

Index

• A •

- accelerated filers, 174, 222
- accountability
 - of accountants, 33
 - of boards, 132
 - corporate, 20–21
 - of management, 33, 38
 - SOX on, 20–21
- accountants, 33, 125
- accounting, 68, 106–107
- accounting firms, 107, 112
- accounting method, 73
- accounting oversight, 106–107
- accounting staff, 193
- Accounting Standards Board (ASB), 107
- accredited investor, 47
- accuracy, 60, 147
- acquisitions, 65
- Adelphia Communications, 33, 134, 152
- Administrative Review Board, 265
- adoption, voluntary, 60–62
- adverse opinion, 189
- advisors, to audit committee, 130
- affiliation, of audit committee, 124–125
- AICPA. *See* American Institute of Certified Public Accountants (AICPA)
- Alderson, Jim, 263
- amendments, 57, 161
- American Institute of Certified Public Accountants (AICPA)
 - and COSO, 178
 - and GAAP, 96
 - and GAAS, 97
 - role of, 95–97
 - Web site, 304
- American Stock Exchange (AMEX), 53, 119
- animosity, 292–293
- annual accounting support fee, 110
- annual report(s)
 - audit committee in, 130
 - business description in, 80
 - compensation in, 80
 - competition in, 80
 - discussed, 77–78
 - and Form 10-K, 80
 - legal documents in, 80
 - legal proceedings in, 80
 - and MDA, 79
- appeals, 265
- appointments, to PCAOB, 109–110
- appraisal services, 100, 297
- Arthur Andersen LLP
 - auditing failure at, 92–94
 - chronology of collapse at, 93
 - document destruction at, 93, 210, 258
 - and Enron, 31
 - and GAAP, 94
 - lawsuit, 257–259
 - nonauditing services from, 296
 - scandal at, 15
 - 2005 verdict, 93–94
- articles, 57
- ASB (Accounting Standards Board), 107
- assertions, 244
- assets
 - frozen, 166
 - special, 135
- associations, 48
- Atkins, Paul, 180
- attestation, 107, 111
- audit(s)
 - Auditing Standard No. 5, 187–188
 - independent, 297
 - interference in, 167–168
 - internal, 297
 - scaling, 187–188
- audit adjustment, 96
- audit committee(s)
 - accountants in, 125
 - advisors to, 130
 - affiliation of, 124–125
 - animosity with, 292–293
 - in annual reports, 130
 - and auditors, 126–127
 - authority of, 120

- audit committee(s) (*continued*)
 - Blue Ribbon Committee on Improving the Effectiveness of Corporate Audit Committees, 121
 - and CEO/CFO certifications, 128–129
 - charters for, 122, 284
 - and communication, 285
 - and company operations, 283
 - compensation of, 124
 - and complaints, 120, 128, 282, 285
 - and conflicts, 286
 - and consistency, 121
 - and consultants, 282
 - and cooling-off periods, 129
 - cost of, 37
 - discussed, 37, 119, 275
 - at Enron, 121
 - and financial experts, 125, 283–284
 - funding of, 120
 - independence of, 120
 - influencing, 129
 - and management, 285, 292–293
 - members of, 124–125, 281–282
 - monitoring by, 126, 129
 - nonaudit services from, 127–128
 - notifications concerning, 286–287
 - NYSE on, 123, 281
 - outside consultants for, 270
 - oversight of, 121
 - policies of, 122
 - in private companies, 130
 - purpose of, 122
 - and questionnaires, 284
 - and reports, 282, 286
 - responsibilities of, 122–123, 125, 126
 - role of, 122
 - rotation within, 129
 - size of, 281–282
 - and subcommittees, 282–283
 - tips for structuring an, 281
 - and WorldCom, 120
- audit interlopers, 167, 168
- audit oversight, 106
- auditing services, 92–94, 111, 270
- Auditing Standard No. 2, 36, 68, 115–116, 186
- Auditing Standard No. 5
 - and Auditing Standard No. 2, 186
 - discussed, 116–117
 - and outside auditors, 181
 - on scaling audits, 187–188
 - and Section 404, 179
 - for small businesses, 85–86
 - on top-down approach, 189
- auditor(s)
 - actuarial services from, 100, 297
 - as advisors, 101, 299–300
 - appraisal services from, 100, 297
 - and audit committee, 126–127
 - auditing of, 68–69
 - and Auditing Standard No. 5, 181
 - banking services from, 101
 - bookkeeping from, 100, 296
 - as broker-dealer, 101
 - conflicts of interest with, 100–101
 - as corruption control, 15–16
 - discussed, 15
 - external auditing services from, 101
 - and human resources, 101, 298–299
 - impaired, 102
 - information systems from, 100
 - internal auditing services from, 101, 297–298
 - internal control with, 15–16
 - investigations of, 113
 - as investment advisor, 101, 299
 - legal services from, 101, 299
 - and management, 101, 153–154, 298
 - and management information systems, 296
 - objectivity of, 102
 - outside, 181
 - regulation of, 18–19
 - reputation of, 15–16
 - rotation of, 37
 - SEC on, 68–69
 - and Section 404 audit, 184–185
 - and self-regulation, 15–16, 92
 - services from, 99–101, 295
 - and small businesses, 85–88
 - SOX on, 18–20, 36–37
 - standards for, 92
 - tax services from, 25, 101
 - valuation services from, 100
- auditor independence
 - and communication, 291
 - discussed, 18–19, 92, 97–99
 - importance of, 98–99
 - in not-for-profits, 270
 - PCAOB on, 111
- auditor's report, 270

authority
 of audit committee, 120
 delegation of, 278
 documentation of, 278
 international, 114
 of PCAOB, 113–114, 114
 of SEC, 22
 authorization
 procedures for, 202
 of transactions, 155

