

IN MEMORIAM

CHARLES ROY ROWZEE, CPA

Laurel

Died September 6, 2012

Business Executives More Pessimistic on U.S. Economy, AICPA Survey Shows

Economic optimism among CPA executives plunged to year-to-date lows as concerns mount over government debt, spending and leadership, according to the AICPA Business and Industry U.S. Economic Outlook Survey.

The third quarter 2012 survey of 1,365 CFOs, CEOs, controllers and other CPA decision-makers brings key insights regarding many of the issues of greatest concern to today's business leaders. The survey was conducted between August 15-30, 2012, and reflects the full range of businesses and not-for-profit organizations of varying sizes across the U.S.

Negative Sentiment Sweeps Across Top Economic Indicators

In the third quarter, the CPA Outlook Index (CPOI) continued a downward slide that began in the second quarter, falling four points to 63. The CPOI gauges CPA executives' opinions on nine equally weighted survey measures, which range from economic optimism and revenue projections to hiring and spending expectations. On a scale of 0 to 100, a score of 50 is considered neutral, above 50 indicates a positive outlook and below 50 represents a negative outlook.

Although all survey measures sustained quarter-to-quarter decreases, U.S. economic optimism, with a 13-point drop and score of 41, was by far the greatest contributor to the Index's lowered reading. Despite the across-

the-board declines since the second quarter, the Index and each measure still rank more favorably than they did one year ago.

Economic and Organization Optimism Continue to Falter

Although optimism clouded significantly overall among respondents in the third quarter, conditions worsened more notably in one crucial area—organization optimism.

Only 22 percent of CPA executives are optimistic about the U.S. economy, down markedly from the previous quarter's 34 percent, though appreciably greater than the third quarter of 2011 when a mere nine percent were optimistic. However, survey participants' outlooks for their own organizations also underwent a dramatic change.

Although twice as many respondents are optimistic about their own organization's prospects than they are about the economy, their responses represent a 10 percentage point decline quarter-to-quarter. This may also be a sign that hiring, spending and other growth indicators are on unstable ground.

"One change this quarter is the dimmer

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2012 Mississippi Tax Institute Scheduled Friday, Dec. 7 at Embassy Suites - Ridgeland

The 39th Annual Mississippi Tax Institute will be held Friday, Dec. 7 at the Embassy Suites in Ridgeland.

Institute presenters include:

- Jan Craig, CPA, Mississippi Department of Revenue, & additional MDOR staff
- Nancy Hughes, CPA, Hughes & Scalise, Birmingham
- Aaron Steele, Internal Revenue Service
- David Aughtry of Chamberlain, Hrdlicka, White, Williams & Aughtry in Atlanta
- David Stevens, Horne LLP, Ridgeland
- Robert Perez, CPA, New Orleans

MSCPA Members can register online.

Anyone can register by downloading the standard CPE registration form available at www.ms-cpa.org. The registration fee is \$175 for all participants. Additional details, including session topics, will be posted to the Society website in late October.

MAJOR EVENTS IN NOVEMBER & DECEMBER

Not-for-Profit Conference	November 2
Corporate Income Tax Returns Workshop	November 5 & 6
Tupelo Cluster	November 13-15
MAP Conference	November 15
Business Valuation & Litigation Services Seminar	November 16
1040 Tax Return Workshop	December 3 & 4
Mississippi Tax Institute	December 7
Hattiesburg Cluster	December 10-11
Introduction to Bank Accounting & Auditing	December 12
Community Banking Update	December 13

2013 MSCPA Convention

June 20-23, 2013

Sandestin Golf & Beach Resort



2014 MSCPA Convention

June 26-29, 2014

Sandestin Golf & Beach Resort



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Opinions expressed are not necessarily the official policy of the MSCPA. Advertising is accepted in good faith that the product/services are of value stated.

Welcome New Members

New members include Margaret Joyner Barefoot, Julie Leonard Baugh, Allison Ann Garner, Mary Anne King, Paul Allen Hoffman, Charles Robert McClatchy, Jr., Erin Kleuser Owen, and Kimberly Dawn Strong.

Now completing the membership process are:

Michael Benjamin Campbell was born in Flowood and earned his Bachelor's degree and Master in Professional Accountancy from Mississippi State University. He is a Senior Associate with Horne LLP in Ridgeland.

Nickie Lee Coats was born in Flowood and received an AA in Business from Mississippi Delta Community College and BACC and Master of Taxation from Mississippi State University. She is a Staff Accountant with Haddox, Reid, Burkes & Calhoun in Jackson.

Stephen Webb Corban was born in Tupelo and received his BACC from Mississippi State University. He is a Staff Accountant with Watkins, Ward and Stafford, PLLC in West Point.

Julia Raye Jesuit was born in Des Moines, Iowa and received a Bachelor of Business Administration and a Master of Accountancy from Millsaps College. She is employed with Horne LLP in Ridgeland in Health Care Services.

Jessica Marie McCarthy was born in Mobile and received her BSBA in International Business and BSBA in Accounting from the University of Southern Mississippi. She is a Senior Associate with Wm. F. Horne & Co., PLLC in Laurel.

Jeremy W. Miller was born in Atlanta and received a Bachelor of Business Administration (Accounting) and a Master of Accountancy from Millsaps College. He

is a Compliance Auditor with the Mississippi Gaming Commission.

James Richard Palmer was born in Eupora and received a Bachelor of Arts from the University of Mississippi and MBA from Mississippi State University. He is a Financial Reporting Manager for First South Farm Credit in Ridgeland.

Christy Michelle Roberts was born in Vicksburg and received BSBA and MPA degrees from the University of Southern Mississippi. She is a Sales Assistant with Rex Lumber in Brookhaven.

Courtney N. Williams was born in Greenville, Mississippi and received a BSBA in Accounting from Mississippi College. She is an Accountant with Tellus Operating Group in Ridgeland.

May & Company Named A *Best Accounting Firm To Work For* In U.S. For Third Year

May & Company, LLP in Vicksburg was recently named as one of the *2012 Best Accounting Firms to Work for*. This annual list was created by *Accounting Today* and Best Companies Group to identify, recognize and honor the best places of employment in the accounting industry.

The *Best Accounting Firms to Work for* list is made up of a total of 100 companies, split into three groups: 47 small-sized companies (15-49 employees), 45 medium-sized companies (50-249 employees) and 8 large-sized companies (more than 250 employees). May & Company has been named one of the *Best Accounting Firms to Work for* in the small-sized category.

To be considered for participation, companies had to fulfill the following eligibility requirements:

- Be a for-profit or not-for-profit business;
- Be a publicly or privately held business;
- Have a facility in the United States;
- Have at least 15 employees working in the United States;
- Must be in business a minimum of 1 year;
- Be an accounting firm.

Accounting firms from across the country entered the two-part survey process to determine the *Best Accounting Firms to Work for*. The first part consisted of evaluating each nominated firm's workplace policies, practices, philosophy, systems and demographics. The second part consisted of an employee survey to measure the employee experience. The combined scores determined the top firms and the final ranking. Best Companies Group managed the overall registration, survey and analysis process and determined the final rankings.

Do We Have Your CURRENT Email Address?

(CPE confirmations & Society
News Updates all go to your
email address)

**Send your preferred
Email address to
mail@ms-cpa.org
and we'll update**

Considering a Merger or Acquisition?

