

amount for the month to which such deductions apply. LPE generally refers to an annuitant's last employment with a non-railroad person, company, or institution prior to retirement which was performed whether at the same time of, or after an annuitant stopped railroad employment. The collection obtains earnings information needed by the RRB to determine if possible reductions in

annuities because of Last Pre-Retirement Non-Railroad Employment Earnings (LPE) are in order. The RRB utilizes Form G-19L to obtain LPE earnings information from annuitants. Companion Form G-19L.1, which serves as an instruction sheet and contains the Paperwork Reduction/Privacy Act Notice for the collection accompanies each Form G-19L sent to

an annuitant. One response is requested of each respondent. Completion is required to retain a benefit. The RRB proposes the addition of a subitem requesting that an annuitant provide an Employer's Identification Number (EIN). Non-burden impacting editorial and reformatting changes are also proposed.

The estimated annual respondent burden is as follows:

Form #(s)	Annual responses	Time (min)	Burden (hrs)
G-19L .....	300	15	75
Total .....	300	.....	75

**Additional Information or Comments:**  
To request more information regarding either of the information collections listed above or to obtain copies of the information collection justifications, forms, and/or supporting material, please call the RRB Clearance Officer at (312) 751-3363 or send an e-mail request to [Charles.Mierzwa@RRB.GOV](mailto:Charles.Mierzwa@RRB.GOV). Comments regarding the information collections should be addressed to Ronald J. Hodapp, Railroad Retirement Board, 844 North Rush Street, Chicago, Illinois 60611-2092 or via an e-mail to [Ronald.Hodapp@RRB.GOV](mailto:Ronald.Hodapp@RRB.GOV). Written comments should be received within 60 days of this notice.

**Charles Mierzwa,**  
Clearance Officer.

[FR Doc. E8-22076 Filed 9-19-08; 8:45 am]

BILLING CODE 7905-01-P

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Public Law 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on Tuesday, September 23, 2008 at 10 a.m.

Commissioners, Counsel to the Commissioners, the Secretary to the Commission, and recording secretaries will attend the Closed Meeting. Certain staff members who have an interest in the matters also may be present.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5 U.S.C. 552b(c)(3), (5), (7), 9(B) and (10) and 17 CFR 200.402(a)(3), (5), (7), 9(ii) and (10), permit consideration of the scheduled matters at the Closed Meeting.

Commissioner Paredes, as duty officer, voted to consider the items listed for the Closed Meeting in closed session, and determined that no earlier notice was possible.

The subject matter of the Closed Meeting scheduled for Tuesday, September 23, 2008 will be:

Formal orders of investigation;  
Institution and settlement of injunctive actions;  
Institution and settlement of administrative proceedings of an enforcement nature; and  
Other matters relating to enforcement proceedings.

At times, changes in Commission priorities require alterations in the scheduling of meeting items.

For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact:

The Office of the Secretary at (202) 551-5400.

Dated: September 17, 2008.

**Florence E. Harmon,**  
Acting Secretary.

[FR Doc. E8-22081 Filed 9-19-08; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94-409, that the Securities and Exchange Commission will hold a Closed Meeting on Wednesday, September 17, 2008, at 2 p.m.

Commissioners and certain staff members who have an interest in the matter will attend the Closed Meeting.

The General Counsel of the Commission, or his designee, has certified that, in his opinion, one or more of the exemptions set forth in 5

U.S.C. 552b(c)(8) and (9) and 17 CFR 200.402(a)(8) and (9), permit consideration of the scheduled matter at the Closed Meeting.

Commissioner Paredes as duty officer, voted to consider the item listed for the closed meeting in closed session, and determined that no earlier notice thereof was possible.

The subject matter of the Closed Meeting scheduled for Wednesday, September 17, 2008, will be: Matters related to the financial markets.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 551-5400.

Dated: September 17, 2008.

