

December 13, 2011

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



Sysco Corporation  
1370 Enclave Parkway  
Houston, TX 77077

[sysco.com](http://sysco.com)

Re: PCAOB Rulemaking Docket Matter No. 37

To Whom It May Concern:

I am writing this letter in response to the PCAOB's invitation to comment on the Concept Release on "Auditor Independence and Audit Firm Rotation." I currently serve as the Chairman of the Audit Committee of Sysco Corporation. I am also a member of Sysco's Finance Committee. Sysco Corporation, a Fortune 100 company, is the largest North American distributor of food and related products primarily to the foodservice or food-away-from-home industry. Sysco provides products and related services to approximately 400,000 customers, including restaurants, healthcare and educational facilities, lodging establishments and other foodservice customers.

Auditor independence, objectivity and professional skepticism are fundamental requirements to ensure reliable financial reporting. I support the PCAOB's efforts to ensure public company auditing is always of the highest quality. I understand the view that auditor independence could be lost where there is a longstanding relationship between the client and its audit firm. However, I believe reforms from the Sarbanes-Oxley Act of 2002 provide sufficient oversight to meaningfully mitigate this potential risk. These include PCAOB inspections of the audit firm's work and mandatory audit partner rotation. This Act also gave the audit committee, not management, the responsibility for the appointment, compensation and oversight of the work of the company's registered public accounting firm. This includes monitoring the external auditor's independence, objectivity and professional skepticism. An audit committee is designed to provide independent oversight of the external auditor and therefore has the responsibility to determine if audit rotation is appropriate.

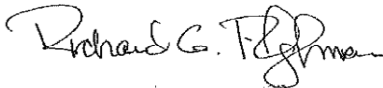
I am also concerned that audit firm rotation could lead to lower quality audits. Auditors gain increased knowledge of a company and how it works over a period of time. If rotation is required, companies, particularly members of the financial reporting staff, will have to spend a large amount of time educating new auditors. In addition to the time required, this will come at a great financial cost, for what I see as minimal, if any, benefit. I believe that experience and knowledge of the company's operations developed over time enables auditors to ask more penetrating questions and identify and address accounting issues during the audit. Existing rules requiring rotation of existing audit personnel serve to provide a fresh viewpoint and to maintain objectivity and professional skepticism. Further, large public companies will have a limited number of accounting firms to choose from if they use a number of firms for non-audit services or require

specialized expertise that some firms may not possess. For all public companies, the universe of qualified prospective auditors, which has been drastically reduced over the last decade, will be further diminished. Although, it is possible new firms and added capacity at existing firms will fill that gap, I believe that result is far from assured.

It is important to maintain a quality audit process and I believe existing mechanisms put in place by the Sarbanes-Oxley Act of 2002 are sufficient to ensure quality audits are performed and that investors' interests in obtaining reliable financial information is preserved. I do not believe mandatory audit firm rotation will significantly enhance audit quality, although it is likely to lead to lower quality audits and higher costs for companies. For these reasons, I do not support mandatory audit rotation.

Thank you for the opportunity to comment on this proposal.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard G. Tilghman". The signature is fluid and cursive, with the first name being the most prominent.

Richard G. Tilghman  
Audit Committee Chairman  
Sysco Corporation