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**ORDER GRANTING PETITION TO
TERMINATE BAR AND CONSENTING TO
ASSOCIATION WITH A REGISTERED PUBLIC
ACCOUNTING FIRM**

In the Matter of Susan Lunn Powell

PCAOB Release No. 105-2022-030

November 3, 2022

On March 24, 2020, the Public Company Accounting Oversight Board (“Board” or “PCAOB”) issued an order instituting disciplinary proceedings, making findings and imposing sanctions that barred Susan Lunn Powell (“Powell”) from being an associated person of a registered public accounting firm. Powell was permitted, pursuant to the order, to petition for Board consent to associate with a registered public accounting firm after two years from the date of the order.¹ Powell has filed a petition to terminate the bar and for Board consent to associate with Whitley Penn LLP (“WP”), a public accounting firm registered with the Board pursuant to Section 102 of the Sarbanes-Oxley Act of 2002, as amended (“Act”), and PCAOB rules. By this Order, the Board is granting Powell’s petition.

In the order imposing sanctions against Powell, the Board found that Powell violated PCAOB rules and standards during three audits and an interim review of an issuer. Powell consented to the entry of the order without admitting or denying the findings in it, except as to the Board’s jurisdiction over her and the subject matter of the proceedings, which was admitted.

PCAOB Rule 5302(b) governs petitions to terminate a bar from being an associated person of a registered public accounting firm. Such petitions must be supported by an affidavit addressing certain factors and include certain exhibits as specified in PCAOB Rule 5302(b)(2). PCAOB Rule 5302(b)(3) requires the petitioner to make a showing satisfactory for the Board to be able to determine that the proposed association would be consistent with the public interest. Such a determination depends on the petitioner’s specific facts and circumstances.

¹ *In the Matter of Whitley Penn LLP, Susan Lunn Powell, CPA, Jeffrey Shannon Lawlis, CPA, and John Griffin Babb, CPA*, PCAOB Rel. No. 105-2020-002 (Mar. 24, 2020).

On the basis of the information supplied and representations made relating to factors identified in PCAOB Rule 5302(b)(4), it appears that Powell has met the requirements of PCAOB Rule 5302(b) and that she has complied with the March 24, 2020 order barring her from being an associated person of a registered public accounting firm. Moreover, nothing has come to the Board's attention that would be a basis for an adverse decision on Powell's petition.

In view of the foregoing, the Board determines that the proposed association would be consistent with the public interest. Accordingly, it is hereby ORDERED that:

- A. The Board consents to Powell's association with WP, a registered public accounting firm;
- B. The bar against Powell from being an associated person of a registered public accounting firm is hereby terminated;
- C. Powell agrees to comply with Section IV.C of the March 24, 2020 order restricting Powell's role in any "audit," as that term is defined in Section 110(1) of the Act and PCAOB Rule 1001(a)(v), for a period of one year from the date of this Order; and
- D. Powell agrees that, for a period of one year from the date the Board grants the petition to terminate her bar, she undertakes:
 - i. to be supervised for all work performed that is subject to the Board's jurisdiction, as set forth in Title I of the Sarbanes-Oxley Act of 2002, as amended;
 - ii. that her supervisor will be Matthew Reiter, WP's Director of Audit;
 - iii. that she will provide her supervisor with a copy of the Board order granting the petition to terminate her bar; and
 - iv. that she will certify in writing to the Director of the Division of Enforcement and Investigations, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006, her compliance with the undertakings set forth in Sections C and D of this Order. The certification shall identify the undertakings, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. Powell shall submit such certification within thirty (30) days of the close of the one-year period from the date the Board grants Powell's petition to terminate her bar. During and after such one-year period, Powell shall also submit such

additional evidence of and information concerning her compliance as the staff of the Division of Enforcement and Investigations may reasonably request.

ISSUED BY THE BOARD.



Phoebe W. Brown
Secretary

November 3, 2022