• B •

balance sheet, 69
 Banking Commission, 52
 Big Five firms, 257
 Big Four firms, 257–258
 Big Three firms, 257
 big-ticket items, 116
 blackout trading
 ban on, 38–39, 164
 at Enron, 133
 exceptions to, 165
 and retirement plans, 165
 stock sale during, 29
 Blue Ribbon Committee on Improving the
 Effectiveness of Corporate Audit
 Committees, 121
 blue sky laws, 53
 board(s)
 accountability of, 132
 at Adelphia, 134
 bad examples, 133–134
 conflicts of interest in, 135–136
 and corporate governance guidelines, 139
 and corruption control, 14–15
 directors of, 132, 134–140
 discussed, 131
 at Enron, 133
 exempt, 140
 at Global Crossing, 134
 governance, 131
 independent audit board, 14–15
 independent directors of, 134–137
 internal control with, 14–15
 in nonprofit corporations, 141
 in nonpublic companies, 140
 performance evaluation for, 139–140
 provisions for, 132

at Tyco, 133
 at WorldCom, 134
 at Xerox, 133
 Boesky, Ivan, 152
 bonus(es)
 documentation of, 277
 freezing of, 41
 reclamation of, 38
 budget
 for documentation, 196
 for IT systems, 214–215
 building leases, 135
 Bush, George W., 9, 27, 257
 business communication, 211
 business description, 80
 business processes, 198
 bylaws, 57

• C •

Candela Solutions Web site, 302
 Causey, Richard, 34
 CEO. *See* chief executive officer (CEO)
 certification(s)
 audit committees, 128–129
 CEO/CFO, 128–129
 civil, 145
 control versus, 293
 CPA, 103
 current requirements, 292
 as exhibit, 292
 of financial reports, 17
 internal control statements in, 292
 language, 292
 and management, 145, 292, 293
 Section 302 on, 150, 151
 Section 404, 26, 103
 standardized, 268
 and subcertification, 293
 Certified Public Accountant (CPA)
 and conflicts of interest, 101
 regulation of, 97, 98
 services provided by, 99–101
 SOX on, 99–102
 CFO. *See* chief financial officer (CFO)
 changes in accounting principle, 71
 charters, 122, 284
 charting, of processes, 198

- chief executive officer (CEO)
 - advice for, 156–157
 - and audit committee, 128–129
 - certification of, 128–129, 271
 - and corruption control, 17
 - and management, 143–144
 - and not-for-profits, 271
 - responsibilities of, 144
 - and Section 404, 103
 - stock sale by, 29
- chief financial officer (CFO)
 - advice for, 156–157
 - and audit committee, 128–129
 - certification of, 128–129, 271
 - and corruption control, 17
 - and management, 143–145
 - and not-for-profits, 271
 - responsibilities of, 144–145
 - and Section 404, 103
- chief information officers, 225
- civil certifications, 145
- civil fraud, 41, 133
- civil suit, 255
- COBIT. *See* Control Objectives for Information and Related Technology (COBIT)
- code of ethics
 - amendments to, 161
 - differing, 160–161
 - disclosure of, 161
 - discussed, 159–160
 - explanation of, 160
 - guidelines for, 161–162
 - objectives of, 160
 - on stock exchange, 161
 - waivers to, 161
- Collins, Mac, 11
- commercial activity, disclosure of, 57
- Committee of Sponsoring Organizations of the Treadway Commission (COSO)
 - and AICPA, 178
 - and communication, 204, 230
 - conforming to standards of, 229
 - and controls, 228–231
 - discussed, 204
 - and information, 230
 - and monitoring, 204, 230
 - project planning with, 205
 - and risk assessment, 204, 228
 - and software, 228–231
 - standards of, 229
- communication
 - and audit committee, 285
 - in business, 211
 - communication about, 276
 - with consultants, 282
 - and COSO, 204, 230
 - with department heads, 291
 - with disclosure committee, 290
 - with management, 285, 290–291
 - report drafting, 282
 - with senior managers, 291
- company operations, 283
- company processes, 88, 197–200
- company property, appraisal of, 297
- compensation
 - in annual report, 80
 - of audit committee, 124
 - for corruption control, 18
 - for directors, 138–139
 - regulation of, 138–139
- competition, 80
- complaint(s)
 - appealing, 265
 - and audit committee, 120, 128, 282
 - documentation of, 265
 - filing, 263
 - handling, 120, 282, 285
 - and OSHA, 263–264
 - and prima facie case, 263–264
 - procedures for, 120, 128
 - seriousness of, 265
 - timing of, 265
 - tracking, 285
 - from whistle-blowers, 157, 263–264
- compliance, 12
- Compliance Week*, 179, 305
- Compliant, 247
- conflicts, 286
- conflicts of interest
 - in boards, 135–136
 - with CPA, 101
 - and credit rating, 30
 - and integrity, 22
 - permissions, 101
 - SOX on, 22, 39–40
- consultants
 - and audit committee, 270, 282
 - communicating with, 282
 - hiring, 282

- for not-for-profits, 270
 - outside, 270
 - outsourcing for, 269
 - and SAS 70, 269
 - contingent liabilities, 73
 - control(s)
 - authorization procedures, 202
 - certification versus, 293
 - COBIT, 205, 217–218
 - for corruption. *See* corruption control
 - COSO, 204–205, 228–231
 - criteria for, 155
 - discussed, 171, 201
 - documenting, 205
 - evaluating, 205
 - key controls, 202–203
 - and management, 155
 - PCAOB on, 112
 - quality, 111, 112
 - reconciliation, 202
 - in SarbOxPro, 239, 243, 244
 - and SAS 70 report, 203
 - SEC on, 154–155
 - Section 302 on, 149
 - Section 404 audit for, 185–186
 - segregation of duties, 202
 - of small businesses, 86, 88
 - testing, 205
 - control criteria, 187
 - control environment, 118, 204
 - control objectives, 205
 - Control Objectives for Information and Related Technology (COBIT)
 - compliance with, 231
 - and control, 205, 217–218
 - discussed, 205, 217–218
 - and IT systems, 217–218
 - stages of, 217–218
 - control procedures, 204
 - control stages, in SarbOxPro, 244
 - controlling shareholder, 124
 - cooling-off periods, 129
 - Cooper, Cynthia, 120
 - corporate accountability, 20–21
 - corporate governance guidelines, 139
 - corporate responsibility, 26
 - corporate tax return, 24
 - corrective actions, 149
 - corruption, 14
 - corruption control
 - auditors as, 15–16
 - CEO's role in, 17
 - with certifying financial reports, 17
 - CFO's role in, 17
 - compensation for, 18
 - discussed, 14
 - with independent audit board, 14–15
 - internal control, 14–15
 - with lawyers, 16–17
 - noisy withdrawal as, 16–17
 - in nonprofits, 17
 - and rank-and-file employees, 18
 - in small businesses, 17
 - COSO. *See* Committee of Sponsoring Organizations of the Treadway Commission (COSO)
 - COSO Web site, 304
 - cost(s)
 - of audit committees, 37
 - discussed, 179
 - PCAOB on, 179–181
 - of Section 404, 180, 181, 191–193
 - of Section 404 audit, 188
 - of software, 231
 - in year two, 181
 - Cost Advisors, Inc., 234, 238
 - cost of goods sold, 71
 - Cox, Christopher, 68, 69
 - CPA. *See* Certified Public Accountant (CPA)
 - credit, extensions of, 164
 - credit rating, 30
 - criminal fraud, 23
 - cycle, 239
- D •
- data input stage, 240
 - data loss, 211
 - data management, 278
 - data organization, 215, 225
 - data security, 25
 - data tree, 239
 - de minus exception, 128
 - Dear Ms. Sarbox, 301, 303
 - debt, 73
 - defaults, 57
 - deferred prosecution, 260
 - delegation, 278

