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**UNITED STATES OF AMERICA, BEFORE THE  
 SECURITIES AND EXCHANGE COMMISSION**

<p>In the Matter of</p> <p>CHILD, VAN WAGONER &amp;          BRADSHAW, PLLC, RUSSELL E.          ANDERSON, CPA and MARTY VAN          WAGONER, CPA,</p> <p>Respondents.</p>	<p><b>ANSWER TO ORDER          INSTITUTING PUBLIC          ADMINISTRATIVE AND CEASE-          AND-DESIST PROCEEDINGS</b></p> <p>ADMINISTRATIVE PROCEEDING          File No. 3-15965</p>
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Respondents Child, Van Wagoner & Bradshaw, PLLC (“CVB”), Russell E. Anderson (“Anderson”) and Marty Van Wagoner (“Van Wagoner”) (collectively, the “Respondents”) hereby respond to the Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice (the “OIP”) filed by the Securities and Exchange Commission (“SEC”), dated July 8, 2014. Respondents reserve the right to amend or supplement this answer as may be warranted. Respondents respond to the specifically numbered paragraphs of the OIP as follows:

SUMMARY

1. Respondents admit that CVB is an accounting firm based in Salt Lake City, Utah and that Anderson and Van Wagoner are two of CVB’s partners. Respondents aver that between August 2007 and late 2009, and again from early March 2010 to June 17, 2011, CVB served as independent auditors of Yuhe International, Inc. (“Yuhe”), a China-based company whose stock

was previously registered with the SEC and traded on the NASDAQ Stock Exchange. Respondents deny the remaining allegations in Paragraph 1 and specifically deny that any Respondent failed to comply with the Public Company Accounting Oversight Board's ("PCAOB") auditing standards during CVB's 2009 and 2010 audit of Yuhe.

2. Respondents aver that in March 2010, CVB performed an audit of Yuhe using work that had been done by an experienced audit team CVB had trained. In addition, Respondents aver that they issued the audit only after they became satisfied that the audit met professional standards. Respondents admit that on or about March 31, 2010, CVB issued an audit report for Yuhe for fiscal year 2009, and deny the remaining allegations in Paragraph 2.

3. Respondents aver that during the planning for the 2010 audit of Yuhe, CVB and Anderson recognized that Yuhe had material weaknesses and significant deficiencies in internal controls, such that CVB and Anderson placed negligible reliance on Yuhe's internal controls, making the audit conform to PCAOB standards. Respondents admit that Van Wagoner provided his concurrence on the issuance of CVB's 2010 audit report for Yuhe. In addition, Respondents aver that their work papers speak for themselves and deny any allegation inconsistent with their content. Respondents deny the remaining allegations in Paragraph 3.

#### RESPONDENTS

4. Respondents admit that from at least 2009 to 2011, CVB was a Utah professional limited liability company located in Salt Lake City, Utah and was formerly registered with the PCAOB. On or around August 15, 2007, CVB was engaged to audit Yuhe's financial statements for fiscal years 2005 and 2006. From August 15, 2007 to late 2009, and again from early March 2010 to June 17, 2011, CVB generated public company audit reports containing unqualified opinions on Yuhe's financial statements for fiscal years 2005, 2006, 2007, 2008, 2009, and 2010. Respondents admit that CVB resigned as Yuhe's independent auditor on June 17, 2011, and that as of August 1, 2012, CVB ceased to perform public company audits. Furthermore, Respondents admit that CVB is no longer registered with the PCAOB, but remains "active" and in "good standing" in records of the State of Utah Division of Corporations and Commercial Code. Respondents deny the remaining allegations of Paragraph 4.

5. Respondents admit that Anderson is 53 years old, is a resident of West Valley City, Utah, and is a Certified Public Accountant licensed to practice in Utah. Respondents aver that Anderson served as CVB's engagement partner for the 2005, 2006, 2007, 2008, 2009, and 2010 audits of Yuhe. Respondents deny the remaining allegations of Paragraph 5 and specifically deny that Anderson served as CVB's "quality control partner" during 2009 or 2010.