Do the Due Dilligence

By Ric Rosario, CPA

Many of the problems arising from CPA firm mergers and acquisitions can be traced back to insufficient due diligence, critical thinking, foresight and planning. The first step toward a successful merger or acquisition should be to clarify and agree on the reasons for your firm's interest in a potential merger. The partners should consider:

- what they want from a merger;
- what they do *not* want;
- characteristics and practices that would produce a good fit (among partners, staff and clients);
- the pros and cons of a merger with a smaller firm, a larger firm, and a firm of equivalent size; and
- timetables of who will be responsible for which activities, including how confidential the different activities will remain.

Before merging, or even performing joint work, which can entail a degree of joint liability, develop a familiarity and comfort level with the other firm's culture, quality controls, type of practice, and client mix. Interview personnel at all levels of the firm as well as key clients, attorneys and others familiar with the firm. Ask the following questions:

Philosophy/Compatibility

- How compatible are the firms' cultures?
 - Is there a disparity between work ethics?
 - What are the attitudes toward clients toward employees?
 - What are the relationships like between the owners?
 - What are the other firm's views on practice development?
 - Is the other firm quality-control oriented?
 - How aggressive is the other firm?
- What types of clients does the other firm have?
- Does it practice loss prevention?
- Is it financially stable?
- What is its reputation?
- What are the chances of a "hidden agenda" (e.g., personnel layoffs after the merger is consummated)?
- What are the other firm's future plans?
 - What role do the partners want to play in your firm? Do they want to be hands-on? Do they want to be administrators, or marketers?
 - How many hours do they want to work? Do they want to take on a heavy

workload, or scale back? Is there a lot of overtime (billed or unbilled) on jobs?

- What is the profile/reputation of the other firm's clients? Do they pay the firm on time?
- What are the firm's policies regarding client acceptance, investing with clients, trusteeships, etc.?
- What are the chances that some of the clients will leave?

History

- What is the other firm's claims and litigation history?
- Are there pending liability issues? (Speak with the other firm's attorneys and ask if they are willing to put the status of pending liability issues in writing.)
- What are the results of the most recent peer review?
- Does the other firm have frequent mergers/splits? If so, why so often?
- Is the other firm's CPE current? What type of CPE do the CPAs take? Is the type relevant to their practice, or did they take low-quality CPE to meet requirements?
- Has the other firm had a license or certificate suspended or revoked?
- Has it ever faced disciplinary action by a state or federal regulator (e.g., board of accountancy, NASD, SEC, PCAOB), a state CPA society, the AICPA, or other organization?
- What information can your state board of accountancy give you about the firm?
- What kind of prior insurance, if any, does the firm carry?
- Consider obtaining background investigation reports on the key partners (and be sure to tell them you are doing so).

Scope

- Is the firm's work compatible with yours? Does its work complement yours? Will you be working with or against each other?
- Does the firm specialize in a certain area of practice? (If you are unfamiliar with the area, speak with others who are familiar with it. You may even want to take CPE and attend discussion groups to familiarize yourself with the area.)
- Is their practice area more hazardous than yours?
- Are the rewards worth the risks associated with the deal if it falls apart? (Do a risk/

23 YEARS

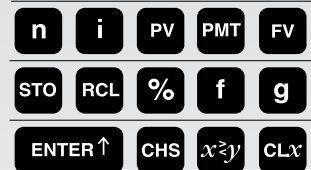
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One Tax Increase You Can Count on (More or Less)

The constitutional holding of the Patient Protection and Affordable Care Act lifted, apart from Congressional repeal, the contingency hanging over the application of the two "Medicare" taxes that were included in that legislation. Thus, in 2013 a new .9 percent tax on certain earned income and a 3.8 percent tax on certain unearned income will apply. In this article, we will examine the tax on certain unearned income.

Beginning in 2013, individuals, trusts and estates who have adjusted gross income in excess of certain levels will face a tax of as much as 3.8 percent of unearned income. It is important before delving into the details of Code §1411 to note that because both the application and the extent of the application are dependent on a taxpayer's AGI (or more specifically modified adjusted gross income), much of the planning to minimize or eliminate this tax will revolve around controlling a taxpayer's AGI.

As to the application of the tax, it only applies to married filing jointly taxpayers with MAGI in excess of \$250,000 (\$200,000 for single taxpayers); estates and trusts, however, reach the threshold at approximately \$12,000. The key point for individual taxpayers is that if

the taxpayers arrange their affairs so that their MAGI does not exceed \$250,000 (or \$200,000, as the case may be), they are not subject to the additional tax. But business owners who sell their business are likely to have more than \$250,000 gain that, unless spread out over several years, would in itself subject some or all of that gain on sale to the tax.

As to the extent of the application, the tax is applied to the lesser of the net unearned income or the MAGI in excess of the thresholds discussed in the previous paragraph. For an individual taxpayer with income that is not net investment income in excess of the applicable threshold, all of the taxpayer's net investment income is subject to the tax; if the other income is less than the threshold, only that part of the net investment income that does not exceed the excess of the MAGI over the threshold is subject to the tax. For example, a married couple that has \$240,000 of other income and \$20,000 of net investment income would, in addition to the regular (and AMT) income tax, be subject to the tax on the \$10,000 of the \$20,000 of net investment income that represents the \$10,000 excess of the \$260,000 (\$240,000 + \$20,000) MAGI over the \$250,000 threshold.

Net investment income is not as clearly defined as it could be particularly with respect to items like goodwill. It is broader than the definition used for the limitation on investment interest, including passive income like rents and pass-through income in which the taxpayer does not materially participate. Sales of inventory or, it appears, property used in a trade or business are not included in net investment income.

Among some of the planning techniques taxpayers should consider are:

- In 2012 accelerate other income, which may have the effect of reducing MAGI in 2013 and later years to reduce or eliminate the amount of net investment income in the later years subject to this additional tax. This might also be indicated for taxpayers anticipating the currently scheduled higher tax rates on ordinary income in 2013.

- In 2012 accelerate distributions from qualified plans, if permitted, and from IRAs to reduce the amount of other income (and MAGI) in 2013 and later years. Such income is not net investment income but would otherwise be included in MAGI. Consider converting §401(k) plans to Roth contribution programs

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Of Counsel: Ronald A. Worley, JD, LL.M.

Represented over 500 cases
before the IRS and MDOR

40 years of trial experience

Litigated 40 trials before the
United States Tax Court

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CONSIDERING MERGER

continued from page 3

benefit analysis.)

- Would it help if the parties got a second, independent opinion?

Risk Exposures

As an owner in a merging firm, sole proprietorship, partnership, or corporation, you may have a new set of risk exposures. Get answers to the following questions:

TAX INCREASE

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that will accelerate income to 2012, but convert future distributions into nontaxable Roth distributions that are not included in MAGI.

- In 2012, sell and repurchase public investments to recognize gain on investments the taxpayer was intending to sell in the next couple of years anyway. This is a particular example of the acceleration of income strategy above. This might also be indicated for those taxpayers anticipating the higher (20 percent) tax rate on long-term capital gains scheduled to kick in in 2013. Taxpayers can repurchase those investments that are sold at a gain without a downside.

- In 2013 and later years, sales of non-publicly-traded investments, including a business, should at least consider the installment sale structure over a period of years if the amounts involved will enable the MAGI to be reduced below the threshold to reduce or eliminate the amount of net investment income subject to the tax in those years.

