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July 20, 2007

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

**Re: PCAOB Rulemaking Docket Matter No. 024; PCAOB Release No. 2007-007:  
Proposed Amendments to Limit Board Rule 4003's Fixed Periodic Inspection  
Requirement to Firms that Regularly Issue Audit Reports**

Deloitte Touche Tohmatsu ("DTT"), on behalf of its member firms, is pleased to respond to the request for comments from the Public Company Accounting Oversight Board (the "PCAOB" or the "Board") regarding Release No. 2007-007, *Proposed Amendments to Limit Board Rule 4003's Fixed Periodic Inspection Requirement to Firms that Regularly Issue Audit Reports*, PCAOB Rulemaking Docket Matter No. 024 (the "Release").

We support the PCAOB's Release and agree that placing the Board's attention on registered firms which regularly provide audit reports for issuers is an appropriate approach to be taken by the PCAOB. We support the efforts of the Board to continue to analyze carefully the ways in which it can best fulfill its statutory mandate, taking into consideration the Board's experience to date. Notwithstanding the discretion afforded to the Board to inspect any registered firm at any time, we believe that the proposed amendments to Rule 4003 will facilitate the appropriate allocation of inspection resources, prioritize the Board's risk-based focus with respect to inspections, and more closely align the requirements for inspection with the congressional intent embodied in the express language of the Sarbanes-Oxley Act of 2002 (the "Act").

Focusing the Board's resources on registered firms that have the ultimate responsibility for issuing audit reports on issuer financial statements (as opposed to, for example, spending resources on a registered firm that plays only a limited role on a component of an issuer's financial statements or a registered firm that only issues a consent for an audit report issued at a prior period of time), would enable the PCAOB to review most efficiently the firms and their associated persons that are of the most relative significance to the Board's mission. Further, we believe this inspection structure will meet the expectations and needs of the investing public and other interested stakeholders.

In our earlier comment letter to the PCAOB dated February 16, 2007 in response to PCAOB Rulemaking Docket Matter No. 022; PCAOB Release No. 2006-008: *Amendments to Board Rules Relating to Inspections* ("Deloitte Comment Letter"), we recommended that substantial role firms not be

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subject to the Board's periodic inspection requirement. This proposed rulemaking would do precisely that, and we therefore support it. We also reiterate our suggestion from the Deloitte Comment Letter that the Board require firms that have changed or will change their classification (e.g., from issuing audit reports to playing a substantial role only), to update the Board accordingly, so that the Board will have current information to determine the inspection schedule for registered firms under this amended Rule. Upon issuance of the PCAOB's rules to require periodic reporting by registered firms, it is anticipated the PCAOB will provide a mechanism to update such information.

Finally, and as we have stated previously, we believe that the Board's inspection process can further benefit by appropriate and effective cooperation with the regulatory agencies of other countries, using the Board's authority under PCAOB Rules 4011 and 4012. By relying on the inspections of foreign-registered accounting firms made by non-U.S. regulatory authorities, the Board can further concentrate its resources in the areas that will have the greatest positive effect for investors.

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We appreciate this opportunity to comment, and would be pleased to discuss our letter with you further. If you have any questions or would like to discuss these issues further, please contact Alain Pons, Global Managing Partner, Audit, at +33 1 40 88 28 24.

Very truly yours,

/s/ Deloitte Touche Tohmatsu

cc: Mark W. Olson, Chairman of the PCAOB  
Kayla J. Gillan, Member  
Daniel L. Goelzer, Member  
Bill Gradison, Member  
Charles D. Niemeier, Member