

January 26, 2004

Office of the Secretary  
Public Company Accounting Oversight Board  
1666 K Street, N.W.  
Washington, DC 20006-2803

**Re: PCAOB Rulemaking Docket Matter No. 013 – Proposed Rules Relating to the Oversight of Non-U.S. Public Accounting Firms**

The Center for Public Company Audit Firms (“Center”) of the American Institute of Certified Public Accountants (“AICPA”) respectfully submits the following comments on the Public Company Accounting Oversight Board’s (“PCAOB” or the “Board”) proposed rules relating to the oversight of non-U.S. public accounting firms. The Center was established by the AICPA to, among other things, provide a focal point of commitment to the quality of public company audits and provide the Board, when appropriate, with comments on its proposals on behalf of Center member firms. The AICPA is the largest professional association of certified public accountants in the United States, with more than 350,000 members in business, industry, public practice, government and education.

The Center recognizes the enormous effort put forth by the PCAOB members and staff to develop a policy and rules related to its oversight of non-U.S. public accounting firms and the significant challenges associated with this effort. We realize and agree that a significant responsibility of the PCAOB is to help restore public confidence in audited financial statements of issuers, both U.S. and non-U.S. registrants.

We commend the Board for and support its work to establish cooperative arrangements with its non-U.S. counterparts, particularly to develop an efficient and effective system of regulation of public accounting firms where reliance may be placed on the home country system to the maximum extent possible. We acknowledge the difficulties associated with doing this – but believe it is important and in the public interest to do so. Accordingly, we encourage the Board to continue to pursue this effort to the extent allowable under the Sarbanes-Oxley Act of 2002 (“Act”).

While non-U.S. firms are ineligible for membership in the Center, many of our member firms not only utilize but rely on the work of non-U.S. firms in performing audits of multinational corporations. Accordingly, we believe it is critical to our members that the Board develop clear and concise policies that create the most effective and efficient system for the registration of non-U.S. firms. Central to such

a system will be the development of cooperative arrangements with non-U.S. regulators. By doing so, the Board will be in a better position to create the most effective post-registration programs (i.e., inspection and discipline), which we support and is in the public interest.

The Center is firmly committed to working with and supporting the PCAOB to develop policies for registered firms that allow the Board to effectively implement the Act, and stand ready to assist in any way possible to achieve the Board's objectives in this area.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert J. Kueppers". The signature is fluid and cursive, with a long, sweeping underline that extends to the right.

Robert J. Kueppers, Chair  
Executive Committee  
Center for Public Company Audit Firms

cc: Mr. William J. McDonough, Chairman, PCAOB  
Ms. Kayla J. Gillan, Member, PCAOB  
Mr. Daniel L. Goelzer, Member, PCAOB  
Mr. Bill Gradison, Member, PCAOB  
Mr. Charles D. Niemeier, Member, PCAOB