- delisting, 64, 272
 - department heads, 291
 - Department of Labor, 265
 - detection, 177
 - director(s)
 - of boards, 132, 134–140
 - compensation regulation for, 138–139
 - departing, 57
 - and disclosure, 57
 - family ties of, 136–137
 - independent, 134–137
 - mandatory meetings for, 137
 - NASDAQ on, 136, 138
 - nominating, 137–138
 - NYSE on, 136, 138
 - payments to, 136
 - penalties for, 41–42
 - role of, 132
 - SOX requirements for, 41–42
 - disclosure(s)
 - of code of ethics, 161
 - of commercial activity, 57
 - and directors, 57
 - financial, 21
 - of financial obligation, 57
 - on Form 8-K, 58
 - and information technology, 211–213
 - of legal proceedings, 80
 - of material agreements, 56
 - of material obligations, 57
 - in notes to financial statements, 73
 - and officers, 57
 - and previously issued financial statements, 57
 - real-time, 58, 211–213
 - Section 302 on, 148–149, 175–177
 - SOX on, 21, 33
 - at state level, 44
 - of stock sales, 163–164
 - of termination agreements, 56
 - of triggering event, 278
 - of write-offs, 57
 - disclosure committee(s)
 - communication with, 290
 - discussed, 157
 - formation of, 289–290
 - and management, 289–290
 - SEC recommendation of, 148
 - disclosure system, 44
 - discontinued operation(s), 71
 - disgorgement, 166–167, 261–262
 - document destruction
 - at Arthur Andersen LLP, 93, 210, 258
 - at Enron, 30, 210
 - SOX on, 41
 - time frame for, 41, 102
 - documentation
 - of bonuses, 277
 - budgeting for, 196
 - of company processes, 88
 - of complaints, 265
 - of controls, 205
 - of delegation of authority, 278
 - discussed, 194
 - of investigations, 265
 - organization of, 200–201
 - PCAOB on, 112
 - process for, 195
 - of review process, 88
 - standards for, 194–195
 - time tracking for, 195–196
 - drafting reports, 282
 - Dun & Bradstreet, 76
 - Dynergy, 152
- E •**
- earnings, 72
 - earnings per share (EPS), 71
 - Ebbers, Bernard, 32, 134, 152, 165–166
 - EDGAR database, 75, 80, 81
 - efficiency, 118
 - e-mail, 290–291
 - Employee Retirement Income Security Act of 1974 (ERISA), 165
 - employees
 - compliance of, 193
 - and corruption control, 18
 - firing of, 212
 - rank-and-file, 18
 - in SarbOxPro, 243
 - Enron
 - and Arthur Andersen LLP, 31
 - audit committee at, 121
 - blackout periods at, 133
 - boards at, 133
 - and Richard Causey, 34
 - chronology of events, 30–31
 - credit rating of, 30

- document destruction at, 30, 210
 - executives of, 34
 - financial statements of, 29
 - implosion of, 29–31
 - management of, 29
 - and nonauditing services, 296
 - off-balance sheet transactions after, 135
 - and SOX, 24–25, 27
 - special purpose entity of, 30
 - stock sale at, 29
 - white-collar crime at, 152
 - EnronOnline, 30
 - enterprise resource planning (ERP), 215
 - entities
 - off-balance sheet, 30
 - in SarbOxPro, 241
 - special purpose, 30, 133, 135
 - EPS (earnings per share), 71
 - ERISA (Employee Retirement Income Security Act of 1974), 165
 - Ernst & Young, 257, 259–260
 - ERP (enterprise resource planning), 215
 - escrow account, 261
 - ethics, 22, 111. *See also* code of ethics
 - European companies, 272
 - evaluation
 - of boards, 139–140
 - of controls, 205
 - of IT systems, 215–216
 - performance evaluation, 139–140
 - Section 404 on, 178
 - events, 56–57, 278
 - exchanges. *See* stock exchange(s)
 - exhibit, certification as, 292
 - expense category, 72
 - expenses, 71
 - expert services, 300
 - experts. *See* financial experts
 - extensions of credit, 164
 - extraordinary item(s), 71
- F ●**
- FAF (Financial Accounting Foundation), 107
 - fair presentation, 147
 - False Claims Act, 263
 - family ties, 136–137
 - FASB (Financial Accounting Standards Board), 15, 107
 - Fastow, Andrew, 30, 31, 34, 135, 152
 - Fastow, Lea, 31, 34
 - fee-based financial information, 76–77
 - fees, PCAOB, 110
 - FEI (Financial Executives International), 179, 181, 182, 304
 - filing(s)
 - complaints, 263
 - Form 8-K, 58–59
 - online viewing of, 61
 - from SEC, 79–80
 - in 10-K report, 79–80
 - viewing, 79
 - Financial Accounting Foundation (FAF), 107
 - Financial Accounting Standards Board (FASB), 15, 107
 - financial disclosures, 21
 - Financial Executive* (magazine), 304
 - Financial Executives International (FEI), 179, 181, 182, 304
 - financial experts, 125, 283–284
 - financial information
 - from Dun & Bradstreet, 76
 - in EDGAR database, 75, 80
 - fair presentation of, 147
 - fee-based, 76–77
 - free, 75–76
 - from Hoovers Online, 77
 - from Morningstar, 77
 - presentation of, 147
 - from SEC filings, 79–80
 - sources of, 75
 - in 10-K report, 79
 - financial reporting, 17, 154–155
 - financial statement(s)
 - and disclosure, 57
 - discussed, 67, 69
 - of Enron, 29
 - and GAAP, 73, 74
 - and GAAS, 73, 74
 - inaccurate, 29
 - income statement, 70–72
 - notes to, 73
 - off-balance sheet transactions, 72–73
 - previously issued, 57
 - unreliable, 29
 - firing, of IT staff, 212
 - fiscal year, 175
 - Fitch Rating Services, 29
 - Flake, Jeff, 11
 - flow of information, 234–235

