

December 7, 2011

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Public Company Accounting Oversight Board
Attention: Office of the Secretary
1666 K Street, NW
Washington, DC 20006-2803

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

Members of the Board:

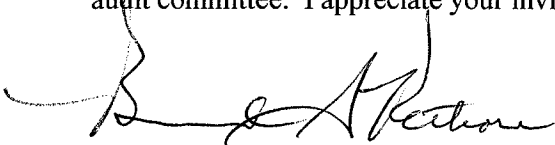
I appreciate the opportunity to comment on the *Concept Release on Auditor Independence and Audit Firm Rotation* (the Concept Release) as the Chairman of the Audit Committee of Belden Inc. I support the PCAOB's efforts to ensure the continued independence, objectivity and professional skepticism of auditors. However, upon review of the Concept Release, I am opposed to one of its elements: the mandatory rotation of audit firms. Should this requirement be put in place, it could have unintended consequences of diminishing rather than improving audit integrity and quality, while adding to the cost of audits.

At the same time, a key corporate governance responsibility of the audit committee is to oversee the selection of the independent registered public accounting firm and to assess that firm's independence, objectivity, and professional skepticism. Mandatory audit firm rotation would diminish this important oversight role of the audit committee, hence potentially diminishing its authority and status in the eyes of the external auditors.

I believe the audit committee is in the best position to review an audit firm's independence, objectivity, and professional skepticism, due to its regular interaction and communication with members of the audit firm. Based on my experience, the current audit partner rotation requirements, coupled with normal employee turnover at audit firms, are sufficient to address the inherent risk of diminished professional skepticism by a long-tenured audit firm. In addition, the relationship between the audit committee and the audit firm is most enhanced with transparent and candid communication. Such communication occurs after the development of a professional relationship over a number of years, and I believe mandatory audit firm rotation would negatively impact the quality of communication between audit committees and audit firms.

I also oppose mandatory audit firm rotation because it would limit our choice in selecting an audit firm. Audit firms have different areas of expertise, such as industry knowledge and specialized resources in our particular geographic locations, which are important considerations in the audit firm selection process. The current audit firm may be best suited for the audit due to such specialties, but it would be unable to perform the audit due to mandatory rotation. Furthermore, the utilization of audit firms for non-audit professional services would eliminate other qualified firms due to a lack of independence when rotation is required.

I support the PCAOB's efforts to review enhancements to auditor independence, objectivity, and professional skepticism. I believe that such enhancements would be best implemented through the existing oversight role of the audit committee. I appreciate your invitation to comment on this matter.



Bernard G. Rethore
Chairman of the Audit Committee
Belden Inc.