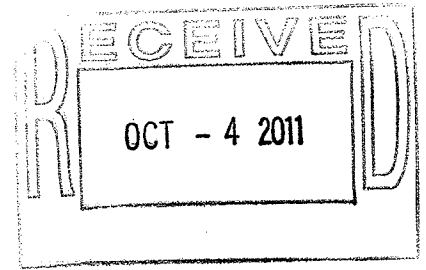


David A. Daberko
3550 Lander Rd. Suite 200
Pepper Pike, OH 44124-5755



October 27, 2011

Office of the Secretary
PCAOB
1666 K Street, NW
Washington, DC 20006-2803

Subject: PCAOB Rulemaking Docket Matter No. 37

Chairman Doty:

I am writing this letter as Chairman of the Audit Committee of two New York Stock Exchange listed companies in response to your invitation to comment on the concept release on mandatory audit firm rotation. The two companies are Chesapeake Midstream Partners, L.P. (CHKM) and Marathon Petroleum Corporation (MPC).

As both the Chairman of two public company Audit Committees and an investor in a broad range of public companies, I have a vested interest in ensuring that public company auditors are performing quality audits. I believe that mandatory audit firm rotation will actually harm audit quality.

The Sarbanes-Oxley Act of 2002 instituted a number of quality reforms, including the establishment of the PCAOB and mandatory rotation of the lead audit partner(s) after five years. Oversight of public company auditors by the PCAOB has led to significant improvement in audit quality and the lead partner rotation requirement enhances auditor independence. Congress considered including a requirement for rotation of audit firms in the Sarbanes-Oxley Act of 2002 but it was ultimately excluded. In November 2003, the United States General Accounting Office issued the results of a study on mandatory audit firm rotation that concluded "GAO believes that mandatory audit firm rotation may not be the most efficient way to strengthen auditor independence and improve audit quality considering the additional financial costs and the loss of institutional knowledge of the public company's previous auditor of record."

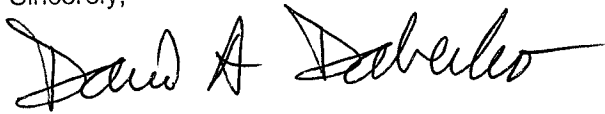
The GAO's conclusion references my largest concern with a requirement of mandatory audit firm rotation. I believe it takes a significant amount of time for an auditor to understand the complexities of any public company. The institutional knowledge of the auditor is a critical factor in the auditor's ability to understand the risks and uncertainties faced by public companies and in evaluating the judgments and estimates inherent in the financial statements and disclosures of public companies. Institutional knowledge is also critical in allowing the auditor to analyze the various complex accounting topics faced by public companies and to effectively communicate to the audit committee the impacts of their analyses. I believe overall audit quality will suffer if mandatory audit firm rotation is required, especially during the time it takes for the new auditor to gain an appropriate level of understanding of the company's business. This potential decrease in audit quality far outweighs the perceived benefit of such a requirement.

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While many have promoted the benefit to auditor independence in support of the audit firm rotation requirement, I expect any audit firm to work closely with company management to work through issues and ensure the financial statements presented to the investing public are correct. Establishment of the PCAOB to oversee public company auditors has provided an appropriate level of oversight of this process. I support the effort by the PCAOB to enhance audit quality but am strongly against mandatory audit firm rotation as a step in achieving this aim.

Thank you for the opportunity to comment on the proposal.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Daberko". The signature is fluid and cursive, with a long horizontal stroke at the end.

David A. Daberko
Chairman of the Audit Committee
Chesapeake Midstream Partners, L.P.
Marathon Petroleum Corporation

DAD/jjs