



September 23, 2015

VIA E-MAIL rule-comments@sec.gov

Office of the Secretary
Securities and Exchange Commission
100 F Street, NE
Washington DC 20549-1090

Re: Release No. 33-9862 File No. S7-13-15 Possible Revisions to Audit Committee Disclosures (“Concept Release Paper”)

Dear Office of the Secretary:

WeiserMazars LLP (“WeiserMazars”) welcomes the opportunity to comment on the Securities and Exchange Commission’s (the “SEC” or the “Commission”) Concept Release Paper. WeiserMazars supports the SEC in its efforts to modernize and enhance the transparency of the reporting requirements of audit committees with respect to its oversight of the independent auditor in order to provide investors and other interested parties with a better understanding of audit committee processes and their impact on audit quality.

WeiserMazars has over 100 partners and 700 professionals across the United States (“U.S.”). It is an independent member firm of Mazars Group, an organization with over 15,000 professionals in more than 70 countries around the world, and a member of Praxity, a global alliance of independent firms. Because we are a U.S. registered public accounting firm, and a member of an international network, our perspective may differ from our international counterparts due to variations in the client population and the litigation environment.

Our responses to the Concept Release Paper are primarily based on our position in the U.S. marketplace as a medium-sized public accounting firm servicing certain accelerated filers and small business issuers.

Overall Views

We welcome the dialogue on reassessing the current SEC rules on audit committee disclosures and the significant changes in their role and responsibilities that were mandated by the Sarbanes-Oxley Act of 2002 (“SOX”), including the enhanced exchange listing requirements as well as the revised the Public Company Accounting Oversight Board (“PCAOB”) auditing standards. We see there is a clear expectation gap in the current rules as they do not provide meaningful insight into how audit committees execute their critical responsibilities as overseers of the integrity of a company’s accounting and financial reporting process. As such, the Commission should be mindful when developing the additional disclosures about the audit committee’s responsibility of oversight of the independent auditor including the following:

- To stay focused on the enhancement of understanding of the design and operating effectiveness of an audit committee’s policies and procedures relating to its governance structure and oversight functions;
- To develop a balance between prescriptive and principles-based as well as quantitative and qualitative disclosures for investors to understand how the audit committee interacts with their independent auditor without compromising their existing relationship by mandating highly-detailed and

confidential information of sensitive matters to the investing public which could pose both fiduciary and statutory obligation challenges;

- To allow for flexibility based on the nature, size, and industry in which the audit committee operates in order to avoid “one size fits all” or “boilerplate” disclosures;
- To distinguish between what is a mandatory versus voluntary disclosure in order to balance interests and priorities, as each audit committee is unique and therefore should be given more latitude in providing voluntary disclosures regarding their interactions with the independent auditor so as to avoid the “boilerplate” effect.

In the following pages, we offer our insight on certain questions raised by the Commission and Staff.

7. Should the Commission consider modifying any of the existing audit committee disclosure requirements regarding communications with the auditor? If so, which disclosure requirements should the Commission consider modifying and what modifications should be made?

Yes, we believe the Commission should make a concerted effort in expanding its existing audit committee disclosures requirements to encompass their key responsibilities mandated by SOX, enhanced exchange listing requirements and PCAOB Auditing Standards No. 16, *Communications with Audit Committees* (“AS 16”). The Commission should focus its attention on the quality, design and operating effectiveness of the audit committee’s policies and procedures relating to the committee’s governance structure in terms of their oversight of the independent auditor.

8. Should the Commission update the existing disclosure requirements to include all communications required by Commission rules and PCAOB standards rather than only those required by AS 16? Would expanding the requirements to encompass all required communications create difficulties for issuers or audit committees in complying with the disclosure requirements? Why or why not?

Yes, as noted in our response to question 7 above, the Commission should encompass all the existing disclosure requirements pertaining to audit committee oversight of the independent auditor. We believe the Commission should provide minimum mandated disclosures for audit committees to explain to investors how they effectively oversee the independent auditor. We strongly encourage the Commission to create an environment for audit committees to provide more voluntary disclosure regarding their operating procedures in order to avoid the pitfalls of boilerplate disclosures.

9. Should there be disclosure about the audit committee's consideration beyond a statement that they have received and discussed the matters communicated by the auditor as required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*? If so, what should be included in the disclosure?

No, we believe the matters discussed in relation to PCAOB Rule 3526 are sufficient.

