



THE CHAIRMAN

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

January 22, 2002

Via Facsimile

Charles A. Bowsher,
Chairman
Public Oversight Board
4503 Boxwood Road
Bethesda, MD 20816

Dear Chuck:

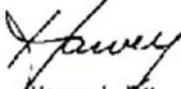
I want to respond to your letter of yesterday's date, which I received only this morning, advising me that the Public Oversight Board intends to terminate its existence. I do not believe this is in the public interest, and I strongly urge you to reconsider.

Your letter seems to be premised on the assumption that any new private regulatory structure would not include the POB. That premise is incorrect. The preliminary proposal, which I introduced last Thursday, envisions a Public Accountability Board outside the AICPA. This new Board would have direct involvement, not just oversight, of two important functions: auditor discipline and quality control monitoring.

Nothing I said on Thursday, or since, was in any way intended to suggest that the POB had no role to play. Indeed, my proposals were intended to strengthen the body that will be our "new" POB, insure its independence from the AICPA, and expand its mandate.

I believe my proposal is an important step forward. I would like, and welcome, your help. The issues, I think, are too important for the POB simply to walk away.

Sincerely,


Harvey L. Pitt