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February 9, 2011

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

RE: PCAOB Rulemaking Docket Matter No. 033

Dear Office of the Secretary:

McGladrey & Pullen, LLP appreciates the opportunity to comment on the PCAOB's *Proposal for Allocation of the Board's Accounting Support Fee among Issuers, Brokers, and Dealers, and Other Amendments to the Board's Funding Rules*. McGladrey & Pullen is a registered public accounting firm serving middle-market issuers, brokers, and dealers. As a registered public accounting firm, we are most impacted by the proposed amendments to the requirements in existing Rule 7103(b), "Determination of Payment of Accounting Support Fees by Registered Accounting Firm." Our comments, therefore, are limited to the proposed amendments to Rule 7103(b) and related portions of the Release.

Currently, if an issuer has a past-due share of the accounting support fee, the registered public firm is prohibited from signing an unqualified audit opinion with respect to that issuer's financial statements and from signing a consent to the use of prior audit opinions of that issuer. However, if an issuer has a past-due share of the accounting support fee at a time when the issuer must include an auditor's opinion or consent in a report or filing with the SEC, the issuer may rely on a 15-day exception to this prohibition if it timely submits a notice of such to the PCAOB. The Board is proposing an amendment to this exception in Rule 7103(b)(2) by requiring that the notice now be filed by the registered public accounting firm instead of the issuer.

When this exception was originally proposed in Release No. 2003-02, *Amended SEC Filing Form 19b-4*, the PCAOB stated, "This notice will not, however, be a condition to the accounting firm's reliance on this exception or to the validity of the audit opinion or consent." In Footnote 24 of the current Release, the Board reiterates that it is the issuer's circumstances that cause the issuer to need to rely upon this exception. We firmly believe that it is inappropriate to shift the reporting burden from the issuer to the registered public accounting firm, the issuer should continue to be required to file the related notice with the PCAOB, and the Rule should not be amended.

We would be pleased to respond to any questions the Board or its staff may have about these comments. Please direct any questions to either Scott Pohlman (952.921.7734) or Bruce Webb (515.281.9240).

Sincerely,

A handwritten signature in black ink that reads "McGladrey & Pullen, LLP". The signature is written in a cursive, flowing style.

McGladrey & Pullen, LLP