6. Respondents aver that Van Wagoner is 53 years old, and admit that he is a resident of Eagle Mountain, Utah, and is a Certified Public Accountant licensed to practice in Utah. Respondents admit that Van Wagoner served as CVB's engagement quality review partner for the 2007, 2008, 2009, and 2010 audits of Yuhe and aver that Van Wagoner held this same position for CVB's 2005 and 2006 audits of Yuhe.

## RELEVANT ENTITY

7. Respondents admit that Yuhe is a Nevada corporation whose principal offices are located in Weifang, Shandong Province, China. Respondents also admit that Yuhe sold day-old chicken broilers and that all of Yuhe's operations were carried out in China. In addition, Respondents admit that Yuhe's common stock was registered with the SEC and was traded on the NASDAQ Stock Exchange. Respondents lack knowledge or information sufficient to form a belief as to whether Yuhe "claims to be the largest supplier of day-old broilers in China." Finally, although Respondents lack personal knowledge of the remaining allegations in Paragraph 7, based on their current understanding, Respondents have no reason to dispute the same.

## FACTS

8. Respondents admit the allegations in Paragraph 8 and aver that like CVB's 2008 audit, CVB did not place reliance on Yuhe's internal controls for the 2005, 2006, and 2007 audit and instead conducted a substantive audit without reducing substantive testing in its audit procedures based upon assessment or testing of internal controls.

9. Respondents admit the allegations in Paragraph 9.

10. Respondents admit the allegations in Paragraph 10 and aver that the acquiring audit firm (the "Acquiring Firm"), as defined and used in the OIP, gained its understanding of Yuhe and received specific training regarding generally accepted accounting principles from Respondents. In addition, Respondents aver that the Acquiring Firm continued to use some of CVB's audit checklists after Yuhe transitioned away from CVB in late 2009.

11. Respondents admit the factual allegations in Paragraph 11 but deny any implication that the Acquiring Firm's audit field work for the 2009 audit was deficient.

12. Respondents admit the factual allegations in Paragraph 12 but deny any implication that their 2009 audit of Yuhe, performed by CVB from approximately March 9, 2010 to March 31, 2010, violated PCAOB standards.

13. Paragraph 13 purports to set forth auditing ("AU") section 311. Respondents assert that AU § 311 speaks for itself and deny any allegations inconsistent with its content.

14. Respondents aver that after Yuhe reengaged CVB to perform the 2009 audit, CVB and Anderson sought and received the Acquiring Firm's full cooperation, including access to the Acquiring Firm's personnel and audit work papers. Respondents admit that CVB's acting audit manager, Sean Bryant, was not a licensed Certified Public Accountant ("CPA") but aver that Mr. Bryant had passed the audit section of the Uniform CPA Examination on February 1, 2008 and again on May 25, 2010. Respondents deny the remaining allegations in Paragraph 14.

15. Respondents deny the allegations in Paragraph 15.

16. Paragraph 16 purports to set forth AU section 312. Respondents assert that AU § 312 speaks for itself and deny any allegations inconsistent with its content.

17. Respondents deny the allegations in Paragraph 17.

18. Respondents admit that the Acquiring Firm's audit approach for Yuhe's 2009 audit was different from CVB's approach. Specifically, Respondents admit that the Acquiring Firm's auditing approach focused on internal controls foremost, while CVB, having prior audit experience with this client and after previously learning that internal controls were deficient at most of its Chinese clients, favored a more substantive approach. Respondents aver that because CVB's approach differed from the Acquiring Firm's approach, CVB took great care to assure that the audit procedures fulfilled the goals of the putative CVB audit plan. In addition, Respondents aver that because the Acquiring Firm was performing an initial audit, and was therefore using the expanded procedures involved in an initial audit, the substantive audit procedures followed by Respondents were performed without reliance on Yuhe's internal controls. Respondents deny the remaining allegations in Paragraph 18 and specifically deny that they relied on Yuhe's internal controls.

19. Paragraph 19 purports to set forth AU section 316. Respondents assert that AU § 316 speaks for itself and deny any allegations inconsistent with its content.

20. Respondents deny the allegations in Paragraph 20 and specifically deny the allegation that CVB did not plan or perform the 2009 audit of Yuhe.