foreign companies, 271, 272
 Form 8-K, 56
 after SOX, 56–59
 discussed, 56
 on EDGAR database, 81
 events on, 56–57
 failure to file, 58–59
 and Form 10-K, 57
 and Form 10-Q, 57
 real-time disclosures on, 58
 Form 10-K, 55, 57, 80
 Form 10-Q, 55, 57
 Form 13-D, 81
 Form 20-F, 81
 Form 990, 270
 Form 990-PF, 270
 forums, 304
 fraud
 civil, 41, 133
 criminal, 23
 detection of, 155
 SOX on, 23, 24
 free financial information, 75–76
 frozen assets, 41, 166
 funding, of audit committee, 120

• G •

GAAP. *See* Generally Accepted Accounting Principles (GAAP)
 GAAS (Generally Accepted Auditing Standards), 73, 74, 97
 Gemstar, 261
 general ledger, 198, 236
 Generally Accepted Accounting Principles (GAAP)
 and AICPA, 96
 and Arthur Andersen, 94
 discussed, 15
 and financial statements, 73, 74
 and IT systems, 216
 Generally Accepted Auditing Standards (GAAS), 73, 74, 97
 Glisan, Ben, Jr., 31, 34
 Global Crossing, 32, 134
 going public, 62–64
 Gonzales, Alberto, 260
 Grassley, Charles, 271

• H •

Health Insurance Portability and Accountability Act of 1996 (HIPAA), 25
 HealthSouth Corp., 253, 255
 HIPAA (Health Insurance Portability and Accountability Act of 1996), 25
 hiring, of consultants, 282
 Hoovers Online, 77
 House Financial Services Committee, 32

• I •

implicit waivers, 161
 income, 71, 72
 income section, 71
 income (profit and loss) statement
 balance sheet versus, 69
 cost of goods sold on, 71
 discussed, 70–72
 expense category of, 72
 expenses from operations on, 71
 format of, 70
 income from operations on, 71
 income section, 71
 net revenue on, 71
 “other” income on, 72
 retained earnings on, 72
 sections of, 70–72
 independence
 of audit committee, 120
 of auditors. *See* auditor independence
 of directors, 134–137
 independent audit board, 14–15
 independent auditor(s)
 communication with, 291
 discussed, 18–19, 92, 97–99
 and Section 404 audit, 184–185
 independent audits, 297
 independent director(s), 134–137
 individuals, lawsuits on, 251
 industry-specific software, 222
 information
 compiling, 13
 flow of, 234–235
 information document(s), 61
 Information Systems Audit and Control Association (ISACA), 217

- information technology (IT)
 - and data loss, 211
 - discussed, 209
 - and paperless office, 210
 - and real-time disclosure, 211–213
 - SarbOxPro, 241
 - and Section 404, 213
 - and security breaches, 212
 - and software, 222
 - staff, 193, 212
 - at TJX Companies, 212
 - information technology (IT) systems
 - budget for, 214–215
 - and COBIT, 217–218
 - for data organization, 215, 225
 - evaluation of, 215–216, 225–228
 - and GAAP, 216
 - investment into, 277–278
 - and legacy systems, 214
 - logging with, 217
 - for new companies, 214
 - and security, 216–217
 - for SOX compliance, 213–215, 226–228
 - Inside Sarbanes-Oxley Web site, 302
 - insider trading, 48–49
 - integrity, 22
 - interference, in audits, 167–168
 - internal accounting staff, 193
 - internal auditing services, 101, 297–298
 - internal control(s)
 - assessment of, 145
 - with auditors, 15–16
 - for corruption, 14–15
 - data security versus, 25
 - and financial reporting, 154–155
 - with independent audit board, 14–15
 - and management, 145
 - PCAOB on, 112
 - requirements for, 40
 - SEC on, 154–155
 - Section 302 on, 149
 - Section 404 audit for, 185–186
 - of small businesses, 86, 88
 - internal control over financial reporting, 177–178
 - internal control report, 40, 225
 - internal control statements, 292
 - Internet resources, 302–306
 - inventory
 - of company processes, 197–200
 - of existing practices, 157
 - investigation
 - documentation of, 265
 - by OSHA, 263–264
 - PCAOB on, 113
 - Investment Advisers Act of 1940, 49
 - Investment Company Act of 1940, 49
 - investment contract, 50
 - investor(s)
 - accredited, 47
 - and issuers, 51
 - non-accredited, 47
 - public, 35
 - SOX for, 35
 - ISACA (Information Systems Audit and Control Association), 217
 - issuers
 - discussed, 45, 49
 - and investors, 51
 - Section 302 on, 150
 - types of, 51–52
 - IT. *See* information technology (IT)
 - IT Control Objectives for Sarbanes-Oxley* (ITGI), 205
 - IT Governance Institute (ITGI), 205, 217, 231
 - IT systems. *See* information technology (IT) systems
 - ITGI (IT Governance Institute), 205, 217, 231
- K •**
- Kane, Madeline Begun, 256
 - key controls, 202–203
 - Kopper, Michael, 31
 - Kozlowski, Dennis, 152, 275
 - KPMG, 257, 260–261
 - Kranitz, Richard, 44, 53
- L •**
- language
 - of certification, 292
 - in notes to financial statements, 74
 - law firms, 269

