

December 14, 2011

Public Company Accounting Oversight Board
Attn: Office of the Secretary
1666 K Street, N.W.
Washington, D.C. 20006-2803

Re: Concept Release No. 2011-006 on Auditor Independence and Audit Firm Rotation, PCAOB Rulemaking Docket Matter No. 37

Dear Chairman Doty:

On behalf of Stanley Black & Decker, Inc., I appreciate the opportunity to provide feedback on the Public Company Accounting Oversight Board's (PCAOB) concept release on auditor independence and audit firm rotation (the Concept Release). While we support the continued efforts of the PCAOB to bolster auditor independence, objectivity and professional skepticism as part of the audit process, we do not support the proposal for mandatory audit firm rotation. For the following reasons, we believe audit quality would suffer and the costs of the Concept Release would far outweigh the benefits:

- We believe that it is the responsibility of a Company's Audit Committee to select and oversee auditors to ensure the audit firm is objective and applying an appropriate level of professional skepticism. Our audit firm presents quarterly to the Audit Committee, keeping them apprised of their audit process and any audit findings. As part of these presentations, we obtain acknowledgment that our auditors are compliant with the standards of the PCAOB, SEC and AICPA in regards to independence, objectivity and professional skepticism. These same standards currently include rules regarding audit partner rotation, which in itself provides for an environment where our relationship with our auditor is refreshed periodically.
- Mandatory auditor rotation would likely result in lower quality audits. We believe that the knowledge auditor's gain about a Company's business provides them invaluable insight that yields a higher quality audit. However, this in-depth knowledge base takes several years to attain, especially in the case of a large multinational company that serves very different markets like ours. As a result, we believe that higher quality audits are actually achieved the longer the auditors' tenure on an engagement.
- There would be an increase in costs for public registrants, as mandatory auditor rotation would force successor auditors to spend a significant amount of time building their knowledge base of the Company's business through work paper review and discussions with the predecessor auditors, as well as, require significant investment of Company resources to help new auditors understand our business processes, products and policies. It is our belief that this time would impede the ability of an audit firm to apply a risk based approach to auditing, as they instead would be investing significant time learning about our Company to even begin the effort of developing a risk based approach to auditing. Finally, it is clear that any incremental time spent "getting up to speed" and most likely in additional audit procedures, will result in higher fees being passed along to audit clients.
- Mandatory auditor rotation may make it difficult for companies to maintain independence with each audit firm, particularly in cases where significant non-audit services are currently being performed by several firms, one or more of which could ultimately become a successor audit firm. As an organization that is continually

assessing strategic alternatives to expand our operations and improve our efficiency, the use of audit firms to complete various non-audit services is significant. Managing potential independence considerations could prove costly and impede our business development efforts and other productivity initiatives. Further, a continual rotation of audit firms assisting in non-audit services would also result in costs associated with learning curves and other related inefficiencies discussed earlier in the context of mandatory audit rotations.

We believe mandatory auditor rotation will sacrifice audit quality, result in incremental fees and cause other potential unintended consequences. We believe the Board should instead focus on improving the effectiveness of the current audit standards to ensure the auditor independence and the highest audit quality is achieved.

Thank you for your consideration.

Sincerely,

A handwritten signature in cursive script that reads "Jocelyn Belisle".

Jocelyn Belisle
Chief Accounting Officer