11. Should there be disclosures regarding the nature or substance of the required communications between the auditor and the audit committee? Are there other types of communications between the audit committee and the auditor about which the Commission should consider mandating disclosure?

The audit committee should only disclose their formal policies and procedures regarding their required communications with their independent auditor in order to provide transparency of the process and not disclose the specific nature or substance of the communications. We believe in leaving it up to the professional judgment of the audit committee to decide what other types of communications they would like to disclose on a voluntary basis.

12. Should such discussion be required to address all required communication topics or a subset of overarching topics related to how the auditor planned and performed the audit? For instance, should the audit committee disclose information regarding how the audit committee considered the nature of the required communications that were made under paragraphs 9 and 10 of AS 16 as it relates to significant risks identified, nature and extent of specialized skill used in the audit, planned use of the company's internal auditors, involvement by other independent public accounting firms or other persons, and the basis for determining that the auditor can serve as the principal auditor in its oversight of the independent auditor? Should the audit committee disclose how it dealt with disagreements between company management and the auditor? If so, what should be included in the disclosure? Are there other categories of the communications between auditors and the audit committee that should be considered for disclosure?

The disclosures should address, on a high-level basis, the complete process of how the audit committee is involved with their independent auditor during the planning and performance of the audit without violating any of the fiduciary or statutory obligations. The discussion should disclose factors that the audit committee members take into consideration.

13. For audits involving multiple locations, should the audit committee report disclose information regarding how the audit committee considered, in its oversight of the auditor, the scope of the audit, locations visited by the auditor, and the relative amount of account balances related to such locations compared to the consolidated financial statements?

As noted in our response to question 12 above, the disclosures should address, on a high-level basis, the complete process of how the audit committee is involved with their independent auditor during the planning and performance of the audit without violating any of the fiduciary or statutory obligations. The discussion should disclose factors that the audit committee members take into consideration in challenging the auditors' judgment. Any discussion regarding specific risks identified, scope of the audit, locations visited by the auditor, and the relative amount of the account balances related to such locations compared to the consolidated financial statements would create confusion and misunderstanding without greater explanation of the auditing standards to put it into context. It would also expose the auditor to greater legal risk, in certain circumstances.

14. Communications between the auditor and the audit committee may not be limited to the items required by Commission rules and PCAOB standards. Should the audit committee report be required to disclose any information about the extent to which additional matters were discussed with the auditor? If so, what level of detail should be required?

The audit committee report should disclose those matters currently required to be disclosed and those additional matters which the audit committee and the auditor agree should be disclosed on a high level basis. Imposing further disclosure obligations could risk revealing sensitive competitive information as well as privileged communications with respect to ongoing or potential litigation.

15. Are there benefits, costs or unintended consequences that could result from requiring disclosure that goes beyond a statement that the required discussions have occurred? How would the disclosures be used by institutional and retail investors, investment advisers, and proxy advisory firms in making voting decisions and recommendations on matters such as director elections, executive compensation, or shareholder proposals, among others?

There would be value in certain disclosures which both the audit committee and the auditor believe would be beneficial to users of the financial statements. However there could be additional costs in providing such disclosures in terms of additional review and scrutiny by the respective parties and their counsel as well as unintended consequences should there potentially be an audit failure.

16. Would the potential disclosures referenced here be decision-useful to investors? If so, would it be sufficient for the disclosure to address the consideration given by the audit committee without necessarily disclosing the underlying substance? Would disclosing the substance of the communications between the audit committee and the auditor be useful to investors? Why or why not?

Potential disclosures should be provided on a high level basis to avoid complex disclosures and significant misunderstanding without having full knowledge of the underlying context.

17. Could these potential disclosures chill communications between the audit committee and the auditor? If so, how? Could they reveal proprietary information about the issuer or the audit methodology? If so, how?

These disclosures would chill communications between the audit committee and the auditor if either side knew that such communications would become a matter of public record and lead to revealing proprietary information about the issuer or the audit methodology. Disclosures should be limited to the procedures conducted by audit committees because any discussion surrounding specific risks identified or approaches taken would be subjective, complex and subject the auditor and audit committee to scrutiny and challenge by users of financial statements as well as cause misunderstandings for those users who do not have a strong understanding of US Generally Accepted Accounting Principles or PCAOB standards.

18. Should there be additional disclosures required about the meetings the audit committee has had with the auditor? If so, what type of disclosures should be made and why? If not, why not?

