

June 6, 2012

The Board of Directors
Federated States of Micronesia
Coconut Development Authority

Dear Members of the Board:

We have performed an audit of the financial statements of the Federated States of Micronesia (FSM) Coconut Development Authority (the Authority), a component unit of the FSM National Government, as of and for the year ended September 30, 2011, in accordance with auditing standards generally accepted in the United States of America (“generally accepted auditing standards”) and have issued our report thereon dated June 6, 2012.

We have prepared the following comments to assist you in fulfilling your obligation to oversee the financial reporting and disclosure process for which management of the Authority is responsible.

OUR RESPONSIBILITY UNDER GENERALLY ACCEPTED AUDITING STANDARDS AND GENERALLY ACCEPTED GOVERNMENT AUDITING STANDARDS

Our responsibility under generally accepted auditing standards and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, have been described in our engagement letter dated September 13, 2011. As described in that letter, the objective of a financial statement audit conducted in accordance with the aforementioned standards is:

- To express an opinion on the fairness of the presentation of the Authority’s basic financial statements and to disclaim an opinion on the required supplementary information for the year ended September 30, 2011 in conformity with accounting principles generally accepted in the United States of America (“generally accepted accounting principles”), in all material respects; and
- To report on the Authority’s internal control over financial reporting and on its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters for the year ended September 30, 2011 based on an audit of financial statements performed in accordance with the standards applicable to financial audits contained in *Government Auditing Standards*.

Our responsibilities under generally accepted auditing standards include forming and expressing an opinion about whether the financial statements that have been prepared with the oversight of management and the Board of Directors are presented fairly, in all material respects, in conformity with generally accepted accounting principles. The audit of the financial statements does not relieve management or the Board of Directors of their responsibilities.

We considered the Authority's internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of Authority's internal control over financial reporting. Our consideration of internal control over financial reporting would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses.

MANAGEMENT JUDGMENTS AND ACCOUNTING ESTIMATES

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and on assumptions about future events. Significant accounting estimates reflected in the Authority's 2011 financial statements include management's estimate of the allowance for uncollectible accounts, which is determined based upon past collection experience and aging of the accounts; management's estimate of the allowance for inventory obsolescence, which is determined based upon expected inventory turnover and inventory aging; and management's estimate of depreciation expense, which is based on estimated useful lives of the respective capital assets. During the year ended September 30, 2011, we are not aware of any significant changes in accounting estimates or in management's judgments relating to such estimates.

AUDIT ADJUSTMENTS AND UNCORRECTED MISSTATEMENTS

As the result of our audit work, we identified matters that resulted in audit adjustments that we believe, either individually or in the aggregate, would have a significant effect on the Authority's financial reporting process. Such adjustments, listed as Appendix B in Attachment I, have been recorded in the accounting records and are reflected in the 2011 financial statements.

In addition, listed as Appendix A in Attachment I, a summary of uncorrected misstatement aggregated by us during the current engagement and pertaining to the latest period presented that was determined by management to be immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

SIGNIFICANT ACCOUNTING POLICIES

The Authority's significant accounting policies are set forth in Note 1 to the Authority's 2011 financial statements. During the year ended September 30, 2011, there were no significant changes in previously adopted accounting policies or their application, except for the following pronouncements adopted by the Authority:

- GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions.
- GASB Statement No. 59, *Financial Instruments Omnibus*, which updates and improves existing standards regarding financial reporting of certain financial instruments and external investment pools.

The implementation of these pronouncements did not have a material effect on the financial statements of the Authority.

For the year ended September 30, 2012, the following pronouncements will be adopted by the Authority:

- In December 2009, GASB issued Statement No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, which amends Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, and Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, and addresses issues related to measurement of OPEB obligations by certain employers participating in agent multiple-employer OPEB plans.
- In July 2011, GASB issued Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions* (an amendment of GASB Statement No. 53), which will improve financial reporting by state and local governments by clarifying the circumstances in which hedge accounting continues to be applied when a swap counterparty, or a swap counterparty's credit support provider, is replaced.

Management does not believe that the implementation of these statements will have a material effect on the financial statements of the Authority.