- In 2013, reposition portfolio investments in municipal bonds since such income is not included either in MAGI or in net investment income.

- In 2013, restructure compensation arrangements to convert currently taxable benefits to nontaxable ones to reduce the contribution of such to a taxpayer's MAGI. In addition to fringe benefits, consider increasing the amount of elective deferrals to §401(k) plans or the employer's contributions to qualified plans.

- In 2013, invest in tax-deferred annuities and life insurance contracts that defer the recognition of investment income through the tax-exemption of the investment vehicle.

One should note that this barely scratches the surface of what, barring a repeal in the next Congress, promises to be a complicating tax factor that will require expertise. Find out more in these upcoming Surgent McCoy seminars:

- *Strategies and Tactics in the New War Against Higher Individual Taxes (IWAR)*
- *The Best Federal Tax Update Course by Surgent McCoy (BFTU)*
- *The Best Individual Income Tax Update Course by Surgent McCoy (BITU)*

- What will your liability be, based on the new focus of your practice?
- What rules of your state board of accountancy pertain to your new area of practice?
- Do you have joint and several liability exposure for all work undertaken, as CPAs do in some states?

Consider the ramifications of your options carefully. An endorsement for Extended Reporting Coverage (ERC), also known as "tail" coverage, covers past work performed up until the date of a merger or dissolution.

Also find out from your insurance carrier or agent:

- Whether ERC is available to you.
- What period of time the ERC covers.
- The cost of ERC.
- The coverage limit under the current policy and ERC.
- Who has consent to settle claims for prior work.
- Whether there are differences in prior acts dates.
- What insured limits and deductible the new firm will carry.
- How the deductible will be divided.
- Who pays the premiums and/or deductible.

Another common question that arises from changes in firm ownership is whether the firm covers a new partner's past work, assuming your current insurer approves coverage for the new partner. There are, however, benefits and drawbacks. For example:

- Although you are assuming all the liabilities, you haven't benefited from any revenue from this work.
- A claim on past work can impair your current policy limits.
- Coverage is usually written to cover firms and not individuals or owners. Covering a new partner's past work means covering a prior entity, and some of the owners may not be with your firm or even known to you.
- The carrier may not agree to cover prior work.

Firms should always consult with their insurance carriers or agents regarding coverage options and the many other risk management issues to be considered in planning for a successful merger or acquisition.

Ric Rosario, CPA, is president and CEO of CAMICO (www.camico.com), the nation's largest CPA-focused program of specialty liability insurance for the accounting profession.

Selling Your Accounting Practice

By Robin Kuckyr MS, FCBI

Selling your accounting Practice is not an easy decision, but it is something that has to be done one way or another, sooner or later. The timing could be dependent on a variety of issues, sole proprietor vs accounting firm, age of the client base or age of owner etc., but planning is the key! Sellers continue to age and the sole proprietorship is at risk if he or she does not plan an exit!

Demand for client services is increasing and acquisitions maybe less expensive and quicker than new client marketing. One of the most important considerations to a successful sale is the number of clients who will remain with the firm after the transfer! The stability of the income stream after the sale is a valuable asset and it is imperative that the seller insures and protects the company's continuity. Risk of client loss is the biggest factor for a buyer in the purchase of an accounting practice. The most valuable firms have high client and revenue retention when properly transferred to the new owner.

Since there are so many variables (product mix, specialty areas of practice), I will only provide some "rules of thumb" to provide a range of value.

A common rule of thumb for the sale of an accounting practice is 100 to 125% of annual

revenues plus inventory. This rule is commonly exceeded depending on the "right fit", the compositions of billings, and the split between recurring and onetime workups. If you chose to calculate SDE (Seller Discretionary Earnings), EBIT, or 2.2 times EBITDA you should arrive at a reasonable range. However, an individual client concentration or industry concentration making up over 20% of gross revenue would be a red flag.

Pricing has increased slowly from a low of 75% of sales for firms under \$50k in billings to 130% for firms over a \$1,000,000 in billings and is generally calculated on the basis of annual revenue. Options for owner financing, guarantees etc. will also impact pricing.

There is always a demand for a good practice. The industry is aging, and with barriers increasing to younger people coming in via licensure, certification, or legislation, now maybe the perfect time to consider selling. Capital gains rates are still relatively low and the low rate is expected to be repealed at the beginning of 2013.

Questions? Robin Kuckyr MS, FCBI
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I'M GLAD I DIDN'T GET A PIECE OF THIS PIE.



FRAUD CLAIMS BY ENGAGEMENT
Three-Year Average (2009-2011)

Client expectations can leave auditors at risk. But what if your firm doesn't do audits? CAMICO's historical claims data shows that **compilation, bookkeeping, tax, and review services** comprise almost half of all fraud-related malpractice claims.

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CONTINUING PROFESSIONAL EDUCATION

**NOVEMBER –
DECEMBER, 2012**

November 2, 2012

Friday
Jackson
Mississippi e-Center

NOT-FOR-PROFIT CONFERENCE

Discussion Leader: Panel
Cost: \$95 for all registrants AICPA Member Discount: \$0
Course Hours: 8:30 – 4:30
LEVEL: All CPE Credit: 8 VENDOR: N/A ACRONYM: NPC

COURSE OBJECTIVES AND DESCRIPTION: Check elsewhere in this newsletter and the MSCPA web site (www.ms-cpa.org) for details on this event.

November 5-6, 2012

Monday-Tuesday
Ridgeland
MSCPA Center

AICPA's Corporate Income Tax Returns Workshop by Sid Kess

Discussion Leader: Gordon Meicher, CPA
Cost: Members: \$380 Non-Members: \$530 AICPA Member Discount: \$80
Course Hours: 8:30-4:30
LEVEL: Update CPE Credit: 16 Tax VENDOR: AICPA ACRONYM: CITW

COURSE OBJECTIVES AND DESCRIPTION: Originally written by Sid Kess and now led by AICPA's top tax instructors, this course will give you the AICPA advantage with our unique perspective on the latest tax changes. Look at the most recent tax laws and other developments affecting C Corporations, S Corporations and other business entities, including limited liability companies. Learn how to advise clients and employees on the latest tax planning ideas. Share marketing ideas from top practitioners based on the latest tax strategies. Plus, a comprehensive practice problem lets you apply what you have learned.

November 13, 2012

Tuesday
Tupelo
BancorpSouth Conf. Cntr.

Annual Update for State & Local Governments and Not-for-Profits

Discussion Leader: Doug Logan, CPA
Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0
Course Hours: 8:30-12:00
LEVEL: Update CPE Credit: 4 A&A YB VENDOR: AICPA ACRONYM: CL4GNAU2

COURSE OBJECTIVES AND DESCRIPTION: Catch up on the latest developments in accounting and auditing for state & local governments and not-for-profits in a power-packed four-hour session. You will review recent activities of the CMB, GAO, AICPA, GASB and FASB, and also get a feel for significant projects that these organizations are working on for the future.

November 13, 2012

Tuesday
Tupelo
BancorpSouth Conf. Cntr.