There may be an opportunity to add value with additional disclosure by including a summary description of the formal policies and procedures that the audit committee has in place regarding communication with the auditor. It is extremely unlikely that any other additional disclosures about meetings the audit committee has had with the auditor beyond the description of the policies and procedures would provide additional benefit to investors and would likely result in a larger negative impact as opposed to a positive one.

19. Should the audit committee report disclose the frequency with which it met privately with the auditor? Would confirmation that private conversations occurred be useful disclosure even if there are no disclosures about the topics discussed? Should there be a requirement to disclose the topics discussed?

The audit committee report should not disclose the frequency with which it met privately with the auditor. Confirmation that private conversations occurred would not be useful disclosure even if there are no disclosures about the topics discussed. There should not be a requirement to disclose the topics discussed. There is an enormous risk with these types of disclosures related to investors' perception of "non-issues" that there may be greater perceived significance to topics discussed than what actually exists.

20. Would disclosure about the audit committee’s review and discussion of the audit firm’s internal quality-control review and most recent PCAOB inspection report be useful to investors? If so, what types of disclosures should be made in this regard? Would disclosures about the nature and extent of such discussions be useful without disclosure of the specific review or inspection results? Should the disclosures include information about how the audit committee considered any deficiencies described in the PCAOB inspection report on the audit process? If not, why not?

Disclosure about the audit committee’s review and discussion of the audit firm’s internal quality-control review and most recent PCAOB inspection report would not be useful to investors. It may be useful however to disclose the policies and procedures the audit committee has in place to discuss the PCAOB inspection report with the auditor. Disclosures about the nature and extent of such discussions would not be useful without disclosure of the specific review or inspection results. Disclosures should not include information about how the audit committee considered any deficiencies described in the PCAOB inspection report on the audit process. The risk of adding these additional disclosures is that they may create uncertainties in the marketplace and could affect the quality and frequency of discussion between the audit committee and auditor.

21. Is there a risk that the confidentiality of the nonpublic PCAOB inspection results could be undermined (e.g., if this information is sought and provided through the audit committee)? If so, what type of information could be presented that might be problematic?

Yes, there is a risk that the confidentiality of the nonpublic PCAOB inspection results could be undermined (e.g., if this information is sought and provided through the audit committee). Auditors are given a one year opportunity to remediate inspection comments. Making these comments public before the opportunity to remediate has passed, effectively eliminating the one year remediation period, could affect investor perception in a harmful way that could have a lasting negative impact on the audit firm.

22. Should we require disclosure about how the audit committee considered the results described in PCAOB inspection reports in its oversight of the auditor? Why or why not?

Disclosures about how the audit committee considered the results described in PCAOB inspection reports in its oversight of the auditor should not be required. The policies and procedures that the audit committee has in place to consider the PCAOB inspection report results *could* be disclosed which may add value to investors.

23. Are there particular issues or challenges in this area that should be considered? If so, please describe and provide data.

Investors would value the process by which the audit committee discusses and evaluates the PCAOB inspection results more than they would value the details of those results. The standard setters are aware of the details of those results and those results should not be made public.

24. Would investors find disclosure about whether, and if so how, the audit committee assesses, promotes, and reinforces the auditor’s objectivity and professional skepticism useful? Why or why not?

We do not believe these disclosures would be useful to investors. PCAOB standards require the auditor to exercise professional skepticism and objectively evaluate audit evidence. Acting in the interest of investors, an audit committee should appoint or retain an audit firm that is objective and carries out their audits with professional skepticism, as required by the auditing standards. If an audit committee determines that an auditor is not objective or did not perform their audit using due professional care, then the audit committee should not retain the auditor.

25. What specific types of disclosures could the audit committee make in this regard? For example, should the audit committee disclose whether, and if so how, it evaluated the auditor’s objectivity and professional skepticism, as well as the results of such an evaluation? Commenters are encouraged to provide examples of such disclosures.

We believe disclosures should be limited to policies and procedures adopted by the audit committee as detailed in the audit committee’s charter. We believe that by retaining an auditor, an audit committee is affirming its evaluation of the auditor’s ability to act objectively and exercise their audits with an attitude of professional skepticism.

26. What types of disclosures could be made regarding the process the audit committee undertook to evaluate the external audit and performance and qualifications of the auditor, including the rationale for selecting or retaining the auditor?