- lawsuits
 - Arthur Andersen, 257–259
 - avoiding, 275
 - discussed, 251
 - Ernst & Young, 257, 259–260
 - on individuals, 251
 - KPMG, 257, 260–261
 - Kenneth Lay, 255–257
 - and privately held companies, 62
 - Richard Scrushy, 251–255
 - under Section 304, 261–262
 - under Section 806, 262–265
 - and SOX, 13
 - from whistle-blowers, 265
 - lawyer(s), 16–17, 40
 - Lay, Kenneth
 - and Enron, 29, 31, 34
 - and lawsuits, 255–257
 - and SOX, 152, 163
 - stock sales by, 39
 - Lay loophole, 256
 - lead time, 268
 - leases, 135
 - Leavitt, Arthur, 121
 - ledger, general, 198, 236
 - legacy systems, 214
 - legal document(s), 80
 - legal proceedings, 80
 - liability(-ies)
 - contingent, 73
 - in notes to financial statements, 73
 - from security breaches, 212
 - like-kind exchanges, 297
 - litigation, 73
 - loans, personal, 164
 - logging, 211, 217
 - London Stock Exchange (LSE), 272
- M •**
- M&A (mergers and acquisitions), 65
 - magazines, as resource, 304, 305
 - management
 - accountability of, 33, 38
 - advice for, 156–157
 - animosity of, 292–293
 - and audit committee, 285, 292–293
 - CEOs, 143–144
 - and certification, 292, 293
 - CFOs, 143–145
 - and civil certifications, 145
 - communication with, 285, 290–291
 - and control criteria, 155
 - and criminal penalties, 145
 - and disclosure committees, 289–290
 - discussed, 143
 - and disgorgement, 166–167
 - and e-mail, 290–291
 - of Enron, 29
 - evaluation by, 178
 - frozen assets of, 166
 - and internal control, 145
 - meetings with, 290–291
 - penalties for, 41
 - personal payment by, 165–166
 - and policies, 291
 - practices for, 289
 - and reporting, 145, 290, 291
 - resignation of, 29
 - responsibility of, 145
 - and Section 302, 145–151, 177, 178
 - and Section 404, 145, 153–154
 - and Section 404 audit, 184
 - and Section 906, 145, 151
 - SOX for, 145–146
 - and subcertification, 155–156, 293
 - tracking by, 293
 - Management's Discussion and Analysis (MDA), 79
 - mandatory meetings, 137
 - mandatory review rule, 59
 - mark-to-market accounting, 68
 - Marwick, Peat, 260
 - material agreements, 56
 - material modifications, 57
 - material obligations, 57
 - materiality scoring, 241
 - McDonough, William, 257, 258
 - McKesson & Robbins, Inc., 97
 - MDA (Management's Discussion and Analysis), 79
 - meetings, 137, 290–291
 - mergers, 65
 - mergers and acquisitions (M&A), 65
 - merit system, 44
 - Merrill Lynch & Co., 34
 - Milken, Michael, 152
 - monitoring
 - by audit committee, 126, 129
 - and COSO, 204, 230

monitoring tools, 222
 Moody's Investors' Service, 29
 Morningstar, 77
 Murray, Brenda, 259

• N •

NASDAQ (National Association of Securities Dealers Automated Quotations)
 on directors, 136, 138
 discussed, 53, 119
 nominating procedures of, 138
 NASDAQ Small Cap Market, 53
 National Economic Research Association, 251
 National Securities Markets Improvements Act (NSMIA), 44, 52
 net revenue, 71
 New York Stock Exchange (NYSE)
 on audit committees, 123, 281
 on directors, 136, 138
 discussed, 53, 119
 nominating procedures of, 138
 newsletter, 305
 NFP. *See* not-for-profit (NFP)
 noisy withdrawal, 16–17, 40
 non-accelerated filers. *See also* small businesses
 compliance by, 174
 and Section 404 compliance, 87
 and SOX, 11
 non-accredited investor, 47
 nonaudit services, 99–101, 127–128, 296
 nonconflicts, 286
 nondisclosure, 29
 nonoperating expense(s), 71
 nonprofit sector, 17, 141, 271
 nonpublic companies, 140
 notes to financial statements
 accounting method in, 73
 contingent liabilities in, 73
 disclosure in, 73
 language in, 74
 outstanding debt in, 73
 pending litigation in, 73
 not-for-profit (NFP)
 audit committee of, 270
 auditing services for, 270
 and auditor independence, 270
 auditor's report in, 270
 CEO/CFO certification for, 271

discussed, 269–270
 outside consultants for, 270
 standards for, 270–271
 NSMIA (National Securities Markets Improvements Act), 44, 52
 NYSE. *See* New York Stock Exchange (NYSE)

• O •

objectives, in SarbOxPro data tree, 239
 Occupational Health and Safety Administration (OSHA), 263–264
 off-balance sheet entities, 30
 off-balance sheet transactions, 72–73, 135
 officer(s)
 departing, 57
 and disclosure, 57
 penalties for, 41–42
 SOX requirements for, 41–42
 Olis, Jamie, 152
 one-stop SOX software, 221–222
 operating leases, 135
 operations, discontinued, 71
 opinion, 96, 189
 OSHA (Occupational Health and Safety Administration), 263–264
 “other” income, 72
 outside auditors, 181
 outside consultants, 270
 outsourcing
 for consultants, 269
 and corporate responsibility, 26
 discussed, 267–268
 for law firms, 269
 and SAS 70, 268–269
 for software development, 269
 for staffing, 269
 outstanding debt, 73
 oversight
 accounting, 106–107
 audit, 106
 of audit committee, 121

• P •

Panel on the Nonprofit Sector, 271
 paperless office, 210
 Paul, Ron, 11
 payments, to directors, 136