The 2011 Revised Yellow Book for Financial Audits

Discussion Leader: Doug Logan, CPA
Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0
Course Hours: 1:00-4:30
LEVEL: Basic CPE Credit: 4 A&A YB VENDOR: AICPA ACRONYM: CL4EQYB1

COURSE OBJECTIVES AND DESCRIPTION: Do you perform financial audits in accordance with the Yellow Book? If so, you need to know the latest about the 2011 Yellow Book revision. Find out what stayed the same and what changed in the latest revision to the Yellow Book. This course does not address attestation engagements or performance audits conducted in accordance with the Yellow Book.

November 13, 2012

Tuesday
Tupelo
BancorpSouth Conf. Cntr.

Advanced Employee Benefit Plan Topics

Discussion Leader: William F. (Bill) Taylor, CPA
Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30
Course Hours: 9:00-5:00
LEVEL: Advanced CPE Credit: 8 A&A VENDOR: AICPA ACRONYM: AEMP-2

COURSE OBJECTIVES AND DESCRIPTION: Many auditors encounter similar issues when performing an audit of an employee benefit plan. This course is designed to go beyond the basics of preparing work papers and financial statements and instead explore the more advanced issues related to auditing employee benefit plans. Upon completion of this course, participants will be able to: * Identify and address complex risks noted throughout the audit process; * Implement changes in compliance rules and legislative issues; * Distinguish between over and under auditing practices based on case studies and group discussions; * Identify challenging audit issues such as fair value accounting measurement, participant loans, disclosure requirements, audit opinions and much more.

November 14, 2012

Wednesday
Tupelo
BancorpSouth Conf. Cntr.

Business Law Essentials for Accountants

Discussion Leader: Barry K. Jones, JD, CPA
Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30
Course Hours: 9:00-5:00
LEVEL: Intermediate CPE Credit: 8 General VENDOR: AICPA ACRONYM: BLT-2

COURSE OBJECTIVES AND DESCRIPTION: Like it or not, bankruptcy is a fact of life today. Is your company or client able to take advantage of the laws enacted by Congress to protect the creditor's limited assets? What about employment laws? Are you aware of regulations that deal with ADA, sexual harassment and discrimination? Lack of knowledge on these issues can cost your company some of its most precious resources. This seminar is designed for industry CPAs and public practitioners needing a refresher on recent litigation and statutory changes. It is not designed for attorneys. Topics will include: * Bankruptcy and reorganization; * Employment law: race, sex, age and disabilities; * Intellectual property law; * Asset protection; * Directors' liability; avoiding stockholders' derivative suits; * Alternative dispute resolution: reducing the high cost of litigation; * Securities regulations: requirements of an initial public offering.

November 14, 2012

Wednesday
Tupelo
BancorpSouth Conf. Cntr.

AICPA's Annual Update for Controllers

Discussion Leader: Curtis Quicke, CPA
Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30
Course Hours: 9:00-5:00
LEVEL: Update CPE Credit: 8 General VENDOR: AICPA ACRONYM: SKSB

COURSE OBJECTIVES AND DESCRIPTION: Let us bring you up-to-date on the latest trends in accounting, corporate finance, treasury management and business systems. Learn all about leading edge topics in managerial accounting and finance in a session that is packed with useful tips and how to go dance that you can apply immediately. More than half of the material is new every year, and existing topics are updated for new approaches in implementation or application.

November 15, 2012

Thursday

Tupelo

BancorpSouth Arena

Ethics, Rules and Regulations

Discussion Leader: James Crockett, CPA, DBA

Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0

Course Hours: 8:30-12:00

LEVEL: All CPE Credit: 4 Ethics VENDOR: Self-Developed ACRONYM: ERR-7

COURSE OBJECTIVES AND DESCRIPTION: This seminar satisfies the State Board's requirement for three hours of general ethics and one hour of Mississippi Rules and Regulations.

November 15, 2012

Thursday

Tupelo

BancorpSouth Arena

Frequent Frauds Found in Governments

Discussion Leader: James Crockett, CPA, DBA

Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0

Course Hours: 1:00-4:30

LEVEL: Intermediate CPE Credit: 4 A&A YB VENDOR: AICPA ACRONYM: CL4FGOV2

COURSE OBJECTIVES AND DESCRIPTION: What are some of the common frauds that occur in governmental organizations and how could they have been avoided? Through an informative case study approach, this course illustrates common frauds that make headlines and damage the reputations of governments. Rather than speaking generically about fraud, this course analyzes several common frauds that occur in the governmental sector. Topics include: "Manipulation of financial reporting," "Personnel frauds," "Overriding purchasing controls," "Bribes and kickbacks," "Misappropriation of assets."

November 15, 2012

Thursday

Tupelo

BancorpSouth Arena

AICPA's Annual Federal Tax Update

Discussion Leader: Jan Lewis, CPA

Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30

Course Hours: 9:00-5:00

LEVEL: Update CPE Credit: 8 Tax VENDOR: AICPA ACRONYM: PTU-2

COURSE OBJECTIVES AND DESCRIPTION: Save time and keep current on the latest tax developments! Based on the popular "Key Issue" approach, this comprehensive course covers all legislative, judicial and IRS developments of the past year with a focus on implementation and compliance. Discover how to effectively and confidently complete tax-planning and compliance engagements. Cover current developments affecting individuals (including those regarding income, deductions and losses, tax calculations, individual credits, filing matters), business entities (including those regarding S Corporations and their shareholders, C Corporations, partnerships), estates and trusts, retirement plans and more.

November 15, 2012

Thursday

Ridgeland

Holmes Community Col.

McGowan Center

MAP CONFERENCE

Discussion Leader: Panel

Cost: Members: \$75 Non-Members: \$115 AICPA Member Discount: \$0

Course Hours: 8:30 - 12:00

LEVEL: All CPE Credit: 4 General VENDOR: n/a ACRONYM: MAP-12

*** NEW ***

DESCRIPTION: Jennifer Hall, Associate with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, will discuss current HR issues for accountants. Ellison Belt, a member of Mojooco, LLC, will discuss using social media for business development. Details will be announced as they are finalized.

November 16, 2012

Friday

Ridgeland

MSCPA Center

BUSINESS VALUATION & LITIGATION SERVICES SEMINAR

Discussion Leader: Panel

Cost: Members: \$150 Non-Members: \$200 AICPA Member Discount: \$0

Course Hours: 8:30 - 4:30

LEVEL: All CPE Credit: 8 VENDOR: N/A ACRONYM: BVLS

COURSE DESCRIPTION: Check the MSCPA web site (www.ms.cpa.org) for details on this event. The tentative agenda includes: Judge Mike Parker - View From the Federal Court Bench; Judge Kenny Griffin - View From the Mississippi Court of Appeals Bench; Larry Latham - The Role of the CPA in Mediation and Arbitration; Richard Roberts, III - Family Law Update; Mike Ratcliff - Legal Terms and What the Financial Expert Needs to Know; Steve Montagnet - Cross-Examining and Deposing the Expert CPA; Jeff Aueron, CPA - Fraud Examinations; and Jim Koerber, CPA - Update on Personal Injury & Wrongful Death Calculations.