In general, we believe that, if required, disclosures related to the rationale for selecting or retaining the auditor or evaluating performance would not ultimately be useful to the investor. We do not believe the disclosures would be useful since we are concerned that audit committees would adopt generic or “boilerplate” language, because audit committees will undergo similar processes in evaluating external audit performance.

27. Should the disclosures include a description of the nature of the audit committee’s involvement in approving the auditor’s compensation, including how compensation is determined and evaluated? Should the disclosures include the criteria or elements the audit committee considered? Should the audit committee provide additional disclosure about the nature and extent of non-audit services and its evaluation on how such services relate to its assessment of independence and objectivity?

We believe the current requirements regarding disclosure of auditor compensation by category and those that were preapproved by the audit committee are sufficient. By providing the details of auditor compensation currently required, an investor can understand the nature of both audit services and others provided.

28. If audit quality indicators are used in the evaluation of the auditor, should there be disclosure about the indicators used, including the nature, timing, and extent of audit quality indicators considered by the audit committee? If audit quality indicators are not used in the evaluation of the auditor, what, if any, disclosures regarding the assessment of audit quality should be provided?

We believe that disclosure of any audit quality indicators used would add further confusion to investors who do not fully understand the auditing process. We are concerned that some investors would misinterpret audit quality indicators, or come to inappropriate conclusions regarding the related auditor's report.

34. Would disclosure of the name of the engagement partner be useful to investors? Would disclosure of any additional members of the engagement team be useful and, if so, which? (For example, should the names of all partners who are required to rotate under SEC independence rules be disclosed? Why or why not?) Should there be other disclosures about the engagement team or others involved in the audit? If so, what additional information should be disclosed? Are there any costs to such disclosure?

Disclosing the name of the engagement partner and information about Other Participants in the Audit in the auditors' report will not provide investors and other financial statement users valuable or useful information on which to make informed decisions. In fact, we believe that while "transparency" may be improved, there can be no direct correlation drawn from this information to the quality of the audit performed, and may result in unwarranted and unsupported assumptions about the nature of the audit, the engagement partner and Other Participants in the Audit. The appropriate context of this information is available to audit committees in the execution of their duties under their company's audit committee charters.

When an audit is conducted, significant decisions about critical audit matters and other aspects of the audit engagement are required to be discussed with the engagement quality reviewer ("EQR") along with various key specialists and quality control professionals throughout the registered public accounting firm. Decisions on significant issues do not solely rest on the shoulders of the engagement partner. Specific procedures, protocols and adherence to PCAOB and other professional standards are inherent in a public accounting firm's quality control system, as is ensuring there is a system of checks and balances before an audit opinion is released to the investing public. Therefore, investors and other financial statement users should not solely rely on the reputation of the engagement partner when assessing audit quality, but should be assessing the reputation of the entire registered public accounting firm. To the degree members of the audit committee, investors and other financial statement users need information to assess audit quality or firms; they have at their fingertips information contained in the registered public accounting firm's public filings with the PCAOB and inspection reports posted by the PCAOB as well as other publicly available data.

Investors and other financial statement users might use the information to gain only "surface-level" understanding on the competency, reputation, history of restatements, litigation, etc., of the engagement partner and Other Participants in the Audit by comparing such individuals to others in a database and assigning them a "grade" or benchmark.

We believe there would be additional costs imposed since the other firms participating in the audit may perceive increased exposure to unwarranted litigation; potentially increasing costs associated with professional liability insurance. This would lead them to charge additional fees in order to be named in the report, or otherwise, may not accept participation on the audit engagement. We believe increased cost would result in a competitive disadvantage for medium-sized registered public accounting firms and increase fees to the issuer clients with only incremental improvement in audit quality.

35. Are there incremental benefits to disclosing the name (such as increased accountability)? Is disclosure of the name helpful in promoting audit quality? Are current risks of potential legal liability, regulatory sanction and significant reputational costs strong enough incentives to develop a team that is capable of executing the audit in accordance with professional standards? Why or why not? In addition to disclosure of the name, there could be disclosure regarding other qualifications, such as the length of time the individual has served in that role, professional licenses, or his or her experience. What, if any, additional information should be disclosed? Why?

