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

9 January 2012

RE: PCAOB Rulemaking Docket Matter No. 29, *Improving the Transparency of Audits: Proposed Amendments to PCAOB Auditing Standards and Form 2*

Dear Sir:

We appreciate the opportunity to comment on the Public Company Accounting Oversight Board's ("PCAOB" or "Board") proposed rule, *Improving the Transparency of Audits: Proposed Amendments to PCAOB Auditing Standards and Form 2* ("Proposing Release"). The Proposing Release would amend the Board's standards and rules to require (1) disclosure of the name of the engagement partner responsible for the audit in the body of the audit report itself and in the firm's annual report on Form 2, and (2) disclosure in each audit report about independent public accounting firms and other persons that perform 3 percent or more of the total hours (defined to exclude certain items) incurred in the audit ("Audit Participants"). We continue to support the Board's standard-setting objectives of enhancing the relevance, credibility and transparency of audits. We also believe the overarching principle of any standard-setting project should be to enhance audit quality. Further, we believe it is important that the benefits derived from any proposal outweigh the additional costs that are likely to be incurred by capital market participants.

In this spirit, we support the Board's goal of promoting transparency and providing users of financial statements with appropriate information to enable them to assess the qualifications and capabilities of the registered public accounting firm that attests to an issuer's financial statements. The Sarbanes-Oxley Act and PCAOB rules require firms to disclose in registration applications and periodic and special reports, which are filed with the Board and are publicly available, significant information about themselves, their associated persons and their audits. In addition, the Board's reports on its inspections of registered public accounting firms provide users with valuable information about matters identified by the Board that it considers relevant to the firm's performance in audits. The reporting and inspection processes focus principally on the audit firm, which is responsible for performing the audit in accordance with PCAOB standards.

Although we are supportive of the Board's objective, we are not convinced that these proposals will in fact provide meaningful information to investors and other users of audit reports and enhance audit quality. We also believe that concerns remain about the potential litigation impact on the persons identified in the report. Nonetheless, we recognize that many members of the investor community, including members of the Board's Investor Advisory Group, ascribe value to information regarding the identity of the engagement partner. Accordingly, in the interests of promoting transparency in audits, we support the identification of the engagement partner in Form 2. To alleviate any misimpressions that the audit report is a product of the engagement partner, rather than the firm, we also recommend that a member or members of firm leadership are also identified in Form 2. Examples could include the firm's audit/assurance leader and/or CEO/senior partner.

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However, if the Board continues to pursue the identification of the engagement partner in the audit report we suggest a naming requirement that includes the following elements:

- Provisional adoption of the requirement for a period of five years, to allow the Board to monitor the development of the law regarding possible personal liability for the engagement partner.

- Identification of a member or members of firm leadership in the audit report.

- Defer effectiveness until the SEC has taken action to assure that partners named in the audit report will not be considered experts and subject to expert liability under Sections 7 and 11 of the Securities Act.

These thoughts are further described below. If the Board pursues the identification of other Audit Participants we have also included alternatives to the proposed disclosures.

DISCLOSURE OF THE NAME OF THE ENGAGEMENT PARTNER

We continue to believe, as we did in 2009,[1] that there is little added benefit in naming the engagement partner in the audit report, in view of the substantial existing accountability mechanisms applicable to engagement partners that currently exist. That said, engagement partners' principal concerns about being named in an audit report stem from the possibility of increased personal exposure to private litigation and personal liability. As discussed below, we do not know how courts will apply the Supreme Court's recent *Janus* decision to engagement partners named in the audit report. However, if the Board elects to proceed with identification of the engagement partner in the audit report, our alternative to the Board proposal, which is described below, addresses the current legal uncertainty. It also may alleviate the concern that solely naming the engagement partner may unintentionally create misunderstanding about the respective roles of the firm and the engagement partner in the audit.

