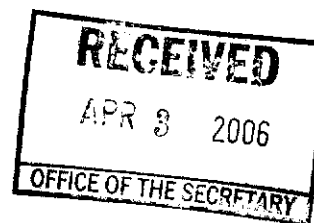


307



FROM: Richard M.Orin, Esq.CPA

TO: Security and Exchange Commission  
Advisory Committee on Smaller  
Companies

SUBJECT: Public comment on the publication  
of the exposure draft of the Final  
Report of the Advisory Committee on  
Smaller Public Companies to the U.S.  
Securities and Exchange Commission

File Number 265-23

My name is Richard M. Orin. I have several decades of experience as an attorney and certified public accountant. I am a founding member and past president of the American Association of Attorney-Certified Public Accountants. I have lectured on tax, accounting, and accounting ethics at the University of Missouri-Columbia, Southern Methodist University School of Law, New York University, Baruch College and the City University of New York. I am an officer of the Foundation for Accounting Education and am currently the sponsor of the annual symposium on accounting ethics at the University of Missouri-Columbia (which has featured speakers such as Barbara Hannigan of the PCAOB and Lynn Turner of the Commission). I am deeply interested in the success of the mission underlying the Sarbanes-Oxley Act, as well as in making the appropriate adjustments for smaller public companies, and would like to submit the following comments for your review.

Advisory Committee - Recommendation V.S.1:

Together with the PCAOB and the FASB, promote competition and reduce the perception of the lack of choice in selecting audit firms by using their influence to include non-Big Four firms in committees, public forums, and other venues that would increase the awareness of these firms in the marketplace.

Comment: The PCAOB has registered and oversees 939 public accounting firms who conduct audits of public companies. There has been testimony before this committee that there are many qualified regional CPA firms and second-tier non-Big Four audit firms that have a level of expertise and resource capabilities to serve the needs of very large mid-market companies with global facilities around the world, as well as a much greater percentage of small and mid-size publicly-traded companies. Current market conditions because of the limited resources of the Big Four firms have created an opportunity for the audit committees of high quality public companies and the investment bankers to advise the retention of non-Big Four firms to perform their audits. The resultant increase in competition among the auditing firms will reduce auditing fees paid by the public companies and further safeguard the quintessential standard of "auditor independence" both in fact and appearance.

This recommendation should be expanded to encourage the development of a larger cadre of auditing firms which would increase public company choice beyond Big Four firms with the PCAOB developing standards for nationally or regionally recognized auditing firms that could provide comfort for the advisors of smaller public companies in their selection of auditors. The large number of auditing firms that would qualify under these standards would open up the auditing field and provide a much larger base of

competition. The benefits to the investing public would be immeasurable and promote investor protection and ease the regulatory burden. To some extent the past abuses have been caused and exaggerated by the limitations inherent in the small number of auditors regularly relied upon by the public companies. The SEC and the PCAOB can use their influence and increase the awareness to significantly affect the choice of auditing firms by taking these steps at this time.

Accordingly, this recommendation relating to accounting standards deserves primary consideration by the Security Exchange Commission rather than secondary.

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Advisory Committee - Recommendation V.S.3:

Requires the PCAOB to consider minimum annual continuing professional education requirements covering topics specific to SEC matters for firms that wish to practice before the SEC.

Comment: It is apparent that with the opening of the public auditing field to qualified regional CPA firms and second-tier non-Big Four audit firms, that minimum annual SEC training requirements should be established for partners and employees of audit firms registered with the PCAOB. They must have the expertise and resource capabilities to serve the needs of small and mid-size publicly-traded companies. "Auditing is not rocket science" and partners and staff can be trained to perform their necessary duties and obligations, they can be educated in the applicable accounting principles and auditing standards, and instilled with the skeptical attitude and ethical fundamentals so essential to the character of the public auditor.

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Respectfully submitted,

Dated: April 1, 2006

/s/ Richard M. Orin  
Richard M. Orin  
Attorney - CPA