21. Paragraph 21 purports to set forth AU section 317. Respondents assert that AU § 317 speaks for itself and deny any allegations inconsistent with its content.

22. Respondents assert that the documentary evidence speaks for itself and deny any allegations inconsistent with its content. Respondents deny the remaining allegations in Paragraph 22.

23. Paragraph 23 purports to set forth AU section 334. Respondents assert that AU § 334 speaks for itself and deny any allegations inconsistent with its content.

24. Respondents deny the allegations in Paragraph 24 and specifically deny the assertion that CVB and Anderson did not consider the risks surrounding related party transactions during the 2009 Yuhe audit.

25. Paragraph 25 purports to set forth a provision of AU section 331. Respondents assert that AU § 331 speaks for itself and deny any allegation inconsistent with its content. Respondents admit that the Acquiring Firm performed an inventory observation and performed counts in accordance with professional standards. Respondents deny the remaining allegations in Paragraph 25 and deny any implication that Respondents relied on the internal controls which contained material weaknesses or significant deficiencies.

26. Paragraph 26 purports to set forth AU section 230. Respondents assert that AU § 230 speaks for itself and deny any allegations inconsistent with its content. Respondents deny the remaining allegations in Paragraph 26 and specifically deny that CVB and Anderson failed to exercise due professional care during the 2009 Yuhe audit.

27. Respondents admit that Van Wagoner had responsibility for reviewing the audit work for the 2009 audit and that Van Wagoner concurred in CVB's issuance of an audit report containing an unqualified opinion on Yuhe's financial statements for fiscal year 2009. Respondents deny the remaining allegations in Paragraph 27.

28. Paragraph 28 purports to set forth a provision of AU section 326. Respondents assert that AU § 326 speaks for itself and deny any allegations inconsistent with its content. Respondents deny the remaining allegations in Paragraph 28.

29. Paragraph 29 purports to set forth PCAOB auditing standard ("AS") No. 3. Respondents assert that AS No. 3 speaks for itself and deny any allegations inconsistent with its content.

30. Respondents deny the allegations in Paragraph 30.

31. Paragraph 31 purports to set forth AU section 333. Respondents assert that AU § 333 speaks for itself and deny any allegations inconsistent with its content. In addition, Respondents admit that in the 2009 audit of Yuhe, CVB and Anderson obtained written representations. Respondents deny the remaining allegations in Paragraph 31.

32. Respondents admit the allegations in Paragraph 32.

33. Respondents deny the allegations in Paragraph 33.

34. Respondents deny the allegations in Paragraph 34.

35. Respondents aver that for the 2010 audit, CVB and Anderson contracted with personnel in China to perform field work on CVB's behalf and under its supervision. Respondents deny the remaining allegations in Paragraph 35.

36. Respondents deny the allegations in Paragraph 36.

37. Paragraph 37 purports to set forth AU section 312. Respondents assert that AU § 312 speaks for itself and deny any allegations inconsistent with its content.

38. Respondents admit that during the 2010 audit, CVB and Anderson documented concerns about the risk of material misstatement due to Yuhe's inability to perform proper procedures necessary to produce reliable financial statements. Respondents deny the remaining allegations in Paragraph 38.

39. Paragraph 39 purports to set forth AU sections 312 and 316. Respondents assert that AU §§ 312 and 316 speak for themselves and deny any allegations inconsistent with their content. Respondents admit that during the 2010 audit, CVB and Anderson identified as a risk the use of personal bank accounts to transact company business and the risk of personal funds being intermingled with business funds. Respondents also admit that, to address the risk identified, CVB and Anderson assigned two Hong Kong based individuals to perform procedures to address these risks. Respondents deny the remaining allegations in Paragraph 39.

40. Paragraph 40 purports to set forth a provision of AU 333. Respondents assert that AU § 333 speaks for itself and deny any allegations inconsistent with its content. In addition, Respondents admit that CVB and Anderson assessed Yuhe's internal controls as ineffective and Yuhe's personnel as lacking in experience to produce financial statements that complied with generally acceptable accounting principles. Respondents deny the remaining allegations in Paragraph 40.