Impact of Naming the Engagement Partner on Accountability and Transparency

We remain skeptical that naming the engagement partner in the audit report will provide meaningful benefits to investors and other users of financial statements. In support of the proposal, the Board posits that naming the engagement partner "could increase the partner's sense of personal accountability."[2] Yet there already exist substantial accountability mechanisms, controls and incentives to ensure that the engagement partner — along with all other members of the engagement team and the firm as a whole — conduct the audit with the necessary due care and professional skepticism. Those mechanisms include: the existing requirements under PCAOB auditing and quality control standards, as well as the firm's internal quality control systems, impelling the engagement partner to exercise due professional care and otherwise act in accordance with professional standards; strong regulatory oversight by the PCAOB through its inspection and disciplinary processes, as well as Securities and Exchange Commission (SEC) enforcement powers; and other tangible and intangible factors that strongly motivate engagement partners to determine that audits are conducted with due professional care, including the partner's sense of personal responsibility to the firm and his or her partners and to investors, the partner's desire to

[1] *See* Letter from PricewaterhouseCoopers LLP, PCAOB Rulemaking Docket No. 29 (Sept. 11, 2009).

[2] Proposing Release at 10.

maintain his or her personal reputation within the firm and the profession and the importance of audit quality to the partner's compensation.

The Proposing Release does not explain why these mechanisms are not sufficient to motivate engagement partners to strive to meet their professional responsibilities and achieve high-quality audits. The Board refers to results of its inspections showing there is still significant room for improvement in compliance with PCAOB standards, including those that require the auditor to perform the audit with due care and professional skepticism. But the Board does not explain how naming the engagement partner will address these concerns, other than speculating that "[d]isclosing the name of the engagement partner *may* be one means of promoting better performance."[3]

The Board also suggests that naming the engagement partner in the audit report will provide useful information to investors and incentivize firms to assign more experienced and capable partners to engagements. We believe the most relevant and useful information for investors in assessing the quality and reliability of an audit is the identity of the firm itself, not the name of the individual engagement partner who is unlikely to be known to the public. To the extent investors need information to assess the quality of the firm and its audits, investors have available to them the information contained in the firm's public filings with the PCAOB and the PCAOB's inspection reports. Many firms also make public their own quality control reports pursuant to NYSE rules. The rationale that investors will, over time, be able to assess the qualifications of individual engagement partners and thus be better equipped to evaluate the audit reports issued under a particular engagement partner's supervision highlights the degree to which the proposal unduly elevates the significance of engagement partners and downplays the importance of other critical aspects of the audit process.

The Proposing Release does not provide any evidence to support the suggestion that firms do not now assign experienced and capable engagement partners to engagements. Nor does it attempt to explain why firms currently have any incentive to do anything other than assign the most qualified personnel to audits. Even if there were evidence showing the existence of a systemic problem of inexperienced or unqualified engagement partners being assigned to engagements, it is unclear why naming the engagement partner would address that problem.

Finally, a naming requirement could have an unintended consequence of encouraging investors to make decisions based on an undefined, highly subjective engagement partner ranking or scaling system to be developed informally over time. Such partner ranking information would not be guided by uniform auditing standards subject to PCAOB input and oversight and could lead investors to evaluate differently two audits conducted by the same firm, even though both of them were performed in accordance with PCAOB standards.

Potential Liability For Engagement Partners Named In The Audit Report

While we believe the naming requirement would not significantly enhance audit accountability or transparency, engagement partners have a legitimate concern that being named in the audit report could expose them to incremental private civil litigation and personal liability. As the Board has consistently recognized, a signature or naming requirement should be imposed only if it would not "impose on [the engagement partner] any duties, obligations or liability that are greater than the duties, obligations and

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[3] Proposing Release at 9.

liability imposed on such person as a member of an auditing firm."[4] At this point in time, there exists substantial uncertainty in the law about whether an engagement partner would be subject to expanded personal liability by virtue of being named in the audit report.

Securities Exchange Act Section 10(b) and Rule 10b-5

Private litigants in misstatement-based actions under Section 10(b) of the Securities Exchange Act and Rule 10b-5 can bring suit only against a person who makes an actionable misstatement or omission (a "primary" actor).[5] In its June 2011 *Janus* decision, the U.S. Supreme Court addressed who "makes" a statement for the purposes of Rule 10b-5.[6] The Court held that, for purposes of Rule 10b-5, "the maker of a statement is the person or entity with ultimate authority over the statement, including its content and whether and how to communicate it." The Court noted that "in the ordinary case, attribution within a statement or implicit from surrounding circumstances is strong evidence that a statement was made by—and only by—the party to whom it is attributed."