For the year ended September 30, 2013, the following pronouncements will be adopted by the Authority:

- In December 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, which addresses how to account for and report service concession arrangements (SCAs), a type of public-private or public-public partnership that state and local governments are increasingly entering into.
- In December 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus*, which is designed to improve financial reporting for governmental entities by amending the requirements of Statements No. 14, *The Financial Reporting Entity*, and No. 34, *Basic Financial Statements - and Management's Discussion and Analysis - for State and Local Governments*, to better meet user needs and address reporting entity issues that have come to light since those Statements were issued in 1991 and 1999, respectively.
- In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which is intended to enhance the usefulness of its Codification by incorporating guidance that previously could only be found in certain Financial Accounting Standards Board (FASB) and American Institute of Certified Public Accountants (AICPA) pronouncements.
- In July 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which establishes guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position.

Management does not believe that the implementation of these statements will have a material effect on the financial statements of the Authority.

CRITICAL ACCOUNTING POLICIES AND PRACTICES

Critical accounting policies are those that are both most important to the portrayal of the Authority's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. The Authority has not identified any critical accounting policies or practices.

ALTERNATE ACCOUNTING TREATMENTS

We had no discussions with management regarding alternative accounting treatments within generally accepted accounting principles for policies and practices related to material items, including recognition, measurement, and disclosure considerations related to the accounting for specific transactions as well as general accounting policies, related to the year ended September 30, 2011.

OTHER INFORMATION IN THE ANNUAL REPORTS

When audited financial statements are included in documents containing other information such as the Authority's 2011 Annual Report, we will read such other information and consider whether it, or the manner of its presentation, is materially inconsistent with the information, or the manner of its presentation, in the financial statements audited by us. We will read the other information in the Authority's 2011 Annual Report and will inquire as to the methods of measurement and presentation of such information. If we note a material inconsistency or if we obtain any knowledge of a material misstatement of fact in the other information, we will discuss this matter with management and, if appropriate, with the Board.

DISAGREEMENTS WITH MANAGEMENT

We have not had any disagreements with management related to matters that are material to the Authority's 2011 financial statements.

CONSULTATION WITH OTHER ACCOUNTANTS

We are not aware of any consultations that management may have had with other accountants about auditing and accounting matters during 2011.

MAJOR ISSUES DISCUSSED WITH MANAGEMENT PRIOR TO OUR RETENTION AS AUDITORS

Throughout the year, routine discussions were held or were the subject of correspondence with management regarding the application of accounting principles or auditing standards in connection with transactions that have occurred, transactions that are contemplated, or reassessment of current circumstances. In our judgment, such discussions or correspondence were not held in connection with our retention as auditors.

SIGNIFICANT DIFFICULTIES ENCOUNTERED IN PERFORMING THE AUDIT

In our judgment, we received the full cooperation of the Authority's management and staff and had unrestricted access to the Authority's senior management in the performance of our audit.

MANAGEMENT'S REPRESENTATIONS

We have made specific inquiries of the Authority's management about the representations embodied in the financial statements. Additionally, we have requested that management provide to us the written representations the Authority is required to provide to its independent auditors under generally accepted auditing standards. We have attached to this letter, as Attachment I, a copy of the representation letter we obtained from management.

CONTROL-RELATED MATTERS

We have issued a separate report to you, dated June 6, 2012, wherein no matters involving the Authority's internal control over financial reporting that were considered to be significant deficiencies under standards established by the American Institute of Certified Public Accountants, and on its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters were reported.

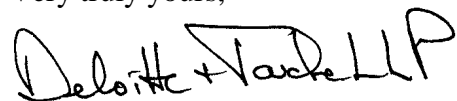
We have communicated to management, in a separate letter also dated June 6, 2012, control deficiencies that we identified during our audit.

* * * * *

This report is intended solely for the information and use of the Board of Directors, management, and others within the Authority and is not intended to be and should not be used by anyone other than these specified parties.

We wish to thank the staff and management of the Authority for their cooperation and assistance during the course of this engagement.

Very truly yours,

A handwritten signature in black ink that reads "Deloitte + Tuck LLP". The signature is stylized, with the "D" and "T" being particularly prominent.