November 29, 2012

Thursday

Ridgeland

MSCPA Center

NEW**AICPA's Hottest Tax Topics for 2012**

Discussion Leader: Jan Lewis, CPA

Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30

Course Hours: 9:00-5:00

LEVEL: Intermediate CPE Credit: 8 Tax VENDOR: AICPA ACRONYM: HOT-1

NEW

COURSE OBJECTIVES AND DESCRIPTION: Two things you can count on are (1) important new tax developments and (2) economic, social and demographic trends that turn out to have important tax implications. Boy, do we have a bunch this time around! This course highlights the hottest tax topics - those that can change every year and affect many of your individual, small business, and corporate clients. For Individuals: bankruptcy, short sales, capital losses, IRA rollovers, divorce planning, etc. Small Businesses: passive losses, Section 1231 losses, claiming credit for employee health insurance costs, passive loss exceptions, etc. For Corporations: bonus depreciation, S and C Corps, LLC's entity conversions, bonus depreciation, and more!

December 3 & 4, 2012

Monday-Tuesday

Ridgeland

MSCPA Center

AICPA's 1040 Tax Return Workshop by Sid Kess

Discussion Leader: Gordon Meicher, CPA

Cost: Members: \$380 Non-Members: \$530 AICPA Member Discount: \$60

Course Hours: 8:30-4:30

LEVEL: Update CPE Credit: 16 Tax VENDOR: AICPA ACRONYM: IITW

COURSE OBJECTIVES AND DESCRIPTION: Get your tax return training from the industry's best! Originally written by Sid Kess and now led by AICPA's top tax instructors, AICPA's individual tax workshop provides the latest practical insights from nationally recognized tax experts. Reinforce your understanding of frequently used principles, and receive a wealth of tax-planning tips and strategies. Learn how to apply the latest changes when preparing federal income tax returns, and advise clients on new developments and tax-saving ideas for individuals. All key tax return issues are covered during this fast-paced, real world session.

December 7, 2012

Friday

Ridgeland

Embassy Suites

MISSISSIPPI TAX INSTITUTE

Discussion Leader: Panel

Cost: \$175

Course Hours: 8:30 – 4:30

Level: Update CPE Credit: 8 Tax VENDOR: N/A ACRONYM: MTI

*** NEW DATE ***

Confirmed speakers include: Jan Craig, CPA, Mississippi Department of Revenue, & additional MDOR staff; Nancy Hughes, CPA, Hughes & Scalise, Birmingham; Aaron Steele, Internal Revenue Service; David Aughtry of Chamberlain, Hrdlicka, White, Williams & Aughtry in Atlanta; David Stevens, Horne LLP, Ridgeland; and Robert Perez, CPA, New Orleans.

December 10, 2012

Monday

Hattiesburg

Convention Center

2011 Revised Yellow Book: Government Auditing Standards

Discussion Leader: Doug Logan, CPA

Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30

Course Hours: 9:00-5:00

LEVEL: Basic CPE Credit: 8 A&A YB VENDOR: AICPA ACRONYM: EO-YB

COURSE OBJECTIVES AND DESCRIPTION: Do you perform engagements in accordance with the Yellow Book? If so, you need to know the latest about the 2011 Yellow Book revision. Gain a working knowledge of the latest Yellow Book standards from A to Z. Find out what stayed the same and what changed in the 2011 revision to the Yellow Book. Understand the relationship of Government Auditing Standards to the AICPA auditing standards and OMB requirements.

December 10, 2012

Monday

Hattiesburg

Convention Center

AICPA's Hottest Tax Topics for 2012

Discussion Leader: Jan Lewis, CPA

Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30

Course Hours: 9:00-5:00

LEVEL: Intermediate CPE Credit: 8 Tax VENDOR: AICPA ACRONYM: HOT-2

NEW

COURSE OBJECTIVES AND DESCRIPTION: Two things you can count on are (1) important new tax developments and (2) economic, social and demographic trends that turn out to have important tax implications. Boy, do we have a bunch this time around! This course highlights the hottest tax topics. Those that can change every year and affect many of your individual, small business, and corporate clients. For Individuals: bankruptcy, short sales, capital losses, IRA rollovers, divorce planning, etc. Small Businesses: passive losses, Section 1231 losses, claiming credit for employee health insurance costs, passive loss exceptions, etc. For Corporations: bonus depreciation, S and C Corps, LLC's entity conversions, bonus depreciation, and more!

December 11, 2012

Tuesday

Hattiesburg

Convention Center

Ethics, Rules & Regulations

Discussion Leader: James Crockett, CPA, DBA

Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0

Course Hours: 8:30-12:00

LEVEL: All CPE Credit: 4 Ethics VENDOR: Self-Developed ACRONYM: ERR-8

COURSE OBJECTIVES AND DESCRIPTION: This seminar satisfies the State Board's requirement for three hours of general ethics and one hour of Mississippi Rules and Regulations.

December 11, 2012

Tuesday

Hattiesburg

Convention Center

Frequent Frauds Found in Governments

Discussion Leader: James Crockett, CPA, DBA

Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0

Course Hours: 1:00-4:30

LEVEL: Intermediate CPE Credit: 4 A&A YB VENDOR: AICPA ACRONYM: CL4FGOV3

COURSE OBJECTIVES AND DESCRIPTION: What are some of the common frauds that occur in governmental organizations and how could they have been avoided? Through an informative case study approach, this course illustrates common frauds that make headlines and damage the reputations of governments. Rather than speaking generically about fraud, this course analyzes several common frauds that occur in the governmental sector. Topics include: "Manipulation of financial reporting," "Personnel frauds," "Overriding purchasing controls," "Bribes and kickbacks," "Misappropriation of assets."

December 11, 2012

Tuesday

Hattiesburg

Convention Center

AICPA's Annual Federal Tax Update

Discussion Leader: Robert (Bob) Perez, JD, CPA

Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30

Course Hours: 9:00-5:00

LEVEL: Update CPE Credit: 8 Tax VENDOR: AICPA ACRONYM: PTU-3

COURSE OBJECTIVES AND DESCRIPTION: Save time and keep current on the latest tax developments! Based on the popular "Key Issue" approach, this comprehensive course covers all legislative, judicial and IRS developments of the past year with a focus on implementation and compliance. Discover how to effectively and confidently complete tax-planning and compliance engagements. Cover current developments affecting individuals (including those regarding income, deductions and losses, tax calculations, individual credits, filing matters), business entities (including those regarding S Corporations and their shareholders, C Corporations, partnerships), estates and trusts, retirement plans and more.

December 11, 2012

Tuesday

Ridgeland

MSGPA Center

Write-up, Payroll and Other Accounting Services: Managing the Risks

Discussion Leader: Doug Logan, CPA

Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0

Course Hours: 8:30-12:00

LEVEL: Intermediate CPE Credit: 4 A&A VENDOR: AICPA ACRONYM: CL4BPOA

COURSE OBJECTIVES AND DESCRIPTION: Most sole practitioners and local CPA firms routinely provide write-up, payroll and other accounting services to their clients. Since these engagements involve no technical standards or issued opinions, most CPAs view them as risk-free. They are not. These services can generate a surprising number of significant malpractice claims; one case resulted in a judgment of one million dollars! This course identifies the risks (and proven risk-reducing practices) throughout the entire life-cycle of an accounting services engagement, from client acceptance to engagement performance to withdrawal. Topics include: "Having critical conversations: engagement scope, firm responsibilities, client responsibilities," "Supervision of client employees," "Preventing engagement creep," "Maintaining quality control over accounting services," "Withdrawing from an engagement."