Janus arose in the context of a claim against a separate legal entity for statements explicitly attributed to another legal entity. The Court explained that there were no allegations that the defendant had in fact filed the prospectuses and nothing on the face of the prospectuses indicated that any statement came from the defendant. It noted that such attribution is "necessary," but not necessarily "sufficient," to find that a person or entity made a statement indirectly. It thus had no need to "define precisely what it means to communicate a 'made' statement indirectly because none of the statements in the prospectuses were attributed, explicitly or implicitly, to [the defendant]."[7] Given its context, there is also no discussion in *Janus* regarding how one should evaluate whether an individual within a single corporate entity had ultimate authority over a particular statement, including its content and whether and how to communicate it. Several post-*Janus* decisions have held that individual corporate officers can be subject to Rule 10b-5 liability because they may have exercised "ultimate authority" over the statements.[8]

Commentators have noted that unresolved issues remain after *Janus* about whether an individual can be deemed the maker of a statement that is issued by an entity. For example, one recent article summarizing post-*Janus* decisions discusses a pair of cases in the Southern District of New York[9] that showed "some elasticity in applying *Janus*," focusing "on language in Janus about 'surrounding circumstances' sufficient

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[4] Proposing Release at 14, fn. 28 (quoting the 2008 Final Report of the Advisory Committee on the Auditing Profession to the U.S. Department of the Treasury).

[5] *See Central Bank of Denver, N.A. v. First Interstate Bank of Denver*, 511 U.S. 164, 180 (1994); *Stoneridge Investment Partners, LLC v. Scientific-Atlanta, Inc.*, 552 U.S. 148 (2008).

[6] *Janus Capital Group, Inc. v. First Derivative Traders*, 131 S. Ct. 2296, 2302 (June 13, 2011).

[7] *Id.* at 2305 n.11.

[8] *See, e.g., SEC v. Carter*, 2011 WL 5980966 (N.D. # Ill. Nov. 28, 2011); SEC *v. Das and Dean*, 2011 WL 4375787, *1 (D. Neb. Sep. 20, 2011); *In re Merck & Co., Inc. Securities, Derivative, & "ERISA" Litigation*, 2011 WL 3444199 (D.N.J. Aug. 8, 2011); *SEC v. Daifotis*, 2011 WL 3295139 (N.D. Cal. Aug. 1, 2011).

[9] *City of Roseville Employees' Ret. Sys. v. Energy Solutions, Inc.*, 2011 U.S. Dist. LEXIS 113630 *54 (S.D.N.Y. Sept. 30, 2011) (plaintiffs' allegations that a sole shareholder had "direct control over all corporate transactions" and "authority to determine when and whether to sell the shares being sold" was sufficient to state a 10b-5 claim for primary liability; explicit attribution to the issuer of the relevant registration statements did not "preclude attribution to [the shareholder] as well"); *SEC v. Landberg*, 2011 WL 5116512, *4 (S.D.N.Y. Oct. 26, 2011) (statements could be implicitly attributed to corporate office; "the SEC allege[d] adequate surrounding circumstances for a reasonable fact finder to conclude that the statements alleged to be fraudulent were implicitly attributed to [the CFO defendant], which is 'strong evidence' that [he] was the 'maker' of those statements, thereby satisfying Janus.").

for implicit attribution to hold defendants potentially liable."[10] The authors concluded, "Courts' willingness to implicitly attribute misstatements to defendants based upon surrounding circumstances means that room still exists for plaintiffs to seek to hold liable additional parties beyond the most obvious statement 'makers.'"

Given the unsettled nature of the post-*Janus* case law and the "elasticity" shown by some courts in interpreting *Janus*, it is easy to imagine that identifying the engagement partner in the audit report would be cited by plaintiffs as a "surrounding circumstance" indicating, in their view, that the engagement partner is a "maker" of the statements in the report. One can easily envision complaints that allege that (1) naming the engagement partner as "responsible for the audit resulting in this report" implicitly, if not explicitly, attributes the statements in the report to the engagement partner and (2) the engagement partner has "ultimate authority" over the audit report, in light of the engagement partner's central role in the planning, oversight and execution of the audit. While we believe that such arguments ultimately will not prevail, the very fact of being named individually in a complaint can have serious reputational and other collateral consequences for engagement partners.

Naming the engagement partner in the audit report also increases the potential that the partner could be individually named in state causes of action. While we believe that in the long run such claims are unlikely to prevail as a matter of law, it may be some time before that question is resolved in the courts.