**Florence E. Harmon,**  
Acting Secretary.

[FR Doc. E8-22133 Filed 9-22-08; 8:45 am]

BILLING CODE 8010-01-P

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-58555; File No. PCAOB-2008-01]

### Public Company Accounting Oversight Board; Order Approving Proposed Rule on Auditing Standard No. 6, Evaluating Consistency of Financial Statements, and Conforming Amendments

September 16, 2008.

#### I. Introduction

On February 1, 2008, the Public Company Accounting Oversight Board (the "Board" or the "PCAOB") filed with the Securities and Exchange Commission (the "Commission") Proposed Auditing Standard No. 6, *Evaluating Consistency of Financial Statements*, ("Auditing Standard No.

6”), and Conforming Amendments, pursuant to Section 107 of the Sarbanes-Oxley Act of 2002 (the “Act”) and Section 19(b) of the Securities Exchange Act of 1934 (the “Exchange Act”).

Auditing Standard No. 6 will supersede the PCAOB’s interim auditing standard on evaluating consistency, AU section 420, *Consistency of Application of Generally Accepted Accounting Principles*. Auditing Standard No. 6 will establish requirements and provide direction for an auditor’s evaluation of the consistency of financial statements, including changes to previously issued financial statements, and the effect of that evaluation on the auditor’s report on financial statements.

The Board’s proposed conforming amendments affect several of the Board’s interim auditing standards. Those standards are: AU section 328, *Auditing Fair Value Measurements and Disclosures*, AU section 410, *Adherence to Generally Accepted Accounting Principles*, AU section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*, AU section 431, *Adequacy of Disclosure in Financial Statements*, AU section 508, *Reports on Audited Financial Statements*, and AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor’s Report*. With the exception of the proposed amendment to AU section 411, the Commission believes the aforementioned amendments are generally technical or conforming in nature, such as updating references in the interim standards to the proposed new standard’s paragraph numbers and definitions.

The proposed amendment to AU section 411 will have the effect of removing the hierarchy for accounting principles generally accepted in the United States (the “U.S. GAAP hierarchy”) from the PCAOB’s auditing standards. The Financial Accounting Standards Board (the “FASB”) recently issued Statement of Financial Accounting Standards (“SFAS”) No. 162, *The Hierarchy of Generally Accepted Accounting Principles*, which will include the current U.S. GAAP hierarchy going forward.<sup>1</sup>

Notice of the proposed standard and the conforming amendments was published in the **Federal Register** on August 5, 2008.<sup>2</sup> The Commission received three comment letters on the proposed rules and amendments. For the reasons discussed below, the

Commission is granting approval of the proposed standard and conforming amendments.

## II. Description

The Act established the PCAOB to oversee the audits of public companies and related matters, in order to protect the interests of investors and further the public interest in preparation of informative, accurate and independent audit reports. Section 103(a) of the Act directs the PCAOB to establish auditing and related attestation standards, quality control standards, and ethics standards to be used by registered public accounting firms in the preparation and issuance of audit reports as required by the Act or the rules of the Commission.

On January 29, 2008, the Board adopted Auditing Standard No. 6, *Evaluating Consistency of Financial Statements*, and amendments to the Board’s interim auditing standards. The Board proposed these changes to its auditing standards in response to two actions of the FASB.

First, in May 2005, the FASB issued SFAS No. 154, *Accounting Changes and Error Corrections*, which superseded Accounting Principles Board (“APB”) Opinion No. 20, *Accounting Changes*. SFAS No. 154 establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to a newly adopted accounting principle. SFAS No. 154 also redefines the term “restatement” to refer only to “the process of revising previously issued financial statements to reflect the correction of an error in those financial statements.”<sup>3</sup> Under SFAS No. 154, therefore, the term “restatement” does not refer to changes made to previously issued financial statements to reflect a change in accounting principle.

