Relating to Management's Discussion and Analysis 700.83–92; 700.116–117
- Defense Industry Questionnaire on Business Ethics and Conduct 9100.08–15; 9100.24; 9100.26; 9100.32
- Evidential Matter 100.44–46
- General Standard—Consistency 100.24
- Levels of Assurance 100.55–56
- Negative Assurance 100.56; 100.62; 100.65; 300.09
- Pro Forma Financial Statements 300.12; 300.17–18

References are to AT section and paragraph numbers

RISK

- Attestation Risk 100.34; 100.41–46;
 100.55–56; 200.69; 300.07;
 400.15; 500.30–34;
 700.30–34; 9100.09
- Control Risk 500.33; 500.44–45; 700.33
- Detection Risk 500.34; 700.34
- Inherent Risk 500.32; 700.32

S**SCOPE OF EXAMINATION**

- Limitations 100.35; 100.72–73; 200.38;
 200.41–42; 300.14; 400.43;
 400.60–63; 700.74; 700.112–113;
 9100.14–15
- Understanding With Client 100.35

SEC—See Securities and Exchange
Commission

SECURITIES AND EXCHANGE COMMISSION

- Management's Discussion and Analysis
Requirements 700.04

SECURITIES EXCHANGE ACT OF 1934

- Foreign Corrupt Practices Act 400.86

SOLVENCY

- Agreed-Upon
Procedures 9100.40; 9100.42–44
- Attest Engagements 9100.33–44;
 9100.53–55
- Auditor's Knowledge of Entity 9100.41
- Expert Testimony 9100.53–55
- Fraudulent Transfers and
Obligations 9100.01; 9100.05
- Legal Matters 9100.37; 9100.53–55
- Requests for Assurance 9100.33–44
- Services Provided in Connection With a
Financing 9100.39–40
- Use of Lender's Definitions 9100.38

SOURCES OF INFORMATION

- Attest Engagement 100.41–42
- Reliability 100.41–42

SPECIAL REPORTS

- Conformity With Professional
Standards 9400.06
- Pre-Award Surveys 9400.05–06

SPECIALISTS

- Agreed-Upon Procedures 200.54; 600.12;
 600.21–23; 600.33
- Attest Engagement Relating to
Management's Discussion
and Analysis 700.48; 9700.11–13
- Compliance Attestation 500.42
- Matters Requiring Specialists 600.21–23
- Use in Attest Engagements 100.13

STANDARDS OF FIELDWORK, ATTEST

- Agreed-Upon Procedures
Engagement 600.05
- Attest Engagement Relating to Management's
Discussion and Analysis 700.02
- Attestation Standards v. GAAS 100.89
- Evidential Matter 100.40–46
- Planning 100.31–36
- Supervision 100.31–32; 100.37–39

STANDARDS OF REPORTING, ATTEST

- Agreed-Upon Procedures
Engagement 600.05
- Attest Engagement Relating to Management's
Discussion and Analysis 700.02
- Attestation Standards v. GAAS 100.89
- Character of the Engagement 100.49–52
- Expression of
Assurance 100.53–65; 100.70
- Identifying Assertions 100.49–52
- Limited Use of Reports 100.58;
 100.64; 100.76–77
- MAS Engagement 100.85
- Practitioner's Reservations About
Assertions 100.70; 100.74–75
- Practitioner's Reservations About
Engagement 100.70–73

STANDARDS, ATTESTATION—See
Attestation Standards

**STATEMENTS ON STANDARDS FOR
ACCOUNTING AND REVIEW SERVICES**

- Apparent Inconsistencies With Attestation
Standards 100.90

SUBSEQUENT EVENTS

- Attest Engagement Relating to Management's
Discussion and Analysis 700.66–67
- Compliance Attestation 500.22;
 500.49–51
- Management's Assertion of Effectiveness
of Internal Control 400.66–69

SUPERVISION

- Due Professional Care 100.28–30
- Fieldwork
Standards 100.31–32; 100.37–39
- Work of Assistants 100.37–39

T**TERMINOLOGY**

- Accountant 700.02
- Agreed-Upon Procedures
Engagement 600.03
- Analytical Procedures 700.20
- Assertions 100.01; 600.06; 700.35
- Attest Engagement 100.01; 700.01;
 9100.04
- Attestation Risk 100.34; 200.69
- Auditor 700.02
- Control Risk 700.33
- Detection Risk 700.34
- Entity 200.06
- Financial Forecast 200.06
- Financial Projection 200.06
- Fraudulent Transfers and
Obligations 9100.33
- Hypothetical Assumption 200.06
- Inherent Risk 700.32
- Litigation Support Services 200.03

References are to AT section and paragraph numbers

TERMINOLOGY—continued

- Practitioner 100.01; 700.02
- Pro Forma Financial Statements 200.06
- Prospective Financial Statements 200.06
- Public Entity 700.02
- Specialist 600.21
- Specified Users 600.04
- Stipulated Facts 9100.51–53
- Subject Matter of an Assertion 600.06
- Trier of Fact 9100.48
- Working Papers 100.79

TIMELINESS

- Attest Engagement 100.32

TRAINING AND EDUCATION

- General Standards 100.09–11

U**UNCERTAINTIES**

- Compliance Attestation 500.71

UNQUALIFIED OPINION

- Assertions 100.60
- Attest Engagement Relating to Management's Discussion and Analysis 700.69–70
- Defense Industry Questionnaire on Business Ethics and Conduct 9100.28

USEFULNESS

- Relevance of Assertions 100.18–24
- Reliability of Assertions 100.18–24

USERS

- Identification 200.54; 500.23;
..... 600.12; 600.33; 600.38

USERS—continued

- Responsibilities in Agreed-Upon Procedures Engagement 200.50; 200.52–54;
..... 600.03; 600.10–13; 600.17;
..... 600.22; 600.33; 600.38; 600.45

W**WORKING PAPERS**

- Agreed-Upon Procedures 600.29–32
- Attestation Engagements 100.35;
..... 100.78–82; 9100.56–59
- Custody 100.82; 600.32
- Definition 100.79
- Examples 100.79
- Form and Content 100.78–79; 600.29
- Ownership 100.80; 600.30
- Prospective Financial Statements 200.15; 200.30
- Providing to Regulator Access to or Photocopies of 9100.56–59
- Records 100.81; 600.31
- Regulator Access 600.30
- Retention 100.82; 600.32
- Understanding With Client 100.35

Y**YEAR 2000 ISSUE**

- Description 9700.01
- Management Representations 9700.16–17
- Management's Discussion and Analysis, Examining or Reviewing 9700.01–17
- Testing Disclosures 9700.08–15
- Manifestation and Effects 9700.02
- Practitioner Responsibilities 9700.03–06
- Remediation Plan 9700.09; 9700.13
- Specialists, Using the Work of 9700.11–13