We do not believe the inclusion of the engagement partner's name or other participants would increase the sense of accountability. We believe that in the current environment there is more than sufficient accountability - not only for engagement partners, but for all audit professionals. Public accounting professionals must be accountable to: (a) registered public accounting firms – who have the ability to monitor and evaluate such professionals through training, performance evaluations, oversight through engagement quality reviews and quality control oversight through technical review and consultations); (b) audit committees and management of issuers – who have the ability to provide oversight on the audit process and be responsible for the appointment, pre-approval of services and compensation of registered public accounting firms; (c) regulators – who have the ability to commence an enforcement action which could impact their reputation and career, bar them from practicing before the regulatory body and impose severe monetary penalties; and (d) the public and investors – who have the ability to commence legal action against them if they believe there was an audit failure.

We believe that an engagement partner's history does not provide a signal about the reliability of the audit because when an audit is conducted it is performed by the entire engagement team, plus other required and available firm resources.

36. Is the audit committee the appropriate party to provide such disclosure? If not, what other party or parties should provide the disclosure and why?

We believe it is the audit committee's responsibility to assess the competency and reputation of a registered public accounting firm, including the engagement partner and Other Participants in the Audit. The names of the engagement partner and Other Participants in the Audit will not provide adequate information to investors and other financial statement users to enable assessment of qualification or ability, among other relevant attributes.

We believe indicating the name(s) of the engagement partner and the extent of Other Participants in the Audit would provide limited to no value to shareholders when deciding whether to ratify a company's choice of registered public accounting firm as its auditor. We view the engagement partner and Other Participants in the Audit aspect of the audit engagement to be encompassed in the company's audit committee's evaluation along with numerous other key factors and considerations (e.g., reputation of the registered public accounting firm and industry expertise). The audit committee's evaluation is reviewed with the company's Board of Directors prior to recommending the auditor to the shareholders for ratification.

37. Would such disclosure be more appropriately disclosed in the auditor's report? Why or why not? Would it be better disclosed in a separate filing with the PCAOB? Why or why not? If the disclosure is provided in a separate filing with the PCAOB, what information should the disclosure include?

As noted in our response to Question 34 above, disclosing the name of the engagement partner and information about Other Participants in the Audit in the auditors' report will not provide investors and other financial statement users with valuable or useful information on which to make informed decisions.

38. If the name of the engagement partner is available elsewhere (e.g., included in the auditor's report or a supplemental filing with the PCAOB), would investors benefit from having it also reported as part of the audit committee's disclosures? Why or why not? Also, if the name of the engagement partner is available elsewhere, should the audit committee's report refer to where the disclosure is otherwise located?

We do not believe the ability to research publicly available information about the engagement partner or any Other Participants in the Audit is important to users of the financial statements. We do not see direct correlation between the names of engagement partners and Other Participants in the Audit with the determination or assumption of audit quality, or lack thereof. In addition, the name of the registered public accounting firm appears on the audit opinion and all inspection reports for PCAOB registered firms are available for public review. Notwithstanding the individual firm's responsibility to assess performance of all professionals, including engagement partners, we believe it is the audit committee's responsibility to assess the competency and reputation of a registered public accounting firm, including engagement partner and Other Participants in the Audit. The names of the engagement partner and Other Participants in the Audit will not provide adequate information to investors and other financial statement users to enable assessment of qualification or ability, among other relevant attributes.

39. If the name of the engagement partner is reported in the audit committee report, would investors benefit from this information also being available in one location for all audits?

Please refer to our response to Question 36 above.

40. If disclosures are required and it is known that the person(s) disclosed will change for the next audit, should there be disclosure of this fact including who will, or is expected to, take on the role for the next audit? Why or why not?

As noted in our response in Question 34 above, disclosing the name of the engagement partner and information about Other Participants in the Audit in the auditors' report will not provide investors and other financial statement users with valuable or useful information on which to make informed decisions.

41. If there is a change in the engagement partner during the year, should this be disclosed sooner than in the next annual update? If other named individuals change during the year, should this be disclosed as well?

Please refer to our response to Question 40 above.

42. Are there any liability implications (e.g., for engagement partners, audit committee members, the company or other participants) with respect to disclosure of participants in the audit? If so, what are these implications? Do the implications change based on where or how the disclosure is made?

The inclusion of this type of information could potentially expose the engagement partner and/or Other Participants in the Audit to litigation and personal liability. As noted in our response to Question 40, we believe there would be additional costs imposed as other firms participating in the audit may perceive increased exposure to unwarranted litigation. This could plausibly lead to additional fees in order to be named in the report to cover the similarly increased costs associated with professional liability insurance, or otherwise, the firm may not accept participation in the audit engagement. We believe increased cost would result in a competitive disadvantage for medium-sized registered public accounting firms and increase fees to the issuer clients with only incremental improvement in audit quality.