Securities Act Section 11

It also is uncertain whether including the name of the engagement partner in the audit report could expose the engagement partner to claims in his personal capacity under Sections 7 and 11 of the Securities Act of 1933. Those sections provide for "expert" liability for certain persons, including accountants, "whose profession gives authority to a statement made by him." Section 7(a) provides, in pertinent part, that "[i]f any accountant . . . is named as having . . . certified any part of the registration statement," he must consent to his being so named and the consent must be filed with the registration statement. Under Section 11(a)(4), any person who so consents may be held liable, subject to certain defenses, "with respect to the statement in such registration statement, . . . which purports to have been . . . certified by him."

While there appear to be no published decisions on point, it could be asserted that if the Board's proposal were adopted, the engagement partner would be an expert within the literal language of Sections 7 and 11. Accountants are expressly covered by those sections. The engagement partner would, by definition, be "named" in the audit report. Plaintiffs could argue that an engagement partner who was "named" in the audit report had "certified" the financial statements included in a registration statement.

Proposed Alternative

As mentioned above, we are supportive of the identification of the engagement partner and a member or members of firm leadership in Form 2. These disclosures would be responsive to the requests of investors but also make clear that the engagement partner alone is not responsible for the issuance of the report.

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[10] John R. Baraniak Jr. and Michael T. Gass, "Surprising Interpretations Of Janus Bright Line," Law360, http://www.law360.com/securities/articles/287323/surprising-interpretations-of-janus-bright-line (November 21, 2011, 1:07 PM ET).

If the Board nevertheless believes it is appropriate to adopt a requirement that engagement partners also be named in the audit report, we suggest the Board consider a naming requirement that includes the following elements:

- *Provisional Requirement*. The requirement to name the engagement partner in the audit report would be "provisional" — it would be in effect for a limited period of five years. This would provide time for the law to develop under *Janus* and/or relevant state law. If, after five years, there are binding appellate precedents establishing that an engagement partner named in an audit report is not a "maker" of the statements in the report, and that naming the engagement partner has not expanded a partner's liability under state law, then the Board could decide to make the naming requirement permanent.

- *Naming Member or Members of Firm Leadership*. In addition to naming the engagement partner responsible for the audit, a member or members of firm leadership should also be named in the audit report. Examples could include the firm's audit/assurance leader and/or CEO/senior partner. Including the name and/or names of firm leadership will convey to the users of the financial statements that the accounting firm as a whole takes responsibility for the audit and alleviate any misimpressions that the audit report is the product of the engagement partner rather than the firm.

- *SEC Effectiveness*. The Board should defer effectiveness of the naming requirement until the SEC has taken action to assure that partners named in the audit report will not be considered experts and subject to expert liability under sections 7 and 11 of the Securities Act. The SEC could do this by an amendment of Rule 436 or by providing guidance that it will not condition effectiveness of a registration statement on the named partners being expertised.

As it relates to Form 3, we believe it is unnecessary to require that changes in engagement partners be disclosed. Changes in engagement partners can occur for a number of reasons and do not themselves raise questions about the ability of the firm to perform the audit effectively.

DISCLOSURE IN AUDIT REPORT OF INDEPENDENT PUBLIC ACCOUNTING FIRMS AND OTHER PERSONS THAT PARTICIPATED IN THE AUDIT

The Board also proposes to amend its interim auditing standards to require disclosure about Audit Participants who perform 3 percent or more of the total hours incurred in the audit (defined to exclude certain items and where the principal auditor is assuming responsibility or supervising the work of the Audit Participants). We think that disclosing the identity of Audit Participants in the audit report is unlikely to provide meaningful information to investors and would muddy the clear accountability of the principal auditor for the audit. We believe that this proposal also raises additional litigation concerns. If the Board nonetheless determines that disclosure about Audit Participants is appropriate, we suggest alternative approaches that we believe can achieve the Board's objectives without burdening the audit report with a large number of entities whose contributions to the audit may be relatively immaterial. We also believe the Board should make clear that off-shoring activities are not covered by the disclosure requirement.

