



Koppers Holdings Inc.  
436 Seventh Avenue  
Pittsburgh, PA 15219-1800

December 1, 2011

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

**Subject: PCAOB Rulemaking Docket Matter No. 37  
Concept Release on Auditor Independence and Audit Firm Rotation**

Dear Board Members:

Koppers Holdings Inc. ("Koppers") appreciates the opportunity to provide feedback on The Public Company Accounting Oversight Board ("PCAOB") Rulemaking Docket Matter No. 37 – Concept Release on Auditor Independence and Audit Firm Rotation (the "Concept Release"). While Koppers supports the PCAOB's continuing efforts to enhance auditor independence, objectivity and professional skepticism, we believe any benefits that may be achieved through mandatory audit firm rotation would be far outweighed by the resultant costs and risks.

Koppers is a New York Stock Exchange listed company that is a leading integrated global provider of carbon compounds and commercial wood treatment products and services. As a public company, we appreciate the critical importance of providing investors with independent assurance on our financial statements. Nevertheless, we do not believe that mandatory audit firm rotation is an effective or efficient tool for enhancing audit quality for the following reasons:

- Over the course of its engagement, an audit firm develops valuable industry and institutional knowledge that naturally enhances the quality and "depth" of the audit and enables the audit firm to develop very tailored audit plans and procedures. Mandatory audit firm rotation would eliminate the benefits of such experience and, at the same time, create increased administrative burdens and audit risk as a new audit firm works to familiarize itself with the company, its systems and, more importantly, its controls.
- Mandatory audit firm rotation would cause higher costs and inefficiencies. Higher audit fees will likely result as an audit firm must commit more personnel and devote significant additional hours in the early years of an engagement in order to acclimate itself to the new company's operations, business processes and internal procedures. A company will be required to invest substantial time, effort

and money each time it must select and educate a new audit firm. Additional burdens and costs will result if the company is required to rotate its auditors while in the midst of a significant transaction, such as a merger, acquisition or capital markets transaction.

- One of the essential functions of a company's audit committee is to evaluate the independence and performance of the company's auditor and to determine if and when a change in auditor is in the best interests of the shareholders. The audit committee is well positioned to make these determinations based on its particular knowledge of the audit needs of the company and its experiences with the current audit firm. Mandatory audit firm rotation would limit the audit committee's discretion to act in the best interests of shareholders and would tend to override the audit committee's own judgment, knowledge and experience.

Apart from the aforementioned concerns, which we believe are significant, we are not aware of any persuasive evidence that indicates that mandatory audit firm rotation would appreciably enhance audit quality.

We believe that the existing measures enacted by the Sarbanes-Oxley Act of 2002 provide an effective and efficient means for ensuring auditor independence, objectivity and professional skepticism. In particular, the current regime enables an audit committee to use its expertise, experience and institutional knowledge when engaging an audit firm that will best represent the interests of the company's shareholders. The rotation of the lead audit partner every five years appropriately balances the need to bring a "fresh look" to the audit engagement on a regular basis with the need to maintain continuity and audit quality.

We thank the PCAOB for the opportunity to comment on the Concept Release and appreciate its consideration of our comments and concerns.

Sincerely,



James C. Stalder  
Chairman, Audit Committee  
Koppers Holdings Inc.



Leroy M. Ball  
Vice President, Chief Financial Officer  
Koppers Holdings Inc.