Federated States of Micronesia
COCONUT DEVELOPMENT AUTHORITY

P.O. Box 297
Kolonias, Pohnpei FM 96941

Phone: (691) 320-2892 Fax: (691) 320-5383 e-mail: fsmcda@mail.fm

June 6, 2012

Deloitte & Touche LLP
P.O. Box 753
Kolonias, Pohnpei 96941

Gentlemen:

We are providing this letter in connection with your audits of the statements of the net assets of the Federated States of Micronesia (FSM) Coconut Development Authority (the Authority), a component unit of the FSM National Government, as of September 30, 2011 and 2010 and the related statements of revenues, expenses, and changes in the net assets and of the cash flows for the years then ended, for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the financial position, results of operations, and cash flows of the Authority in conformity with the accounting principles general accepted in the United States of America (GAAP).

We confirm that we are responsible for the following:

- a. The fair presentation in the basic financial statements of financial position, results of operations, and cash flows in conformity with GAAP.
- b. The fair presentation of the required supplementary information, including Management's Discussion and Analysis, accompanying the basic financial statements that is presented for the purpose of additional analysis of the basic financial statements.
- c. The design and implementation of programs and control to prevent and detect fraud.
- d. Establishing and maintaining effective internal control over financial reporting.
- e. The review and approval of the financial statements and related notes and acknowledge your role in the preparation of this information. Specifically, we acknowledge your role in the preparation of the financial statements was a matter of convenience rather than one of the necessity. We have reviewed the financial statement preparation assistance provided by you and acknowledge that financial statements are prepared in accordance with GAAP. Our reviewed was based on the use of the financial statement disclosure checklist for stand-alone business-type activities obtained from the Government Finance Officers Association. In addition, we agree with the recorded adjusting entries included in Appendix B.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of the accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed and influenced by the omission or misstatement.

We confirm to the best of our knowledge and belief, the following representations made to you during our audits.

1. The basic financial statements referred to above are fairly presented with conformity with GAAP. In addition:
 - a. Net asset components (invested in capital assets and unrestricted) are properly classified and, if applicable, approved.
 - b. Expenses have been appropriately classified in or allocated to functions and programs in the statements of activities, and allocations have been made on a reasonable basis.
 - c. Revenues are appropriately classified in the statement of activities.
 - d. Deposits are properly classified in category of custodial credit risk.
 - e. Capital assets are properly capitalized, reported, and if applicable, depreciated.
 - f. Required supplementary information is measured and presented within prescribed guidelines.
2. The Authority has provided to you all relevant information and access as agreed in the terms of the audit engagement letter, including:
 - a. Minutes of meeting of the Board of Directors or summaries of actions of recent meetings for which minutes have not yet been prepared, including May 26 – 27, 2011.
 - b. Financial records and related data for all financial transactions of the Authority and for all funds administered by the Authority. The records, books, and accounts, as provided to you, record financial and fiscal operations of all funds administered by the Authority and provide the audit trail to be used in a review of accountability. Information presented in financial reports is supported by the books and records from which the financial statements have been prepared.
 - c. Contracts and grant agreements (including amendments, if any) and any other correspondence that has taken place with federal agencies.
3. There has been no:
 - a. Action taken by the Authority management contravenes the provisions of FSM laws and regulations, or of contracts and grants applicable to the Authority;
 - b. Communication from other regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices or other matters that could have a material effect on the financial statements.
4. We believe the effects of any uncorrected financial statement misstatements aggregated by you during the current audit engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole. A summary of such uncorrected misstatements has been attached as Appendix A.

5. The Authority has not performed a formal risk assessment, including the assessment of the risk that the financial statements may be materially misstated as a result of fraud. However, management has made available to you their understanding about the risks of fraud in the Authority and do not believe that the financial statements are materially misstated as a result of fraud.
6. We have no knowledge of any fraud or suspected fraud affecting the Authority involving:
 - a. Management.
 - b. Employees who have significant roles in the Authority's internal control over financial reporting.
 - c. Others if the fraud could have a material effect on the financial statements.
7. We have no knowledge of any allegations of fraud or suspected fraud affecting the Authority received in communications from the employees, former employees, regulators, or others.
8. There are no unasserted claims or assessments that legal counsel has advised us are probable of assertion and must be disclosed in accordance to Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 450, *Contingencies*. During the year ended September 30, 2011 and through the date of this letter, the Authority did not utilize the services of legal counsel pertaining to litigation, claims and assessments against the Authority.
9. Significant assumptions used by us in making accounting estimates are reasonable.
10. Management had identified and disclosed to you all laws and regulations that have a direct and material effect on the determination of financial statement amounts.
11. Management acknowledges that it is currently dependent on the FSM National Government for funding in order to maintain the Authority as a going concern. Although the FSM National government has provided funding in the past, the Authority does not have a formal agreement with the FSM National Government to provide funds in the future. Management believes that the continuation of the Authority's operations is dependent upon the future financial support of the FSM National Government and/or significant improvements in operations achieved through reductions in the purchase price of copra.