Please refer to our response noted in Question 34 above.

Our responses are also consistent with our correspondence to the PCAOB dated March 12, 2014 Re: PCAOB Release No. 2013-009, Rulemaking Docket Matter No. 029, *Improving the Transparency of Audits: Proposed Amendments to PCAOB Auditing Standards to Provide Disclosure in the Auditor's Report of Certain Participants in the Audit* ("Proposed Amendments") and our correspondence to the PCAOB dated September 9, 2015 Re: PCAOB Release No. 2015-004 Supplemental Request for Comment: *Rules to Require Disclosure of Certain Audit Participants on a new PCAOB Form*.

43. Should the audit committee be required to disclose what it considered in providing input to the firm's assignment of the engagement partner? If so, what information should such disclosures contain?

The audit committee should not be required to disclose what it considered in providing input to the firm's assignment of the engagement partner. There are many factors that are involved in the decision process and the audit committee should be allowed to speak freely in making their decision on selecting the engagement partner. The audit committee members may not be willing to make open comments and provide their opinions if it would become public knowledge. In addition, the engagement partner is only one member of the engagement team and the audit committee should consider the accounting firm and all engagement team members in making their ultimate decision.

44. Should the disclosures be limited to whether the audit committee participated in the selection of the engagement partner, or should there be more detail regarding the audit committee's input?

The disclosures should be limited to the fact that the audit committee participated in the selection of the engagement partner. The public should be aware that the audit committee is involved in the selection process but the details regarding the committee's input should not be disclosed. The audit committee members may not be willing to make open comments and provide their opinions if it would become public knowledge. The fact that the audit committee is involved in the process should provide comfort to the public that they are performing their required duties.

48. Should the Commission require any additional disclosures in this regard? For example, should the names of the other independent public accounting firms and other persons involved in the audit be disclosed? Should the extent of involvement by these other participants be disclosed? Why or why not?

The audit committee should not be required to disclose the names, locations, and planned responsibilities of other independent public accounting firms or other persons, who are not employed by the auditor, that perform audit procedures in the current period audit. The firm signing the auditor's report is required to communicate all pertinent information to the audit committee which may include the work of other firms involved in the audit. If these communications with the audit committee were public, any issues or concerns with these other firms may not be divulged for fear of public retribution. The audit committee would be more apt to speak freely about these other firms if there are no perceived ramifications that would come into public view.

49. Should the names of other participants be included in the required disclosure instead of in the auditor's report? Should the names be disclosed elsewhere? If so, why? Would investors benefit from having all of the information located in the audit committee report?

The names of other auditors that are assuming responsibility of a portion of the audit are included in the auditor's report. Other auditors, who do not assume responsibility for the audit should not be included, either in the opinion or elsewhere. The auditor has assumed responsibility for the work of these other auditors and therefore they should not be mentioned. The auditors have performed their due diligence in order to rely on the work performed by these third-party auditors and therefore the audit committee relies on the efforts of the auditors. The auditors would inform the audit committee of any issues or concerns that come about during the audit. This communication would be hampered if public disclosure becomes required.

52. With respect to the additional disclosures discussed in this release, where should they be made? If required, should they be in the audit committee report, a separate section of the proxy statement, the annual report, on the company's website, or elsewhere? Please provide an explanation as to why the disclosure should be made in a suggested location. If required, should the disclosure be furnished but not filed? Why or why not?

The additional disclosures discussed in this release should not be required. The current required audit committee disclosures are included in an issuer's annual report on Form 10-K which is filed with the Commission. The required disclosures provide the public sufficient knowledge and background as to the mindset of the audit committee. Any additional disclosures would not be useful to the public and would lead to more confusion.

53. Should current audit committee disclosure requirements be changed for smaller reporting companies or emerging growth companies? If so, which requirements and why? Would investors in smaller reporting companies or emerging growth companies find this information any more or less useful than similar disclosure requirements for other issuers? If so, how, and why?