December 11, 2012

Tuesday
Ridgeland
MSCPA Center

2011 Revised Yellow Book for Financial Audits (The)

Discussion Leader: Doug Logan, CPA
Cost: Members: \$140 Non-Members: \$180 AICPA Member Discount: \$0
Course Hours: 1:00-4:30
LEVEL: Basic **CPE Credit:** 4 **A&A YB** **VENDOR:** AICPA **ACRONYM:** CL4EOYB2

COURSE OBJECTIVES AND DESCRIPTION: Do you perform financial audits in accordance with the Yellow Book? If so, you need to know the latest about the 2011 Yellow Book revision. Find out what stayed the same and what changed in the latest revision to the Yellow Book. This course does not address attestation engagements or performance audits conducted in accordance with the Yellow Book.

December 12, 2012

Wednesday
Ridgeland
MSCPA Center

Introduction to Bank Accounting & Auditing***** NEW DATE *****

Discussion Leader: Wynne Baker, CPA, CFSA, CBA, CFF
Cost: Members: \$270 Non-Members: \$345 AICPA Member Discount: \$0
Course Hours: 9:00-5:00
LEVEL: Basic **CPE Credit:** 8 **A&A** **VENDOR:** Wynne Baker **ACRONYM:** IBAA

COURSE OBJECTIVES AND DESCRIPTION: This seminar has been designed for accountants and auditors about to undertake commercial bank audit engagements and individuals who are currently employed in a bank operations environment and/or accounting function. Course Highlights: Model bank financial statements; Accounting and auditing of loans and allowance for loan losses; Regulatory examination issues; Accounting and auditing investments; Accounting and auditing deposits; Auditing cash, cash items, and due from banks; Accounting for capital.

December 13, 2012

Thursday
Ridgeland
MSCPA Center

Community Banking Update***** NEW DATE *****

Discussion Leader: Wynne Baker, CPA, CFSA, CBA, CFF
Cost: Members: \$270 Non-Members: \$345 AICPA Member Discount: \$0
Course Hours: 9:00-5:00
LEVEL: Advanced **CPE Credit:** 8 **A&A** **VENDOR:** Wynne Baker **ACRONYM:** CBU

COURSE OBJECTIVES AND DESCRIPTION: This seminar is designed to update and inform the auditor and CFO of all new and significant changes recently affecting the banking industry, and enable the auditor and CFO to utilize these changes in an effective manner. Course Highlights: Problem Loan Disclosures; Troubled Debt Restructurings and New Reporting Rules; Disclosures for Fair Value, ALLL, Contingencies and FASB's Financial Instruments Proposal; Allowance for Loan and Lease Losses and Foreclosed Real Estate; Non-accrual Rules; Goodwill; Regulatory Changes

December 18, 2012

Tuesday
Ridgeland
MSCPA Center

AICPA's Annual Federal Tax Update

Discussion Leader: Jan Lewis, CPA
Cost: Members: \$255 Non-Members: \$330 AICPA Member Discount: \$30
Course Hours: 9:00-5:00
LEVEL: Update **CPE Credit:** 8 **Tax** **VENDOR:** AICPA **ACRONYM:** PTU-4

COURSE OBJECTIVES AND DESCRIPTION: Save time and keep current on the latest tax developments! Based on the popular "Key Issue" approach, this comprehensive course covers all legislative, judicial and IRS developments of the past year with a focus on implementation and compliance. Discover how to effectively and confidently complete tax planning and compliance engagements. Cover current developments affecting individuals (including those regarding income, deductions and losses, tax calculations, individual credits, filing matters), business entities (including those regarding S Corporations and their shareholders, C Corporations, partnerships), estates and trusts, retirement plans and more.

FALL CONFERENCES - SPECIAL EVENTS**November - December Conferences & Workshops**

Not-for-Profit Conference	November 2
Corporate Tax Return Workshop	November 5 & 6
MAP Conference	November 15
Business Valuation & Litigation Conference	November 16
Individual / 1040 Tax Return Workshop	December 3 & 4
Mississippi Tax Institute	December 7

The Banking seminars have been moved to December 12 & 13.

MISSISSIPPI TAX INSTITUTE**December 7, 2012****Embassy Suites, Ridgeland**

Jan Craig, CPA, & additional staff, Mississippi Dept. of Revenue
 Nancy Hughes, CPA, Hughes & Scalise
 Aaron Steele, Internal Revenue Service
 David Aughtry of Chamberlain, Hrdlicka, White, Williams & Aughtry
 David Stevens, Horne LLP
 Robert Perez, CPA

CPE REGISTRATION

Due to space constraints, the previous course descriptions have been condensed. The full descriptions – as provided by the CPE vendors – are available through links on our web site: www.ms-cpa.org under EDUCATION. You may register through the members' portion of the web site or by mailing or faxing the registration portion below with your check or credit card number to: Mississippi Society of CPAs, 306 Southampton Row, Ridgeland, MS 39157. Fax: (601) 856-8255. Please check each course you wish to attend and circle each amount included to ensure we enter your payment correctly.

(✓) DATE	COURSE TITLE	CITY	LOCATION	\$ MEM	NON- \$MEM	CPE Hours	Rec'd Area
Nov 2	NOT FOR PROFIT CONFERENCE	Jackson	Mississippi e-Center	95	95	8	TBD
Nov 5-6	AICPA's Corporate Income Tax Returns Workshop by Sid Kess	Ridgeland	MSCPA Center	* 380	530	16	Tax
Nov 13	Annual Update for State & Local Governments and Not-for-Profits	Tupelo	BancorpSouth Conf. Cntr.	140	180	4	A&A;YB
Nov 13	2011 Revised Yellow Book for Financial Audits (The)	Tupelo	BancorpSouth Conf. Cntr.	140	180	4	A&A;YB
Nov 13	Advanced Employee Benefit Plan Topics	Tupelo	BancorpSouth Conf. Cntr.	* 255	330	8	A&A
Nov 14	Business Law Essentials for Accountants	Tupelo	BancorpSouth Conf. Cntr.	* 255	330	8	General
Nov 14	AICPA's Annual Update for Controllers	Tupelo	BancorpSouth Conf. Cntr.	* 255	330	8	General
Nov 15	Ethics, Rules and Regulations	Tupelo	BancorpSouth Arena	140	180	4	Ethics
Nov 15	Frequent Frauds Found in Governments	Tupelo	BancorpSouth Arena	140	180	4	A&A;YB
Nov 15	AICPA's Annual Federal Tax Update	Tupelo	BancorpSouth Arena	* 255	330	8	Tax
Nov 15	MAP CONFERENCE	Ridgeland	Holmes Community College	75	115	4	General
Nov 16	BUSINESS VALUATION & LITIGATION SERVICES SEMINAR	Ridgeland	MSCPA Center	150	200	8	TBD
Nov 29	AICPA's Hottest Tax Topics for 2012	Ridgeland	MSCPA Center	* 255	330	8	Tax
Dec 3-4	AICPA's 1040 Tax Return Workshop by Sid Kess	Ridgeland	MSCPA Center	* 380	530	16	Tax
Dec 7	MISSISSIPPI TAX INSTITUTE	Ridgeland	Embassy Suites	175	175	8	Tax
Dec 10	2011 Revised Yellow Book: Government Auditing Standards	Hattiesburg	Convention Center	* 255	330	8	A&A;YB
Dec 10	AICPA's Hottest Tax Topics for 2012	Hattiesburg	Convention Center	* 255	330	8	Tax
Dec 11	Ethics, Rules & Regulations	Hattiesburg	Convention Center	140	180	4	Ethics
Dec 11	Frequent Frauds Found in Governments	Hattiesburg	Convention Center	140	180	4	A&A;YB
Dec 11	AICPA's Annual Federal Tax Update	Hattiesburg	Convention Center	* 255	330	8	Tax
Dec 11	Write-up, Payroll and Other Accounting Services: Managing the Risks	Ridgeland	MSCPA Center	140	180	4	A&A
Dec 11	2011 Revised Yellow Book for Financial Audits (The)	Ridgeland	MSCPA Center	140	180	4	A&A;YB
Dec 12	Introduction to Bank Accounting & Auditing	Ridgeland	MSCPA Center	270	345	8	A&A
Dec 13	Community Banking Update	Ridgeland	MSCPA Center	270	345	8	A&A
Dec 18	AICPA's Annual Federal Tax Update	Ridgeland	MSCPA Center	* 255	330	8	Tax

* AICPA Seminar. AICPA members may deduct \$30 per day from fee. See www.ms-cpa.org for the CPE Catalog with further details if necessary.