Except where otherwise stated below, matters less than \$3,500 collectively are not considered to be exceptions that require disclosure for the purpose of the following representations. This amount is not necessarily indicative of amounts that would require adjustment to, or disclosure in, the financial statements.

12. Except as listed in Appendix A, there are no transactions that have not been properly recorded in the accounting records underlying the financial statements.
13. The Authority has included in the financial statements all assets and liabilities under the Authority's control.


14. The Authority has no plans or intentions that may affect the carrying value of classification of assets and liabilities.
15. The following, to the extent applicable, have been appropriately identified, properly recorded, and disclosed in the financial statements:
 - a. Related-party transactions and associated amounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees (written or oral).
 - b. Guarantees, whether written or oral, under which the Authority is contingently liable.
 - c. Arrangements with financial institutions involving compensating balances or other arrangements involving restrictions on cash balances and line-of-credit or similar arrangements.
 - d. Financial instruments with significant or group concentration of credit risk.
16. In preparing the financial statements in conformity with GAAP, management uses estimates. All estimates have been disclosed in the financial statements for which known information available prior to issuance of the financial statements indicating that both of the criteria are met:
 - a. It is at least reasonably possible that the estimate of the effect on the financial statements of a condition, situation, or a set of circumstances that existed at the date of the financial statements will change in the near term due to one or more future confirmation events.
 - b. The effect of the change will be material to the financial statements.
17. Risks associated with concentrations, based on information known to management, that meet all of the following criteria have been disclosed in the financial statements:
 - a. The concentration exists at the date of the financial statements;
 - b. The concentration makes the enterprise vulnerable to the risk of near-term severe impact; and
 - c. It is at least reasonably possible that the events that could cause the severe impact will occur in the near term.
18. There are no:
 - a. Violations or possible violations of laws and regulations whose effects should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.
 - b. Other liabilities or gain or loss contingencies that are required to be accrued or disclosed by FASB ASC 450, *Contingencies* (formerly FASB statement No. 5 *Accounting for Contingencies*).

19. The Authority has satisfactory title to all owned assets, and there are no liens or encumbrances on such assets, not has any assets been pledged as collateral.
20. The Authority has complied with all aspects of contractual agreements that may have an effect on the financial statements in the event of noncompliance.
21. No department or agency of the Authority has reported a material instance of noncompliance to us.
22. No events have occurred after September 30, 2011 but before the date of this letter, the date the financial statements were available to be issued that require consideration as adjustment to or disclosure in the financial statements.
23. Management has disclosed whether, subsequent to September 30, 2011, any changes in the internal control or other factors that might significantly affect internal control, any corrective action taken by the management with regards to significant deficiencies and material weaknesses have occurred.
24. The Authority is responsible for determining and maintaining the adequacy of the allowance for uncollectible receivable, as well as estimates used to determine such amounts.
25. The Authority is exposed to material risks of loss to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The Authority has elected to purchase commercial insurance from independent third parties for the risks of loss to which it is exposed. Settled claims have not been exceeded this commercial insurance coverage for the last three years.
26. Receivable recorded in the financial statements represent valid claims against debtors for sales or other charges arising on or before balance-sheet date and have been appropriately reduced to their estimated net realizable value.
27. Provision have been made, where applicable, to reduce excess to obsolete inventories to their estimated realizable net value. All inventories are the property of the Authority and do not include any items consigned to it or any items billed to customers.
28. The Authority implemented GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*, which enhances the usefulness of fund balance information by providing clearer fund balance classifications that can be more consistently applied and by clarifying the existing governmental fund type definitions. Implementation did not have a material impact on the 2011 financial statements of the Authority.
29. The Authority implemented GASB Statement No. 59, *Financial Instruments Omnibus*, which updates and improves existing standards regarding financial reporting of certain financial instruments and external investment pools. Implementation did not have a material impact on the 2011 financial statements of the Authority.