- PCAOB. *See* Public Company Accounting Oversight Board (PCAOB)
- penalties
 - criminal, 145
 - for directors, 41–42
 - discussed, 23, 24
 - jail sentences, 152
 - for management, 41, 145
 - for officers, 41–42
 - for white-collar crime, 23, 152
- pending litigation, 73
- PeopleSoft Inc., 259
- performance evaluation, 139–140
- periodic reporting, 47–48, 147
- personal loans, 164
- personal payment, 165–166
- Physmark, 222
- POB (Public Oversight Board), 107
- policies
 - of audit committee, 122
 - detailed, 291
 - and management, 291
 - outdated, 291
 - for segregation of duties, 88
- politics, 10–14
- practices
 - inventory of, 157
 - for management, 289
- preparers, of reports, 291
- prevention, 177
- previously issued financial statements, 57
- price to earning ratio, 59
- PriceWaterhouseCoopers, 32, 258, 296
- prima facie case, 264
- private offerings, 47
- private placement, 47
- private right, 13
- privately held company(-ies)
 - audit committee in, 130
 - discussed, 60
 - and going public, 62–64
 - and lawsuits, 62
 - voluntary adoption of SOX by, 60–62
- process owners, 227
- processes and procedures
 - charting of, 198
 - company, 88, 197–200
 - documentation of, 88
 - inventory of, 197–200
 - ranking of, 198
 - in SarbOxPro, 243
 - of SarbOxPro data tree, 239
 - Section 302 on, 176
 - written, 176
- ProCognis, 221, 230
- product delivery, 279
- profit and loss statement. *See* income (profit and loss) statement
- project managers, 193
- project planning, 205
- project teams, 199–200
- prosecution, 260
- Prospectus (S-1) Form, 81
- prospectuses, 45, 61
- protected activity, 264
- proxy solicitation, 48
- public accounting firms, 112
- Public Company Accounting Oversight Board (PCAOB)
 - appointments to, 109–110
 - on attestation, 111
 - on auditing, 111
 - Auditing Standard No. 2, 115–116
 - Auditing Standard No. 5, 116–117
 - on auditor independence, 111
 - authority of, 113–114
 - on big-ticket items, 116
 - on control environment, 118
 - on costs, 179–181
 - creation of, 16
 - discussed, 16, 35–36, 92, 105
 - on documents, 112
 - duties of, 109
 - on efficiency, 118
 - on ethics, 111
 - fees, 110
 - goals of, 108–109
 - on internal controls, 112
 - international authority of, 114
 - on investigations, 113
 - limitations of, 114
 - on public accounting firms, 112
 - purposes of, 108
 - on quality control, 111, 112
 - on reporting, 112
 - responsibilities of, 19
 - rules of, 110–112
 - and SEC, 114
 - and Section 404, 112, 173
 - standards of, 115–117

and state laws, 113
 Web site, 302
 public float, 87
 public investors, 35
 Public Oversight Board (POB), 107

• Q •

qualified opinion, 96, 189
 quality control, 111, 112
 questionnaires, 284

• R •

rank-and-file employees, 18
 real-time disclosure, 58, 211–213
 receivership, 58
 reclamation, of bonuses, 38
 reconciliations, to controls, 202
 recordkeeping, 155, 177
 registration(s)
 online viewing of, 61
 pending, 51
 requirements of, 10–11
 regulation
 of accounting, 107
 of Certified Public Accountant, 97, 98
 self-regulation, 94–95
 Regulation D, 47
 Regulation S-K Item 406, 160
 Regulation SX Rule 2-1(c) (4), 100, 298
 Rehnquist, William, 259
 report(s)
 annual, 77–79, 80, 286
 and audit committee, 282, 286
 auditor's, 270
 business description in, 80
 compensation in, 80
 competition in, 80
 drafting, 282
 Form 8-K, 56
 Form 10-K, 55, 80
 Form 10-Q, 55
 internal control report, 40, 225
 legal documents in, 80
 legal proceedings in, 80
 in not-for-profits, 270
 preparers of, 291
 provisions for, 39
 review of, 291
 in SarbOxPro, 240, 245
 from small businesses, 84–85
 and SOX, 22–23
 reporting
 amendments, 57
 articles, 57
 bylaws, 57
 disclosure, 57
 discussed, 54
 financial, 154–155
 internal control with, 154–155
 issues with, 282
 and management, 145, 290, 291
 PCAOB on, 112
 periodic, 47–48, 147
 in SarbOxPro, 245
 schedules for, 290
 Section 302 on, 147
 under Securities Exchange Act of 1934,
 47–48
 shareholder rights, 57
 significant sales, 57
 stock exchange, 57
 research, on software, 233–234
 resignation, of management, 29
 resources, 301
 AICPA Web site, 304
 Candela Solutions Web site, 302
 Compliance Week, 305
 COSO Web site, 304
 FEI Web site, 304
 forums, 304
 Inside Sarbanes-Oxley Web site, 302
 magazine, 304, 305
 newsletter, 305
 PCAOB Web site, 302
 Sarbanes-Oxley Act forum, 304
 SEC Web site, 302
 SOX-online, 301–302
 Wikipedia, 305–306
 responsibility, 26
 restatements, 21, 57
 retained earnings, 72
 retirement plans, 165
 revenue, 71
 review
 documentation of, 88
 for financial control process, 88

review (*continued*)

of reports, 291

by SEC, 33

Section 302 on, 177

Rigas, John, 33, 152

Rigas, Tim, 33, 152

risk, in SarbOxPro data tree, 239

risk assessment, 188, 204, 228

risk-based approach, 241

role-based security, 216–217

Roosevelt, Franklin Delano, 43, 44

rotation, within audit committee, 129

Rule 303(b), 168

Rule 504, 47

Rule 505, 47

Rule 506, 47

• S •

Sarbanes-Oxley Act (SOX)