The member rate for CPE programs is available to all members of the MSCPA.

Non-certified staff may also claim the member rate. This rate must be applied at the time of registration.

Name _____ Company/Firm _____

Address _____ City, State, Zip _____

Are you a CPA? Yes ___ No ___ MSCPA Member? Yes ___ No ___ AICPA Member? Yes ___ No ___ Member # _____

Phone _____ Fax _____

Email Address (For Confirmations) _____

Amount Due \$ _____ (Did you remember to encircle each amount and to take qualified discounts?)

HAVE YOU MOVED OR CHANGED JOBS?

If so, logon to the member portion of the web site in the upper right corner of the home page, and update your information. www.ms-cpa.org.

REFUND POLICY: You will receive a full refund if cancellation is received seven days prior to the scheduled date of the course. If you cancel within seven days, a fifty percent refund will be given. Personnel substitutions are permitted. **No refunds are given for same-day cancellations or no-shows.**

PLEASE INDICATE METHOD OF PAYMENT CREDIT CARD IS ☐ Personal ☐ Company

☐ Amex ☐ MasterCard ☐ VISA ☐ Discover

Account Number _____ Mo. ____ Yr. ____
Expiration Date

Billing Address for Credit Card including Zip

x _____ \$ _____
Card Member Signature Amount CCID Number

☐ I hereby authorize the MSCPA to charge \$ _____ to my credit card.

Building Value Into Your **FIRM**

by Ronald C. Parisi, CPA, JD

The sluggish economy has presented several challenges to the CPA profession in recent years. A few of the main challenges include:

- competing for fewer and leaner clients, putting pressure on fees to be lowered;
- funding the retirements of partners preparing to leave the workforce; and
- executing leadership succession plans to develop partners.

These challenges have led to significant merger and acquisition activity as many CPA firms seek to acquire specialized expertise, provide higher level services, and attract better clients that pay higher fees. Whether preparing for a merger or planning for succession, building more value into the firm is a good idea.

In this environment it is important for firms to avoid risky practices which would expose the firm to professional liability disputes. Now is the time to remain disciplined, diligent and ethical in one's practice management.

The upside is that good practice management often converges with good risk management. The client acceptance and continuance process is a prime example of this convergence. Not only is it the first step in effective risk management and loss

prevention, but client screening can be used to identify less-than-desirable clients that may keep your firm from developing more desirable clients.

The client acceptance and continuance process can also reduce the risk of accepting engagements that are not a good fit for the firm's expertise, or continuing engagements that are no longer a good fit, due to changes in the client's business or changes within your firm.

Changes Call for Re-evaluating

Changes in a client's business may lead the client in a direction that causes you to re-evaluate the relationship. A client may, for example, buy a business requiring work that is not a good fit for your expertise. Or, a start-up client may grow and decide to go public, and you might not be staffed to perform the public work.

When there are changes within your firm, you may also need to re-evaluate your client base. The loss of a partner with an area of expertise that the other partners don't possess will require a decision by the firm regarding continued service to the former partner's clients.

The risk exposures from accepting or continuing engagements for which the firm is

not staffed or qualified are significant. Substantial losses in revenue and billable time, as well as damage to reputations, can come from disappointing clients with substandard work and becoming embroiled in disputes. Further, violations of professional and ethical standards as a result of substandard work might put a firm's licenses in jeopardy.

Consider options and courses of action that are more productive and profitable than trying to accommodate unsuitable clients. For example, consult with other practitioners to acquire the expertise needed in a specific area, or refer clients to practitioners who have the requisite expertise. Referring clients to other practitioners instead of attempting to perform a service for which you are not well suited is not only the prudent course of action, but it will generate goodwill and respect from clients who will appreciate the referrals. Clients are already accustomed to accepting referrals from their doctors and other professionals, and CPAs will enhance their own reputations by emulating such practices. It's a good idea to develop a small referral and consulting network among a group of experienced professionals you trust.

Sometimes difficult clients are just as harmful to the firm as high-risk clients. Are you spending too much time trying to accommodate clients that are uncooperative, uninvolved, indecisive, poorly organized, poorly financed, or irresponsible? If so, you are not only inviting a potential lawsuit, but you are also losing the opportunities to provide additional services to better quality clients and to build a stronger client base.

Terminating the Relationship

If you decide that it is in the best interests of the client and your firm to disengage, terminate the relationship professionally and formally, in writing. Your disengagement letter should always contain clear statements, a description of your work, and a list of any due dates or filings. Try to provide ample lead time before a client's deadlines to better protect yourself. Care needs to be taken when disengaging or withdrawing from an engagement after it has started, especially when the scope of the engagement includes audit, review, or compilation services.

Since attestation engagements are often used by the client for obtaining financing or satisfying loan covenants, disengaging

BUSINESS PESSIMISM

continued from page 1

view survey takers hold of their own company's outlook over the coming year," said Arleen R. Thomas, CPA, CGMA and AICPA senior vice president for management accounting. "For the first two quarters in 2012, more than half responded that they were optimistic about their organization's prospects. Now, only 44 percent say so."

Hiring Forecast Remains Gloomy

Widespread pessimism may also be taking a toll on CPA executives' hiring plans. The modest but nonetheless encouraging hiring momentum that started the year was weakened in the second quarter and eliminated in the third.

Only nine percent of respondents have too few employees and are planning to hire, which is a drop from the previous quarter's 12 percent and a 12-month low. Also, the percentage of organizations with an excess number of employees grew, though only slightly, to 11 percent after dropping to a

two-year low of seven percent in the first quarter of 2012.

Domestic Political Leadership Rises as a Top Executive Challenge

A new list of top challenges for CPA decision-makers has emerged amidst a still-struggling economy. For the past three quarters, domestic economic conditions has held the number-one position, followed by regulatory requirements/changes, and employee and benefits costs. However, there was one change in the top three rankings since the second quarter—domestic political leadership climbed from fourth to third place, with employee and benefits costs falling to the fourth position.

Possible reasons for domestic political leadership's notable rise may be found in the survey's open-ended comments, which include repeated concerns over the national debt, government spending, the presidential election and other political topics.

Please visit AICPA.org for more survey results.

continued on page 15

Income Tax Workshops

Gordy Meicher will be here in November and again in December for Corporate and 1040 Income Tax workshops. These are great courses for new and tenured tax professionals. Staff accountants who are not CPAs can register at the "member" rate. Check elsewhere in this newsletter for details.