AU section 420, *Consistency of Application of Generally Accepted Accounting Principles*, the Board’s interim standard on the auditor’s responsibilities for evaluating the consistency of the application of generally accepted accounting principles (“GAAP”), generally reflected the provisions of APB Opinion No. 20, which was superseded by SFAS No. 154. To better align the Board’s standards with the new accounting standard, the Board adopted a new auditing standard on evaluating consistency, which will supersede AU section 420, and conforming amendments to AU section 508, *Reports*

*on Audited Financial Statements*, of its interim auditing standards.

Second, in 2005, the FASB issued an exposure draft of a proposed Statement of Financial Accounting Standards, *The Hierarchy of Generally Accepted Accounting Principles*. The FASB proposed that this standard incorporate the hierarchy found in the current auditing standards into the accounting standards. Historically, a description of the U.S. GAAP hierarchy has resided only in the auditing standards. However, because the current U.S. GAAP hierarchy identifies the sources of accounting principles and the framework for selecting principles to be used in preparing financial statements, the PCAOB and the FASB believed that these requirements are more appropriately located in the FASB’s accounting standards. Accordingly, the PCAOB adopted amendments to its auditing standards to remove the U.S. GAAP hierarchy.

In May 2008, the FASB issued in final form, SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS No. 162 will become effective 60 days from the date of this order approving Auditing Standard No. 6 and conforming amendments.

In addition to proposing Auditing Standard No. 6 and the amendment to AU section 411, the PCAOB proposed amendments to other interim auditing standards and related interpretations. The Commission believes the amendments to AU section 328, *Auditing Fair Value Measurements and Disclosures*, AU section 410, *Adherence to Generally Accepted Accounting Principles*, AU section 431, *Adequacy of Disclosure in Financial Statements*, AU section 508, *Reports on Audited Financial Statements*, and AU section 561, *Subsequent Discovery of Facts Existing at the Date of the Auditor’s Report*, are technical or conforming in nature.

As discussed further below, one of the proposed amendments to AU section 431, *Adequacy of Disclosure in Financial Statements*, proposes to delete footnote 1 to paragraph 4 of AU section 431, which is an application of the AICPA’s *Code of Professional Conduct* regarding the disclosure of confidential client information. In 2003, when the Board adopted certain AICPA rules and ASB standards as interim Board standards, the Board did not adopt Rule 301. Consistent with that action, the proposed amendments would eliminate the reference to Rule 301 that is included in paragraph 4 of AU section Sec. 431.

The proposed Auditing Standard No. 6 and amendments to the Board’s

<sup>1</sup> The FASB issued SFAS No. 162 on May 9, 2008. SFAS No. 162 becomes effective 60 days after the date of this approval order.

<sup>2</sup> Release No. 34–58259 (July 30, 2008).

<sup>3</sup> See SFAS No. 154, paragraph 2j.

interim standards are intended to update and clarify the auditing standards in light of SFAS No. 154 and SFAS No. 162. In particular, these updates and clarifications are intended to enhance the clarity of auditor reporting on accounting changes and corrections of misstatements by distinguishing between these events.

### III. Discussion

The Commission received three comment letters in response to its request for comments on Auditing Standard No. 6 and conforming amendments. The comment letters came from three registered public accounting firms.<sup>4</sup> All three commenters expressed support for the Commission's approval of the proposed standard.

As noted above, the PCAOB's proposed amendment to AU section 431 deletes a reference to Rule 301 of the AICPA's Code of Professional Conduct—a rule the PCAOB did not adopt as part of its original interim standards. Similar to comments made to the PCAOB during its comment period, one commenter believed concerns exist that the Board's action in removing a reference to a rule the PCAOB did not adopt might be construed as minimizing the auditor's responsibilities for maintaining the confidentiality of client information. The commenter requested that the Commission encourage the PCAOB to adopt a rule establishing the auditor's responsibility with respect to maintaining the confidentiality of client information.

