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February 10, 2011

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

**PCAOB Rulemaking Docket Matter No. 33**  
***Proposal for the Allocation of the Board's Accounting Support Fee***  
***Among Issuers, Brokers and Dealers, and Other Amendments to the Board's Funding Rules***

Dear Mr. Secretary:

We appreciate the opportunity to comment on the Public Company Accounting Oversight Board's (the PCAOB or the Board) Release No. 2010-009, *Proposal for the Allocation of the Board's Accounting Support Fee Among Issuers, Brokers and Dealers, and Other Amendments to the Board's Funding Rules* (the Release). Our comments are focused solely on the proposal amendment to the Board's current Rule 7103.

Under the Board's current Rule 7103(b)(2), "[t]he *issuer* shall submit to the Board a notice of the signing of the opinion or issuance of the consent not later than the next business day after the filing is made with the [U.S. Securities and Exchange] Commission" (the Commission) when the issuer is delinquent on their share of the accounting support fee. The Board is proposing an amendment to this rule, under proposed Rule 7104(b)(2), by requiring that the notice be filed by the registered public accounting firm *instead* of the issuer or broker and dealer. However, there is not a clear understanding as to the rationale for the change in this reporting requirement. We believe this requirement should not be amended and that it remain a requirement of the issuer for the following reasons: (i) it is the issuer that is delinquent with its share of the accounting support fee; (ii) it is the issuer that is filing its documents with the Commission; and (iii) a process has already been established with issuers under the existing rule. If the Board determines that this requirement should be amended as proposed, we recommend that the Board explain its rationale for the change in requirements relative to notifying the Board when an issuer, broker and dealer are delinquent on their share of the accounting support fee and an audit opinion or consent has been included in a filing to the Commission so there is a clear understanding by those affected by the change.

\* \* \* \* \*

We appreciate the Board's careful consideration of our comments. If you have any questions regarding our comments or other information included in this letter, please do not hesitate to contact Sam Ranzilla, (212) 909-5837, sranzilla@kpmg.com, or Scott Frew, (212) 909-5804, sfrew@kpmg.com.

Very truly yours,

**KPMG LLP**



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cc: PCAOB Members and SEC Commissioners

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