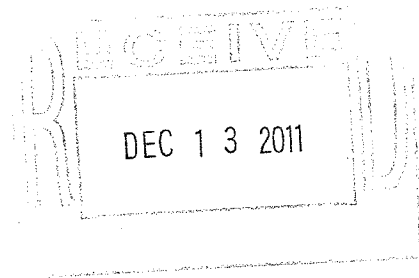


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December 8, 2011

Public Company Accounting Oversight Board (PCAOB)
Office of the Secretary
1666 K Street, NW
Washington, DC 20006-2803



Re: PCAOB Rulemaking Docket Matter No. 37

Dear Board:

On behalf of the Audit Committee of Dr Pepper Snapple Group, Inc., I want to express my appreciation for the opportunity to comment on the above referenced concept release on auditor independence and audit firm rotation.

The importance of audit firm independence is a cornerstone of the public's confidence in the opinion issued by the auditors on a company's financial statements. It is understandable that the PCAOB focus on audit firm independence. However, I do believe that a company's audit committee should own the decisions around the hiring, firing or rotation of the company's audit firm.

There are a number of concerns with this concept release that have been discussed in other comment letters, including: whether there is any evidence to support that audit quality would be improved by audit firm rotation, the loss of auditor continuity and understanding of the business, the cost associated with changing auditors, the inconvenience of changing auditors (including education of new auditors and the additional time required of management) and whether there is a sufficient number of independent firms qualified to permit frequent rotations. While those comments and the concerns raised are relevant, I think there is one overriding issue that should be paramount in the PCAOB's consideration of this concept – the responsibility of a company's audit committee to assess which audit firm will best serve the needs of the company and its shareholders after considering all aspects of the engagement under consideration.

Not so long ago, it was quite possible for management to influence unduly the selection of auditors. Over the last ten years or so, that influence has been appropriately tempered because the audit committee now plays the primary role in the hiring and firing decision and in partner rotation. Rules promulgated by the exchanges require (with certain limited exceptions) members of audit committees to be independent. A properly functioning audit committee is acting on behalf of the stockholders to monitor, among other things, auditor independence. A company's audit committee hires and fires the auditors, receives frequent reports from the auditors, has frequent executive committee discussions with the audit team, and establishes open access and communication with the leaders of the audit team. An audit committee that is

properly performing its functions independently examines issues relative to the objectivity and independence of the auditors. While a part of that examination would likely include management discussion, the ultimate decision regarding auditors is the responsibility of the audit committee. To initiate mandated rotation of auditors negates the collective judgment of the duly elected representatives of the stockholders.

In summary, a properly functioning audit committee provides the best oversight of auditor independence. Therefore, auditor rotation should, in my opinion, remain the responsibility of a company's audit committee.

I would be happy to discuss the views expressed in this letter with any member of the PCAOB or their staff.

Yours very truly,

Dr Pepper Snapple Group, Inc.

A handwritten signature in black ink, appearing to read "DMartin", with a long horizontal flourish extending to the right.

Terence D. Martin,
Chairman of the Audit Committee