The current audit committee disclosure requirements should not be changed for smaller reporting companies or emerging growth companies. The disclosure requirements should be consistent amongst all reporting companies in order to keep the information consistent. If changes are made for smaller reporting companies there could be confusion amongst the public. The confusion could stem from whether there are too many disclosures or not enough, but either one would lead to confusion. In addition, issues may arise if there is a transition from a smaller reporting company or emerging company to regular reporting. A consistent methodology for disclosure requirements should be followed by all reporting companies.

54. With respect to the additional disclosures discussed in this release, should any disclosure requirements, if adopted, apply to smaller reporting companies or emerging growth companies? If so, which requirements and why? If not, why not? Would different disclosure requirements impact the issuers (e.g., secondary market liquidity)?

The additional disclosure requirements, if adopted should not be changed for smaller reporting companies or emerging growth companies. The additional disclosure requirements should be consistent amongst all reporting companies in order to keep the information consistent. If changes are made for smaller reporting companies there could be confusion amongst the public. The confusion could stem from whether there are too many disclosures or not enough, but either one would lead to confusion. In addition, issues may arise if there is a transition from a smaller reporting company or emerging company to regular reporting. A consistent methodology for disclosure requirements should be followed by all reporting companies.

64. If the Commission proceeds with requiring some or all of the disclosures proposed above, should there be a requirement to update these disclosures for changes between proxy or information statements? If so, what should trigger amended disclosures? Should any such updates be made quarterly or more frequently?

If some of the proposed disclosures were required, it would be appropriate to update these disclosures if there are material changes during the course of the year. An annual update would be sufficient, unless there are circumstances that would materially change the previous disclosures made.

65. If the Commission proceeds with requiring some or all of the disclosures discussed above, should the disclosures be required to be provided in an interactive data format? If so, what elements of disclosure should be provided in that manner and in what format should the information be provided?

The format of the disclosures should be consistent with the format of other information included in the proxy statement. There should not be a requirement for interactive data. However, companies should not be precluded from providing the disclosures in an interactive data format.

66. The audit committee disclosure requirements may reference other documents, such as an audit committee charter. Should such documents be provided along with the required disclosures? If not, should information be provided to help locate the information referenced? Why or why not? Should information be hyperlinked? If so, are there any unintended consequences or implementation challenges that may result from information being presented in this manner?

We believe that if reference were made to other documents, disclosing the location of these documents would be sufficient. For information such as an audit committee charter, it would not be necessary to provide such documents on a recurring basis.

71. How should the Commission address potential changes in the auditor's report with respect to audit committee oversight of the auditor?

We do not believe that audit committee oversight of the auditor would be relevant to include in the auditor's report. We believe the current standards regarding the auditor's report under AU 508 are sufficient. Please also refer to our responses to PCAOB Rulemaking Docket Matter No. 029 (refer to question 42) and our correspondence to the PCAOB dated December 9, 2013 Re: PCAOB Release No. 2013-005, Rulemaking Docket No. 034, Proposed Auditing Standards – *The Auditor's Report on an Audit of Financial Statements When the Auditor Expresses an Unqualified Opinion; The Auditor's Responsibilities Regarding Other Information in Certain Documents Containing Audited Financial Statements and the Related Auditor's Report; and Related Amendments to PCAOB Standards*, regarding proposed changes to the auditor's report.

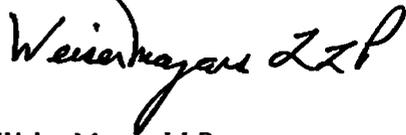
In Summary

We applaud the Commission in its efforts in modernizing and providing greater transparency regarding the audit committee's critical role in overseeing the independent auditor; thereby continuing to close the expectation gap of investors and other interested parties.

However, we are concerned regarding the Commission's intent of having audit committees disclose highly-confidential and sensitive information regarding their relationship with their independent auditors as well as the name of the audit engagement partner. We remain committed to participating in future discussions with the Commission and its staff about how to best implement appropriate disclosures that would further enhance audit quality with respect to issuers and improve transparency. Lastly, we fully support the mission of educating investors and other users of financial statements about the process of auditing and the meaning behind the issuance of the independent auditor's report.

We would be pleased to discuss our comments with you at your convenience. Please direct any questions to David M. Rubenstein, Partner, SEC Practice Group, at (212) 375-6822 (david.rubenstein@weisermazars.com) or Salvatore A. Collemi, Director, Quality Assurance, at (212) 375-6552 (salvatore.collemi@weisermazars.com).

Very truly yours,



WeiserMazars LLP