November 5 & 6

Corporate Income Tax Workshop

December 3 & 4

1040 Individual Income Tax Workshop

Business Valuation & Litigation Services Seminar

Nov. 16, MSCPA Center, Ridgeland

- ***View From The Bench: Financial Experts in State Court*** - The Honorable T. Kenneth Griffis, Jr. of the Mississippi Court of Appeals
- ***View From The Bench: Financial Experts in Federal Court*** - The Honorable Michael T. Parker, United States Magistrate Judge
- ***Family Law Update*** - Richard C. Roberts, III, Esquire; The Law Offices of Richard C. Roberts, III
- ***Cross-Examining and Deposing the CPA Expert*** - O. Stephen Montagnet, III, Esquire; McCraney, Montagnet & Quin, PLLC
- ***The Role of the CPA in Mediation and Arbitration*** - W. Larry Latham, Esquire
- ***Legal Terms: What the CPA Expert Needs To Know*** - Michael V. Ratliff, Esquire; Johnson, Ratliff & Hays, PLLC
- ***Fraud Challenges*** - Jeffrey N. Aucoin, CPA/CFE, CFE, CIA; Horne, LLP
- ***Updates on Personal Injury and Wrongful Death Damage Calculations*** - James A. Koerber; Koerber and Company

ACCOUNTING & AUDITING UPDATE

PRESENTED BY

**KIMBERLY G. BURKE, PhD
OF MILLSAPS COLLEGE**

Eight Hours of
Continuing Professional Education
Breakfast and lunch are included

Friday
October 26, 2012
8:00 am – 4:30 pm
Stateroom
112 Cherokee Street
Brookhaven, Mississippi
\$100 by October 12, 2012
\$125 after October 12, 2012

-OR-

Friday
November 2, 2012
8:00 am - 4:30 pm
Leflore County Civic Center
200 Highway 7 South
Greenwood, Mississippi
\$100 by October 19, 2012
\$125 after October 19, 2012

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**If you do not receive a registration form in the mail, please contact
Randa Houck at (601) 605-3559 for reservations.**

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Conflicts of Interest in Litigation Services

by Jim Koerber, CPA/ABV/CFF, CVA, CFE

When a CPA is contacted by an attorney regarding a case, the CPA and the attorney must first discuss and evaluate possible conflicts of interest before anything else may be discussed. Just as attorneys have to withdraw from cases where a conflict of interest is determined, so must CPAs. The important issue is to immediately bring any conflict of interest to the attention of the attorney and his/her client.

Inquiring about the names of all parties and attorneys involved in the case, as well as related issues, is critical. Often a conflict of interest is obvious, such as when an attorney contacts a CPA about a lawsuit against one of the CPA's tax clients. A CPA cannot take a position for an opposing party against a business or individual that is a current tax client. However, a conflict may not be as obvious.

Forms and checklists for evaluating conflicts of interest regarding litigation are available. The best resources for CPAs are the Mississippi State Board of Public Accountancy's *Rules of Professional Conduct* (Chapter 6) and the American Institute of CPAs' *Litigation Services and Applicable Professional Standards* (Consulting Services Special Report 03-1). These resources address the important issues of independence, integrity, objectivity, and confidential information.

It is not uncommon for CPAs to encounter conflicts of interest in divorce cases. Consider the following example. Joe and Jane Smith are long-time clients of your CPA firm. For many years, your firm has prepared income tax returns and personal financial statements for the Smiths and corporate income tax returns and audited financial statements for Mr. Smith's construction company. One day, you receive a phone call from Mr. Smith, who informs you that he and Mrs. Smith are divorcing. For the upcoming trial, Mr. Smith needs your firm to prepare a business valuation of his construction company and the financial disclosure form (known as Form 8.05) required by the court. You tell him that another CPA in your firm is qualified to prepare the valuation report of the construction company and you can prepare

the financial disclosure form. What you may not realize, however, is that although the husband owns 100 percent of the construction company, it is part of the marital estate, which is owned by the husband and the wife. Also, preparing the financial disclosure form for the court would require you to rely on bank statements, personal financial statements, individual and corporate income tax returns, and other financial information of the husband and wife.

This example illustrates a conflict of interest involving independence, integrity, objectivity and confidential information. Because you, the CPA, and your firm have provided services for the husband and wife, you must first obtain consent from the wife to disclose confidential information before work may be done on the husband's behalf. In all probability, the wife's attorney will object to such a waiver. In researching policies by other CPA firms regarding this situation, a fellow CPA explained it best by stating that even if the wife provided a waiver, his firm's policy is to immediately consider this as a conflict of interest. In his firm's opinion, there is a huge potential for bias and it is generally a bad practice because the CPA is taking an adverse position to a non-moneyed client (in this situation, the wife) and the wife's attorney can state the CPA is preparing this work to support the position of the moneyed spouse (in this example, the husband) whose business they want to keep as a client.

Similar to divorce litigation, a CPA should be aware of conflicts of interest when asked to testify as an expert witness for clients in litigation matters related to shareholder disputes, lost profits, and similar cases. The AICPA's *Litigation Services and Applicable Professional Standards* state, "lack of independence from the client may be used to question the expert's credibility and objectivity."

The recent BP Deepwater Horizon Settlement provides another area of conflict of interest for CPAs to consider. Due to articles regarding the Settlement, some CPAs may be confused about the language related to commissions and contingent fees. Regardless of statements by other

organizations, the Mississippi State Board of Public Accountancy's *Rules of Professional Conduct* prohibit Mississippi licensed CPAs from accepting commissions (Section 6.6) and contingent fees (Section 6.7). For example, if the CPA's engagement letter states that his firm will analyze a businesses' potential loss related to the BP Deepwater Horizon Settlement and will charge a percentage of the losses recovered, but will not charge a fee if there is no recovery by the business, a contingent fee arrangement exists. Additionally, the CPA must be careful to avoid rendering legal services related to the BP Deepwater Horizon Settlement.

In summary, conflicts of interest must be addressed at the start of any litigation project. It is important to not only discuss them in detail with the attorney, but also others in the CPA's firm to assure the attorney and his/her client that there is not a problem with a conflict.

Jim Koerber, CPA/ABV/CFF, CVA, CFE is a shareholder in The Koerber Company, PA in Hattiesburg, Mississippi and is past chairman and current member of the MSCPA's Business Valuation and Litigation Services Committee.

BUILDING VALUE

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while the engagement is in process requires that careful attention be given to potentially negative effects. A jury recently found in favor of a client, partly because of the way the accounting firm disengaged from an attestation engagement after it was in process. The jury found that circumstances of the disengagement caused \$50 million in damages to the client.

Done effectively, however, a disengagement can leave your client feeling that you have considered their business needs and acted in their best interests. In the end, knowing how to disengage professionally and ethically will help you grow your practice and avoid liability.

When in doubt, consult with legal counsel or a risk adviser who is familiar with CPA professional liability problems and solutions.

Ron Parisi, CPA (inactive), JD, is executive vice president of risk management for CAMICO (www.camico.com), the nation's largest CPA-focused provider of specialty liability insurance for the CPA profession. Mr. Parisi is responsible for executive oversight of the company's underwriting and claims functions.



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