41. Respondents admit the allegations in Paragraph 41.

42. Paragraph 42 purports to set forth PCAOB AS No. 7. Respondents assert that AS No. 7 speaks for itself and deny any allegations inconsistent with its content.

43. Respondents deny the allegations in Paragraph 43.

44. Respondents admit the allegations in Paragraph 44.

45. Respondents admit that on December 31, 2009 and January 4, 2010, Yuhe filed Forms 8-K announcing that on December 24, 2009, it had entered into an agreement with Waifang Dajiang Corporation to purchase thirteen (13) breeder farms for an aggregate price of approximately \$15.2 million. Respondents also admit that on June 17, 2011, Yuhe hosted a conference call during which it disclosed for the first time that the acquisition had never been completed and that the funds had, instead, been returned to a private account controlled by Yuhe's CEO. In addition, Respondents admit that shortly after the conference call, CVB resigned as Yuhe's independent auditor and stated that reliance should no longer be placed on its previously issued audit report for 2010. Respondents lack knowledge or information sufficient to form a belief as to the remaining allegations in Paragraph 45, and therefore deny the same.

#### ALLEGED VIOLATIONS

46. Paragraph 46 purports to set forth Section 4C of the Exchange Act and Rule 102(e) of the SEC's Rules of Practice. Respondents assert that these sections and rules speak for themselves and deny any allegations inconsistent with their content. Respondents deny the remaining allegations of Paragraph 46 and specifically deny that any Respondent engaged in improper conduct within the meaning of Section 4C or Rule 102(e).

47. Paragraph 47 purports to set forth Section 4C of the Exchange Act and Rule 102(e) of the SEC's Rules of Practice. Respondents assert that these sections and rules speak for themselves and deny any allegations inconsistent with their content.

48. Respondents deny the allegations in Paragraph 48.

49. Respondents deny the allegations in Paragraph 49.

50. Paragraph 50 purports to set forth a legal conclusion with respect to the SEC's authority under Section 21C of the Exchange Act and the SEC's burden of proof for establishing negligence, and therefore no response is required. To the extent any response is required, Respondents assert that Section 21C of the Exchange Act speaks for itself and deny any allegations inconsistent with its content.

51. Paragraph 51 purports to set forth a legal conclusion with respect to Sections 10A(a)(1) and (2) of the Exchange Act, and therefore no response is required. To the extent any response is required, Respondents assert that Sections 10A(a)(1) and (2) speaks for themselves and deny any allegations inconsistent with their content.

52. Respondents deny the allegations in Paragraph 52.

53. Paragraph 53 purports to set forth a legal conclusion with respect to Rule 2-02(b)(1) of Regulation S-X, and therefore no response is required. To the extent any response is required, Respondents assert that Rule 2-02(b)(1) of Regulation S-X speaks for itself and deny any allegations inconsistent with its content.

54. Respondents deny the allegations of Paragraph 54.

### **DEFENSES**

Respondents hereby assert the following defenses. By asserting these defenses, Respondents do not assume any burden of proof or persuasion that they would not otherwise bear, and no stated defense constitutes an admission that Respondents bear any such burden.

1. Respondents deny each and every allegation in the OIP that is not expressly admitted herein.

2. The OIP fails to state a claim on which relief may be granted.

3. Respondents lacked the requisite scienter necessary to support the alleged violations.

4. Respondents complied with all professional standards, including but not limited to standards with respect to related party transactions (AU 334) and illegal acts (AU 317). In addition, Respondents complied with the supervision requirements of AU section 311.

5. Van Wagoner complied with the engagement quality review standards of PCAOB AS No. 7.

6. There is no indication of any illegal act or related party transaction that Respondents missed in the 2009 audit and there is no evidence of an undetected related party transaction in the 2010 audit. In addition, no reasonable set of audit procedures would have detected Yuhe's 2010 illegal act.

7. Respondents themselves were the victim of Yuhe's fraud.

WHEREFORE, Respondents demand that the OIP and the SEC's enforcement proceedings herein be dismissed with prejudice and on the merits, that the SEC take no further action, and for such other and further relief as is just and appropriate.

DATED this 22<sup>nd</sup> day of August, 2014.

PARR BROWN GEE & LOVELESS, P.C.

By:   
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