30. In December 2009, GASB issued Statement No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, which amends Statement No. 43, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, and Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, and addresses issues related to measurement of OPEB obligations by certain employers participating in agent multiple-employer OPEB plans. The provisions of Statement 57 related to the use and reporting of the alternative measurement method are effective immediately. The provisions related to the frequency and timing of measurements are effective for actuarial valuations first used to report funded status information in OPEB plan financial statements for periods beginning after June 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.
31. In December 2010, GASB issued Statement No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, which addresses how to account for and report service concession arrangements (SCAs), a type of public-private or public-public partnership that state and local governments are increasingly entering into. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.
32. In December 2010, GASB issued Statement No. 61, *The Financial Reporting Entity: Omnibus*, which is designed to improve financial reporting for governmental entities by amending the requirements of Statements No. 14, *The Financial Reporting Entity*, and No. 34, *Basic Financial Statements—and Management's Discussion and Analysis—for State and Local Governments*, to better meet user needs and address reporting entity issues that have come to light since those Statements were issued in 1991 and 1999, respectively. The provisions of this statement are effective for periods beginning after June 15, 2012. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.
33. In December 2010, GASB issued Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which is intended to enhance the usefulness of its Codification by incorporating guidance that previously could only be found in certain Financial Accounting Standards Board (FASB) and American Institute of Certified Public Accountants (AICPA) pronouncements. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.
34. In July 2011, GASB issued Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, which establishes guidance for reporting deferred outflows of resources, deferred inflows of resources, and net position in a statement of financial position. The provisions of this statement are effective for periods beginning after December 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.

35. In July 2011, GASB issued Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions* (an amendment of GASB Statement No. 53), which will improve financial reporting by state and local governments by clarifying the circumstances in which hedge accounting continues to be applied when a swap counterparty, or a swap counterparty's credit support provider, is replaced. The provisions of this statement are effective for periods beginning after June 15, 2011. Management does not believe that the implementation of this statement will have a material effect on the financial statements of the Authority.

Very truly yours,



Namio Nanpei
General Manager

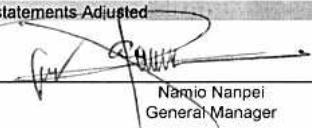
ATTACHMENT I, CONTINUED

Description of Misstatement	Account Balance	Assets		Liabilities		Equity		Income		Appendix A TOTAL
		Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	
Prior-Period Misstatements Identified in the Current Period										
PAJE <1> To adjust depreciation overstatement										
(DR) Accumulated depreciation		12,452								12,452
(CR) Fund balance							12,452			(12,452)
PAJE <2> To establish year-end accrual of leave										
(DR) Fund balance								13,011		13,011
(CR) Annual leave liability					13,011					(13,011)
Total Misstatements Adjusted		12,452	-	-	13,011	-	12,452	13,011	-	

~~Namio Nanpei~~
~~General Manager~~

ATTACHMENT I, CONTINUED

Description of Misstatement	Account Balance	Assets		Liabilities		Equity		Income		Appendix B TOTAL
		Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	Dr.	Cr.	
Current-Period Misstatements										
AJE <1> To correct accrual of leave										-
(DR) Annual leave expense								13,011		13,011
(CR) Annual leave liability					13,011					(13,011)
AJE <2> To correct accrual of leave										-
(DR) Annual leave expense								5,510		5,510
(CR) Annual leave liability					5,510					(5,510)
AJE <3> To correct accrual of leave										-
(DR) Annual leave liability				11,091						11,091
(CR) Salary expense									11,091	(11,091)
AJE <4> To adjust inventory										-
(DR) Copra bag damage								2,081		2,081
(CR) Copra bag inventory			2,081							(2,081)
AJE <5> To adjust allowance for copra inventory										-
(DR) Allowance for copra		2,123								2,123
(CR) Shrinkage expense									2,123	(2,123)
AJE <6> To correct cost of goods sold										-
(DR) Cost of goods sold								10,614		10,614
(CR) Inventory			10,614							(10,614)
Total Misstatements Adjusted										
		2,123	12,695	11,091	18,521	-	-	31,216	13,214	


 Namjo Nanpei
 General Manager