Responsibility of the Principal Auditor

The proposal would require that the audit report include information about other audit firms that audited one or more subsidiaries, divisions, branches, components or investments included in the financial statements (a "component"). Under current standards, the principal auditor may elect to assume responsibility for the work of the other auditor insofar as that work relates to the principal auditor's expression of an opinion taken as a whole. [11] In order to assume responsibility for the other auditor's work, the principal auditor is required to satisfy itself as to the independence and professional reputation of the other auditor and take specified steps to satisfy itself that it can express an opinion on the financial statements taken as a whole without making reference in the audit report of the other auditor. Auditors that rely on other accounting firms to perform work with respect to components of an issuer establish procedures and quality controls to provide assurances about the component audit. In that event, the standard specifically provides that the principal auditor "should not state in [its] report that part of the audit was made by another auditor because to do so may cause a reader to misinterpret the degree of responsibility being assumed."[12]

We believe that the current standard is preferable to the proposed changes. The current standard reflects that the audit report is issued by one audit firm that takes responsibility for the entire audit and that expresses an opinion about the financial statements taken as a whole. The existing standard places on the principal auditor the responsibility to determine whether and to what extent it may use the work of other auditors and to make the determination that the other auditor's work can be relied upon for purposes of the audit report. The issuance of one audit report by a single auditor sends a straightforward message to investors and other users that the issuing firm is responsible for and accountable for the audit report.

To add a potentially lengthy list of other named firms to the audit report will muddy the clear accountability created under the current standard. It could create a misimpression that the opinion is not solely that of the firm issuing the audit report. In other words, it will create the exact risk of misinterpretation identified in the current standard.[13]

Litigation Considerations

Audit Participants have a genuine, and understandable, concern about the potential liability implications under the U.S. private litigation regime if they are identified in audit reports which they themselves did not prepare. Many Audit Participants, particularly those that are not themselves registered with the PCAOB, do not currently face any material risk of liability in U.S. private securities litigation, because they are not identified in any public document and the principal auditor takes responsibility for their work.

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[11] PCAOB AU 543, *Part of Audit Performed by Other Independent Auditors*. We have no issue with the proposal as it applies to audits where the principal auditor divides responsibility with another audit firm and refers to that firm's work in its audit report.

[12] AU 543.04.

[13] We believe the Board's proposed qualifying language in AU 508 do not eliminate these concerns. For example, when another firm audited a company's subsidiary under the proposal, the audit report would state that the firm issuing the report is responsible for the audit performed by the other firm "insofar as it relates to our expression of an opinion on the financial statements taken as a whole," and that the issuing firm has "performed procedures to assume responsibility for their work in accordance with PCAOB standards." (Proposing Release at C-5). We respectfully suggest that while these terms reflect the applicable auditing standards, their meaning and significance may not be clear to investors. The risk of misinterpretation will remain.

As a result of being publicly identified in an audit report, however, firms that support an audit by another firm could become embroiled in U.S. private securities litigation. It is foreseeable that plaintiffs will seek to name these firms as parties in litigation based on a faulty audit report.[14] While we believe that the courts will ultimately reject Rule 10b-5 claims against Audit Participants, in the meantime, plaintiffs may nonetheless see a tactical advantage in naming them as defendants. In that event, Audit Participants named as defendants will at a minimum have to engage counsel and will otherwise become subject to the costs and burdens of defending against the claim. Naming non-U.S. firms as defendants might also increase the plaintiffs' leverage in settlement negotiations.

Besides potential 10b-5 claims, it is also conceivable that Audit Participants might be treated as experts for purposes of Sections 7 and 11 of the Securities Act. As discussed above, an accountant can be subject to "expert" liability for his report if he is named as having . . . certified any part of the registration statement," and has consented to be named as an expert in the registration statement.[15] As with the engagement partner, it could be asserted that an audit firm identified in the audit report was "named" as having "certified" the audit report to the extent that the report relates to a component whose financial statements were incorporated into the financial statements that were the subject of the audit report. As with naming the engagement partner, this concern could be alleviated by SEC action. Therefore, we also recommend that the effective date of any standard requiring that Audit Participants be named be deferred until the SEC issues guidance or rules confirming that the Audit Participants are not experts.

