

WISCONSIN DEPARTMENT OF SAFETY AND PROFESSIONAL SERVICES



Wisconsin Department of Safety and Professional Services Access to the Public Records of the Reports of Decisions

This Reports of Decisions document was retrieved from the Wisconsin Department of Safety and Professional Services website. These records are open to public view under Wisconsin's Open Records law, sections 19.31-19.39 Wisconsin Statutes.

Please read this agreement prior to viewing the Decision:

- The Reports of Decisions is designed to contain copies of all orders issued by credentialing authorities within the Department of Safety and Professional Services from November, 1998 to the present. In addition, many but not all orders for the time period between 1977 and November, 1998 are posted. Not all orders issued by a credentialing authority constitute a formal disciplinary action.
- Reports of Decisions contains information as it exists at a specific point in time in the Department of Safety and Professional Services data base. Because this data base changes constantly, the Department is not responsible for subsequent entries that update, correct or delete data. The Department is not responsible for notifying prior requesters of updates, modifications, corrections or deletions. All users have the responsibility to determine whether information obtained from this site is still accurate, current and complete.
- There may be discrepancies between the online copies and the original document. Original documents should be consulted as the definitive representation of the order's content. Copies of original orders may be obtained by mailing requests to the Department of Safety and Professional Services, PO Box 8935, Madison, WI 53708-8935. The Department charges copying fees. *All requests must cite the case number, the date of the order, and respondent's name* as it appears on the order.
- Reported decisions may have an appeal pending, and discipline may be stayed during the appeal. Information about the current status of a credential issued by the Department of Safety and Professional Services is shown on the Department's Web Site under "License Lookup."

The status of an appeal may be found on court access websites at:

<http://ccap.courts.state.wi.us/InternetCourtAccess> and <http://www.courts.state.wi.us/wscga>

- Records not open to public inspection by statute are not contained on this website.

By viewing this document, you have read the above and agree to the use of the Reports of Decisions subject to the above terms, and that you understand the limitations of this on-line database.

Correcting information on the DSPS website: An individual who believes that information on the website is inaccurate may contact DSPS@wisconsin.gov

STATE OF WISCONSIN
BEFORE THE ACCOUNTING EXAMINING BOARD

IN THE MATTER OF DISCIPLINARY
PROCEEDINGS AGAINST

GRANT THORNTON LLP,
RESPONDENT.

:
:
:
:
:

FINAL DECISION AND ORDER

0005781

Division of Legal Services and Compliance Case No. 15 ACC 032

The parties to this action for the purpose of Wis. Stat. § 227.53 are:

Grant Thornton LLP
100 E. Wisconsin Ave., Ste. 2100
Milwaukee, WI 53202

Wisconsin Accounting Examining Board
P.O. Box 8366
Madison, WI 53708-8366

Division of Legal Services and Compliance
Department of Safety and Professional Services
P.O. Box 7190
Madison, WI 53707-7190

The parties in this matter agree to the terms and conditions of the attached Stipulation as the final disposition of this matter, subject to the approval of the Wisconsin Accounting Examining Board (Board). The Board has reviewed this Stipulation and considers it acceptable.

Accordingly, the Board in this matter adopts the attached Stipulation and makes the following Findings of Fact, Conclusions of Law and Order.

FINDINGS OF FACT

1. Respondent Grant Thornton LLP is licensed by the State of Wisconsin as an accounting firm, having license number 45-3, first issued on January 1, 1945 and current through December 14, 2019. Respondent's most recent address on file with the Wisconsin Department of Safety and Professional Services (Department) is 100 East Wisconsin Avenue, Suite 2100, Milwaukee, Wisconsin 53202.

2. Respondent is an Illinois limited liability partnership and a Public Company Accounting Oversight Board (PCAOB)-registered public accounting firm with its headquarters in Chicago.

3. On or around December 2, 2015, the Securities and Exchange Commission (SEC)

issued an Order Instituting Public Administrative and Cease-and-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-And-Desist Order (Order) against Respondent. Respondent admitted that its audit professionals were aware of numerous risks and red flags when conducting audits of clients ALC and BE. The SEC found that Respondent failed to exercise due professional care or skepticism or obtain sufficient evidence to address the situation and that Respondent's failures allowed ALC and BE to file false and misleading financial statements with the SEC.

4. The SEC's Order censured Respondent and required it to:

- Perform and complete a review and evaluation of the sufficiency and adequacy of Respondent's quality controls,
- Report the results of the review and evaluation to the SEC,
- Retain an independent consultant to perform a review of Respondent's policies to determine whether they were adequate and sufficient to provide reasonable assurance of compliance with relevant SEC regulations and PCAOB standards and rules,
- Have the independent consultant report the results of its review,
- Adopt the recommendations of the independent consultant,
- Certify that it has adopted the recommendations of the independent consultant,
- Require each audit professional serving public company audits to complete education,
- Pay disgorgement of \$1,305,396 and prejudgment interest of \$231,174.19, and
- Pay a civil penalty of \$3,000,000.

5. On March 6, 2018, the SEC confirmed that Respondent is in compliance with the Order.

6. Respondent acknowledges the Board's position that there is evidence from which the Board could make the Findings of Fact, Conclusions of Law, and Order in this Final Decision and Order. Therefore, Respondent consents to the entry of the following Conclusions of Law and Order.

