

April 30, 2004

Mr. Jonathan G. Katz, Secretary
U.S. Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549-0609

Re: File No. PCAOB-2003-10, Proposed Auditing Standard No. 1, References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board (SEC Release No. 34-49528, April 6, 2004)

Dear Mr. Secretary:

PricewaterhouseCoopers LLP appreciates the opportunity to comment on the Securities and Exchange Commission's (the "Commission") proposed rule, Auditing Standard No. 1, References in Auditors' Reports to the Standards of the Public Company Accounting Oversight Board (the "proposed rule") submitted to the Commission by the Public Company Accounting Oversight Board (the "Board").

We support the Commission's approval of the proposed rule subject to our comment below. We also commend the Commission's intent to issue an interpretive release that would clarify the Commission's position regarding references in the securities laws, Commission rules and interpretations and staff guidance to generally accepted auditing standards (GAAS), or to specific standards under GAAS, as they relate to issuers.

In our comment letter dated December 4, 2003 on the Board's proposed auditing standard, we recommended that the Board reflect in the proposed standard the necessary conforming changes to AU Section 508, *Reports on Audited Financial Statements*; AU Section 543, *Part of Audit Performed by Other Independent Auditors*; AU Section 623, *Special Reports*; and other interim auditing standards. We encourage the Board to undertake these revisions in the near term.

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We appreciate the opportunity to express our views and would be pleased to discuss our comments or answer any questions the staff may have. Please do not hesitate to contact Ray Bromark (973-236-7781) or Jim Lee (973-236-4478) regarding our submission.

Sincerely,

PricewaterhouseCoopers LLP