American environment after, 13–14

on auditors, 18–20

compliance to, 12

on conflicts of interest, 22

on corporate accountability, 20–21

on corporate tax returns, 24

and corruption, 14–18

on criminal fraud, 23

debate about, 11–12

disadvantages of, 11–12

on disclosures, 21

discussed, 1, 9, 27

on ethics, 22

exemptions from, 52, 53

on financial disclosures, 21

on fraud, 24

goal of, 28

history of, 9, 10

and lawsuits, 13

myths about, 24–26

objectives of, 33

penalties, 23, 24

and politics, 10–14

for public investors, 35

registration requirements of, 10–11

and reports, 22–23

revision of, 42

on SEC, 22

on signatures, 24

and studies, 22–23

Title I, 18–19

Title II, 20

Title III, 20–21

Title IV, 21–22

Title V, 22

Title VI, 22

Title VII, 22–23

Title VIII, 23

Title IX, 23

Title X, 24

Title XI, 24

universal provisions of, 54

on whistle-blowers, 23

on white-collar crime, 23

Sarbanes-Oxley Act forum, 304

SarbOxPro, 236–245

assertions in, 244

checklist for, 238

controls in, 243, 244

data input stage of, 240

data tree, 239

discussed, 236–238

employees in, 243

entities in, 241

initial configuration of, 239–244

IT applications in, 241

locations in, 241

and materiality scoring, 241

processes in, 243

reports in, 240, 245

and risk-based approach, 241

stages of, 239–240

testing process data in, 244

trial balance in, 241

Web site for, 234

SAS 70

and consultants, 269

and controls, 203

and law firms, 269

lead time for, 268

and outsourcing, 268–269

report, 203

scope, 268

and Section 404, 268

sidestepping, 269

and software development, 269

and staffing, 269

and standardized certifications, 268

summary of, 268

- and Type 1 audit, 268
- and Type 2 audit, 268
- Savings & Loan (S&L) crisis, 16
- scaling audits, 187–188
- scandal
 - at Adelphia, 33
 - at Arthur Andersen LLP, 15
 - at Global Crossing, 32
 - at Tyco, 32
 - at WorldCom, 27, 32
- schedules, reporting, 290
- scope, 268
- scope definition, 196–197
- Scrushy, Richard, 252–255, 275, 276, 278
- SEC. *See* Securities and Exchange Commission (SEC)
- SEC v. WJ Howey Co.*, 50
- SEC Web site, 302
- Section 5(a), 45
- Section 10(b), 41
- Section 15(d), 48
- Section 16 reports, 162
- Section 101(c), 109
- Section 201, 36, 100
- Section 201(a), 296
- Section 203, 36
- Section 206, 39
- Section 207(a), 51
- Section 301, 120, 121, 123, 128
- Section 301(4), 18
- Section 302, 145, 252
 - on accuracy, 147
 - on affiliation, 124
 - on certification rules, 150, 151, 292
 - cutting and pasting from, 151
 - on disclosure, 148–149, 175–177
 - discussed, 146–147
 - on fair presentation, 147
 - on internal controls, 149
 - on issuers, 150
 - and management, 38, 145–151, 177
 - paragraph 1, 147
 - paragraph 2, 147
 - paragraph 3, 147
 - paragraph 4, 148
 - paragraph 5, 148–149
 - paragraph 6, 149
 - on periodic reporting, 147
 - requirements of, 176
 - on reviewing process, 177
 - Section 404 versus, 175
 - standards of, 176–177
 - on written procedures, 176
- Section 303, 38, 129
- Section 304, 38, 261–262
- Section 306(a), 165
- Section 402(a), 39–40
- Section 404
 - advantages of, 181
 - and Auditing Standard No. 5, 179
 - CEO sign-off on, 103
 - and certification, 26
 - CFO sign-off on, 103
 - checklists for, 88
 - and compliance, 87, 88, 174, 175, 177
 - and COSO, 178
 - cost of, 180, 181, 191–193
 - CPA certification of, 103
 - and detection, 177
 - discussed, 102–103, 171
 - on evaluation, 178
 - and information technology, 213
 - on “internal control over financial reporting,” 177–178
 - and management, 145, 153–154, 178
 - manpower requirements of, 192–193
- Section 404
 - and non-accelerated filers, 87
 - objectives of, 172
 - paranoia concerning, 276–277
 - and PCAOB, 112, 173
 - and prevention, 177
 - project teams for, 199–200
 - and recordkeeping, 177
 - and SAS 70, 268
 - SEC rules under, 173
 - Section 302 versus, 175
 - and small businesses, 87
 - social challenges of, 194
 - and software, 88
 - wording of, 172
 - and workforce, 276
- Section 404(b), 179
- Section 404 audit
 - and Auditing Standard No. 5, 186–189
 - cost of, 188
 - discussed, 183
 - failure of, 189–190