Proposed Alternative

In the event the Board decides that additional information should be provided in the audit report about participants in the audit besides the principal auditor, we believe the Board should modify the proposal as follows:

- *Threshold for Disclosure*. The Board should adopt a higher percentage threshold for disclosure. We believe that the proposed threshold for disclosure — 3 percent or more of total audit hours (as defined in the proposal to exclude certain items) is much too low. It will likely sweep in a number of firms in smaller countries who audit smaller operations of the issuer and whose work is unlikely to be material to the financial statements or the audit taken as a whole. It could result in a long list, which is unlikely to provide helpful information to users. We believe the appropriate threshold should be one that identifies participants whose work can reasonably be deemed to have significance to the audit. In our view, an appropriate level would be 10 percent of total audit hours, rather than 3 percent. That will result in a shorter list of Audit Participants and enable users of the financial statements to focus on those firms that audited larger components of the issuer being reported on. Firms that individually account for less than 10 percent of total hours would be aggregated, as in the current proposal.

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[14] *See Munoz v. China Expert Tech., Inc.*, 2011 U.S. Dist. LEXIS 128539, *5 (S.D.N.Y. Nov. 4, 2011) (genuine issue of fact exists as to whether affiliate US affiliate of Hong Kong accounting firm "explicitly or implicitly controlled sufficiently—and thus 'made'" the statements in the Hong Kong firm's audit report, by virtue, among other things of US firm's managing director giving final approval of the audit opinions prior to their being signed, and his being tasked with reviewing the entire filing for compliance).

[15] Securities Act, § 11(a)(4).

- *Disclosure in Ranges*. Rather than requiring disclosure of a specific percentage for each identified Audit Participant, provide that the disclosures be provided in tiers, e.g.:

  Firms providing 10%-15% of total hours incurred
  Firms providing 16%-20% of total hours incurred
  Firms providing more than 20% of total hours incurred

  This approach would simplify the process of developing and reporting the relevant information. It would help avoid the difficulty of determining precise percentages during "crunch time" immediately prior to conclusion of the audit. Providing information within bands will still give investors and other users of the audit report information about the relative degree of participation of significant Audit Participants in the audit.

- *Explanatory Language*. Any disclosure regarding Audit Participants should also include explanatory language to the effect that the Audit Participants are separate legal entities and, if they are members of the same network as the principal auditor, that the network firms follow a common audit methodology and consistent quality controls.

"Off-Shoring"

As the Board recognizes, certain portions of the audit are "performed by offices in a country different than the country where the firm is headquartered."[16] The Board indicates that the proposed amendments would not result in disclosure of such arrangements if the work is performed by "another office of the same accounting firm."[17] We agree with this approach. Where the registered firm is performing the work itself, just through a non-U.S. office, separate disclosure about the off-shoring does not provide any additional information for investors.

We believe that the exclusion for off-shoring may be too narrow. Some firms may, for legal reasons, carry on the off-shored activities through a wholly-or majority-owned subsidiary. Firms may also establish joint ventures with other firms in their networks, pursuant to which the venture provides personnel to network firms to perform certain audit-related tasks. These joint ventures are not engaged in the practice of public accounting. The personnel perform the audit-related tasks under the direction and control of the engagement team that is performing the audit. Because the personnel are acting, in effect, as part of the principal auditor engagement team, it is unnecessary to separately break out the entities that provide the personnel. We recommend that the Board clarify that the standard does not require disclosure of audit-related tasks performed by personnel supplied by subsidiaries of the registered firm or joint ventures, where the personnel perform audit-related tasks under the direction and control of the principal auditor.

CONCLUSION

As discussed above, we strongly support the general objective of providing useful information to investors and other users of audit reports. However, we have concerns whether the proposals will serve that objective or enhance audit quality. Nevertheless, to be responsive to the requests of investors, we are supportive of identifying the engagement partner in Form 2, but to alleviate concerns about who is

[16] Proposing Release at 18.
[17] Proposing Release at 24.

responsible for issuing the audit report we also believe member or members of firm leadership should also be disclosed. If the Board decides to pursue other aspects of the proposals, we request that it consider the proposed modifications and alternatives outlined above. These modifications will address some of our concerns while still providing additional information about the audit to investors.

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We appreciate the opportunity to express our views and would be pleased to discuss our comments or answer any questions that the PCAOB staff or the Board may have.

Sincerely,

PricewaterhouseCoopers LLP

Bob Moritz US Chairman and Senior Partner PricewaterhouseCoopers LLP	Tim Ryan Vice Chairman, US Assurance Leader PricewaterhouseCoopers LLP