CONCLUSIONS OF LAW

1. The Wisconsin Accounting Examining Board has jurisdiction to act in this matter pursuant to Wis. Stat. § 442.12, and is authorized to enter into the attached Stipulation pursuant to Wis. Stat. § 227.44(5).

2. By the conduct described in the Findings of Fact, Respondent violated Wis. Admin. Code § Accy 1.201(1)(b) by failing to exercise due professional care in the performance of an engagement.

3. By the conduct described in the Findings of Fact, Respondent violated Wis. Admin. Code § Accy 1.201(1)(d) by failing to obtain sufficient relative data to afford a reasonable basis for conclusions or recommendations in relation to an engagement.

4. As a result of the above violations, Grant Thornton LLP is subject to discipline pursuant to Wis. Stat. § 442.12(1)(c).

ORDER

1. The attached Stipulation is accepted.
2. Respondent Grant Thornton LLP is REPRIMANDED.
3. Within 90 days from the date of this Order, Respondent shall pay one-third of the COSTS of this matter in the amount of \$665.
4. Payment of costs shall be made payable to the Wisconsin Department of Safety and Professional Services and sent to the Department Monitor at the address below:

Department Monitor
Division of Legal Services and Compliance
Department of Safety and Professional Services
P.O. Box 7190, Madison, WI 53707-7190
Telephone (608) 267-3817; Fax (608) 266-2264
DSPSMonitoring@wisconsin.gov

5. In the event Respondent violates any term of this Order, Respondent's license (number 45-3), or Respondent's right to renew its license, may, in the discretion of the Board or its designee, be SUSPENDED, without further notice or hearing, until Respondent has complied with the terms of the Order. The Board may, in addition and/or in the alternative, refer any violation of this Order to the Division of Legal Services and Compliance for further investigation and action.

6. This Order is effective on the date of its signing.

WISCONSIN ACCOUNTING EXAMINING BOARD

by: John S. Scheid *JS*
A Member of the Board

6-15-2018
Date

STATE OF WISCONSIN
BEFORE THE ACCOUNTING EXAMINING BOARD

IN THE MATTER OF DISCIPLINARY
PROCEEDINGS AGAINST

GRANT THORNTON LLP,
RESPONDENT.

STIPULATION

000578

Division of Legal Services and Compliance Case No. 15 ACC 032

Respondent Grant Thornton LLP and the Division of Legal Services and Compliance,
Department of Safety and Professional Services, stipulate as follows:

1. This Stipulation is entered into as a result of a pending investigation by the Division of Legal Services and Compliance. Respondent consents to the resolution of this investigation by Stipulation.
2. Respondent understands that by signing this Stipulation, Respondent voluntarily and knowingly waives the following rights:
 - the right to a hearing on the allegations against Respondent, at which time the State has the burden of proving those allegations by a preponderance of the evidence;
 - the right to confront and cross-examine the witnesses against Respondent;
 - the right to call witnesses on Respondent's behalf and to compel their attendance by subpoena;
 - the right to testify on Respondent's own behalf;
 - the right to file objections to any proposed decision and to present briefs or oral arguments to the officials who are to render the final decision;
 - the right to petition for rehearing; and
 - all other applicable rights afforded to Respondent under the United States Constitution, the Wisconsin Constitution, the Wisconsin Statutes, the Wisconsin Administrative Code, and other provisions of state or federal law.
3. Respondent is aware of Respondent's right to seek legal representation and has been provided an opportunity to obtain legal counsel before signing this Stipulation. Respondent is represented by Attorney Joanna Travalini.
4. Respondent agrees to the adoption of the attached Final Decision and Order by the Wisconsin Accounting Examining Board (Board). The parties to the Stipulation consent to the entry of the attached Final Decision and Order without further notice, pleading, appearance or consent of the parties. Respondent waives all rights to any appeal of the Board's order, if adopted in the form as attached.

5. If the terms of this Stipulation are not acceptable to the Board, the parties shall not be bound by the contents of this Stipulation, and the matter shall then be returned to the Division of Legal Services and Compliance for further proceedings. In the event that the Stipulation is not accepted by the Board, the parties agree not to contend that the Board has been prejudiced or biased in any manner by the consideration of this attempted resolution.

6. The parties to this Stipulation agree that the attorney or other agent for the Division of Legal Services and Compliance and any member of the Board ever assigned as an advisor in this investigation may appear before the Board in open or closed session, without the presence of Respondent, for purposes of speaking in support of this agreement and answering questions that any member of the Board may have in connection with deliberations on the Stipulation. Additionally, any such advisor may vote on whether the Board should accept this Stipulation and issue the attached Final Decision and Order.

7. Respondent is informed that should the Board adopt this Stipulation, the Board's Final Decision and Order is a public record and will be published in accordance with standard Department procedure.

8. The Division of Legal Services and Compliance joins Respondent in recommending the Board adopt this Stipulation and issue the attached Final Decision and Order.



Grant Thornton LLP, Respondent
By: Christopher Shearer, Deputy General Counsel
171 N. Clark Street
Chicago, IL 60601

5-2-18

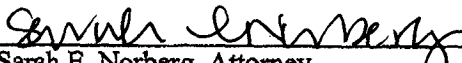
Date



Joanna Travalini, Attorney for Respondent
Winston & Strawn LLP
35 W. Wacker Dr.
Chicago, IL 60601-6158

5/2/18

Date



Sarah E. Norberg, Attorney
Division of Legal Services and Compliance
P.O. Box 7190
Madison, WI 53707-7190

5.2.18

Date