- Section 404 audit (*continued*)
 - independent auditor's role in, 184–185
 - integration of, 186–187
 - for internal controls, 185–186
 - management's role in, 184
 - planning for, 187
 - responsibilities in, 183–185
 - risk assessment, 188
 - scaling of, 187–188
 - top-down approach for, 189
- Section 802, 54, 151
- Section 802(a), 41
- Section 806, 18, 262–265
- Section 807, 49, 54
- Section 902, 54
- Section 906, 145, 151, 252, 292
- Section 1102, 54
- Section 1103, 166, 261
- Section 1107, 54
- securities, 49–50, 51
- Securities Act of 1933
 - discussed, 45
 - history of, 10, 43
 - and SEC, 10, 44
 - Section 3(b), 47
 - Section 4(2), 47
 - Section 5(a), 45
 - securities regulation with, 45
- Securities and Exchange Commission (SEC)
 - on accounting oversight, 106
 - on accuracy, 60
 - on auditors, 68–69
 - authority of, 22
 - and disclosure committees, 148
 - filings, 79–80
 - financial information from, 79–80
 - on financial reporting, 154–155
 - on internal control, 154–155
 - mandatory review rule, 59
 - online, 61
 - and PCAOB, 114
 - reviews by, 33
 - and Section 404, 173
 - and Securities Act of 1933, 10, 44
 - and Securities Exchange Act of 1934, 46, 47
 - SOX on, 22
- Securities Exchange Act of 1934
 - on associations, 48
 - discussed, 44, 46
 - on exchanges, 48
 - on insider trading, 48–49
 - overview of, 46
 - periodic reporting under, 47–48
 - on proxy solicitations, 48
 - and SEC, 46, 47
 - Section 10(b), 41
 - Section 15(d), 48
 - Section 403(a), 48
 - securities regulation with, 48
 - on stock exchanges, 120
 - on tender offers, 48
- securities regulation
 - discussed, 43
 - with Investment Advisers Act of 1940, 49
 - with Investment Company Act of 1940, 49
 - with Securities Act of 1933, 45
 - with Securities Exchange Act of 1934, 48
 - before SOX, 44, 45
 - at state level, 44
 - with Trust Indenture Act of 1939, 49
- security
 - breaches of, 212
 - data, 25
 - internal control versus, 25
 - and IT systems, 216–217
 - role-based, 216–217
- segregation of duties, 88, 202
- self-regulation, 94–95
- Senate Banking Committee, 159
- senior managers, 291
- service delivery, 279
- shareholder, controlling, 124
- shareholder rights, 57
- shareholders' derivative suit, 262
- shopping, for software, 223–224
- shredding documents. *See* document
 - destruction
- signatures, 24
- significant deficiencies, 149
- significant sales, 57
- Skilling, Jeff, 24–25, 31, 34
- S&L (Savings & Loan) crisis, 16
- small businesses, 83, 84
 - Auditing Standard No. 5 for, 85–86
 - and auditors, 85–88
 - corruption control in, 17
 - internal controls of, 86, 88
 - reports from, 84–85
 - requirements of, 84–85
 - and Section 404 compliance, 87
 - software for, 221–222

- SOX for, 54, 83
 - top-down approach for, 86
 - social challenges, 194
 - software
 - COSO standards for, 228–231
 - cost of, 231
 - for customized IT solutions, 222
 - for data organization, 225
 - development, 269
 - discussed, 219, 233, 245–247
 - industry-specific, 222
 - and IT, 224–228
 - monitoring tools, 222
 - one-stop SOX software, 221–222
 - outsourcing for, 269
 - research on, 233–234
 - SarbOxPro, 236–245
 - and Section 404 compliance, 88
 - shopping for, 223–224
 - for small businesses, 221–222
 - task-specific, 223
 - trends in, 219–221
 - and trial balance, 236
 - types of, 221–223
 - S-1 (Prospectus) Form, 81
 - SOX. *See* Sarbanes-Oxley Act (SOX)
 - SOX-online, 301–302
 - special assets, 135
 - special purpose entity, 30, 133, 135
 - staff, 196, 269
 - Standard & Poor's Corporation, 29
 - standard certification form, 150
 - standardized certifications, 268
 - standard-setting, 111
 - state level
 - accounting oversight at, 106
 - disclosure at, 44
 - merit at, 44
 - and PCAOB, 113
 - securities regulation at, 44
 - stock exchange(s)
 - code of ethics on, 161
 - discussed, 53
 - foreign companies in, 272
 - reporting, 57
 - rules of, 119–120
 - Securities Exchange Act of 1934 on, 48
 - stock sales
 - during blackout periods, 29
 - CEO, 29
 - disclosure of, 163–164
 - discussed, 162–163
 - subcertification, 155–156, 293
 - subcommittees, 282–283
 - sufficient circumstances, 264
 - Swartz, Mark, 152
- T •**
- task-specific software, 223
 - tax return
 - corporate, 24
 - for HealthSouth, 255
 - signing of, 24
 - SOX on, 24
 - teams, project, 199–200
 - Temple, Nancy, 93
 - tender offers, 48
 - 10-K report, 79
 - termination agreements, 56
 - testing
 - of controls, 205
 - process data, 244
 - in SarbOxPro, 244
 - in SarbOxPro data tree, 239
 - and SAS 70, 268
 - Thompson, Huston, 44
 - time frame, for document destruction, 41, 102
 - time tracking, 195–196, 293
 - timing, of complaints, 265
 - Title I, 18–19
 - Title II, 20
 - Title III, 20–21
 - Title IV, 21–22
 - Title V, 22
 - Title VI, 22
 - Title VII, 22–23
 - Title VIII, 23
 - Title IX, 23
 - Title X, 24
 - Title XI, 24
 - TJX Companies, 212
 - top-down approach
 - Auditing Standard No. 5 on, 189
 - PCAOB standard for, 118
 - for Section 404 audit, 189
 - for small businesses, 86

tracking
 of complaints, 285
 by management, 293
 time, for documentation, 195–196
 of timelines, 293

trading
 blackout. *See* blackout trading
 insider, 48–49
 on securities exchange, 51
 Securities Exchange Act of 1934 on, 48–49

transactions, authorization of, 155

trial balance
 reports, 236
 in SarbOxPro, 236, 237, 241
 and software, 236

triggering event, 278

Trust Indenture Act of 1939, 49

Tyco International, Ltd.
 boards at, 133
 scandal at, 32
 and SOX, 163
 white-collar crime at, 152

Type 1 audit, 268

Type 2 audit, 268

• U •

unqualified opinion, 96
 untrained staff, 196

• V •

Visio, 200
 voluntary adoption, 60–62
 voluntary filer(s), 51

• W •

waivers, 161
 whistle-blowers, 262–263
 after SOX, 262–263
 complaints from, 157, 263–264
 defending against suits from, 265
 discussed, 157, 263
 and prima facie case, 263–264

protection for, 23, 42
 and Section 806, 262–265
 seriousness of, 277
 before SOX, 262
 SOX on, 23

white-collar crime
 at Adelphia Communications, 152

at Dynergy, 152
 at Enron, 152
 before Enron, 152
 penalties for, 23, 152
 sentences for, 152
 SOX on, 23
 at Tyco, 152
 at WorldCom, 152

Wikipedia, 305–306

Winnick, Gary, 163

workforce, and Section 404, 276

WorldCom
 audit committee at, 120

boards at, 134
 Cynthia Cooper at, 120
 scandal at, 27, 32
 white-collar crime at, 152

write-offs, 57

written procedures, 176

• X •

Xerox, 133