

December 12, 2011

Mr. J. Gordon Seymour
Secretary
Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington, D.C 20006-2803

RE: PCAOB Rulemaking Docket Matter No. 37 – *Concept Release on Auditor Independence and Audit Firm Rotation*

Dear Mr. Seymour:

Jabil Circuit, Inc. (Jabil) appreciates the opportunity to provide feedback on the Public Company Accounting Oversight Board's (PCAOB or Board) request for comment regarding auditor independence and audit firm rotation. Jabil is an electronics solutions company providing comprehensive electronics design, production and product management services to global electronics and technology companies around the world. We are a Fortune 200, global company with facilities in 25 countries.

We appreciate the Board's concern with auditor independence, objectivity, and professional skepticism, and agree that these are critical attributes of a public company auditor. However, we believe that mandating auditor rotation on a set timeline does little to enhance these qualities. In fact, the risks and costs of the proposed changes, specifically as it relates to mandatory auditor rotation, outweigh the benefits.

Jabil has relevant insight to the effects of changing auditors due to our recent experience with a change in auditor during our last fiscal year. We believe that the change overall benefitted the company, but at a substantial cost of time and effort by Jabil and its new audit firm in order to reduce the risk associated with the transition. Because changing the auditor significantly disrupts business activities and increases both internal and external costs, we believe that a change in auditors should only be undertaken voluntarily when a company's audit committee has determined that a new auditor is needed and has evaluated the company's ability to manage the change effectively.

As a global company, there is a significant effort to coordinate with our auditors across all facets of our business. A successful transition requires that the new auditors develop an understanding of our

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business as it relates to accounting policies and procedures, historical transactions, significant accounting estimates, internal control systems and procedures, IT processes and multiple other aspects of the business to ensure that this transition is effective. Although audit firms have managed such transitions effectively on an ad hoc basis, we believe the huge amounts of time and effort involved would overwhelm their ability to effectively manage such transitions on a repetitive basis. Time and costs increase significantly with global companies such as ours, especially with respect to the overlapping responsibilities of two firms approving our multi-year periodic filings and registration statements. We do not feel incurring this substantial transition effort with any frequency will add any more comfort around auditor independence, objectivity and professional skepticism. Therefore, we do not believe the benefits of mandatory auditor rotation outweigh the costs.

An auditor gains significant knowledge and understanding of a company over time, and such knowledge enhances audit quality. Auditors need this knowledge and understanding of a company to effectively deal with complex industry and accounting issues. Acquiring this knowledge takes time, especially when dealing with companies operating globally. In an environment of increasing complexity, these challenges could have negative implications for audit quality, investor protection and the integrity of the financial system under a regime of mandatory rotation.

In addition, non-audit services performed by firms other than the company's auditor may impact the ability of these firms to become the company's auditor. Specifically, disengaging from these non-audit services in time to become independent may prove exceedingly difficult, and risk impairing performance of non-audit services by firms other than the company's auditor.

While we are opposed to the proposed mandatory auditor rotation, we fully support requiring and enhancing auditor independence. However, we believe that our audit committee is best suited to ensure that independence and to select and oversee our auditors. We know that our independent audit committee takes its responsibilities over auditor evaluation very seriously. We feel that the PCAOB would be more effective in ensuring that the strength of audit committees and their oversight of the audit are consistently applied across all public companies.

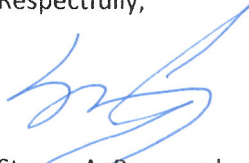
We support the SEC rule requiring key audit partners to rotate off audit engagements after five years and avoid association with the audited company for another five years, as well as the required rotations for other partners on engagement teams. We believe that mandatory audit partner rotation has strengthened auditor independence, objectivity and professional skepticism, and that this requirement, coupled with normal turnover of individuals at the auditor, its client and audit committee, has kept the relationship fresh between individual auditors and company management.

Lastly, we believe the consideration of an issue as significant as mandatory auditor rotation should not proceed without a determination that, in fact, a correlation exists between auditor tenure and audit failure. As stated in the PCAOB Concept Release, there is no substantial data to support a direct relationship between tenure and auditor independence and audit quality. The causes of any deficiencies found by PCAOB inspections are not clear and therefore it cannot be determined that a

mandatory change in auditor would remediate these deficiencies. We believe there is a better chance of remediating the deficiencies with tenured auditors given their knowledge and understanding of the companies they audit.

We appreciate the opportunity to express our view that we do not support the concept of mandatory auditor rotation.

Respectfully,



Steven A. Raymund
Audit Committee Chairman



Forbes I.J. Alexander
Chief Financial Officer