In its adopting release, the PCAOB discussed the concerns the comments raised about client confidentiality and noted its awareness of many auditors' legal or professional obligations to maintain the confidentiality of client information, and made reference to the confidentiality requirements included in the provisions of the Uniform Accountancy Act and the provisions of the International Federation of Accountants' Code of Ethics for Professional Accountants. The PCAOB also noted that its decision to omit Rule 301 from its interim standards was based on a determination that incorporation of that rule was not necessary to fulfill the Board's mandate under Section 103(a)(1) and (3) of the Act at that time, and that it did not reflect a decision that auditor confidentiality requirements imposed by other authorities were inappropriate. Similarly, in amending AU section 431, the PCAOB noted that it seeks neither

to modify nor detract from existing confidentiality requirements.

The Commission agrees with the Board's proposed action to remove from its interim standards a reference to a rule it did not adopt. However, the Commission encourages the PCAOB to develop and adopt a rule addressing the auditor's responsibility with respect to maintaining the confidentiality of client information.<sup>5</sup>

### IV. Conclusion

On the basis of the foregoing, the Commission finds that proposed Auditing Standard No. 6 and the Conforming Amendments are consistent with the requirements of the Act and the securities laws and are necessary and appropriate in the public interest and for the protection of investors.

*It is therefore ordered*, pursuant to Section 107 of the Act and Section 19(b)(2) of the Exchange Act, that proposed Auditing Standard No. 6, *Evaluating Consistency of Financial Statements*, and Conforming Amendments (File No. PCAOB-2008-01) be and hereby are approved.

By the Commission.

**Florence E. Harmon,**

*Acting Secretary.*

[FR Doc. E8-22015 Filed 9-19-08; 8:45 am]

**BILLING CODE 8010-01-P**

## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-58536; File No. 4-566]

**Program for Allocation of Regulatory Responsibilities Pursuant to Rule 17d-2; Order Approving and Declaring Effective a Plan for the Allocation of Regulatory Responsibilities Among the American Stock Exchange LLC, Boston Stock Exchange, Inc., CBOE Stock Exchange, LLC, Chicago Stock Exchange, Inc., Financial Industry Regulatory Authority, Inc., International Securities Exchange, LLC, The NASDAQ Stock Market LLC, National Stock Exchange, Inc., New York Stock Exchange, LLC, NYSE Arca Inc., NYSE Regulation, Inc., and Philadelphia Stock Exchange, Inc.**

September 12, 2008.

On August 12, 2008, the American Stock Exchange LLC ("Amex"), Boston Stock Exchange, Inc. ("BSE"), CBOE

Stock Exchange, LLC ("CBOE"), Chicago Stock Exchange, Inc. ("CHX"), Financial Industry Regulatory Authority, Inc. ("FINRA"), International Securities Exchange, LLC ("ISE"), The NASDAQ Stock Market, LLC ("NASDAQ"), National Stock Exchange, Inc. ("NSX"), New York Stock Exchange LLC ("NYSE"), NYSE Arca Inc. ("NYSE Arca"), NYSE Regulation, Inc. (acting under authority delegated to it by NYSE) ("NYSE Regulation"), and Philadelphia Stock Exchange, Inc. ("Phlx") (collectively, "Participating Organizations" or "Parties") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 17(d) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> and Rule 17d-2 thereunder,<sup>2</sup> a proposed plan for the allocation of regulatory responsibilities ("Plan"). The Plan was published for comment on August 18, 2008.<sup>3</sup> The Commission received no comments on the Plan. This order approves and declares effective the Plan.

### I. Introduction

Section 19(g)(1) of the Act,<sup>4</sup> among other things, requires every self-regulatory organization ("SRO") registered as either a national securities exchange or national securities association to examine for, and enforce compliance by, its members and persons associated with its members with the Act, the rules and regulations thereunder, and the SRO's own rules, unless the SRO is relieved of this responsibility pursuant to Section 17(d)<sup>5</sup> or Section 19(g)(2)<sup>6</sup> of the Act.

Section 17(d)(1) of the Act<sup>7</sup> was intended, in part, to eliminate unnecessary multiple examinations and regulatory duplication for those broker-dealers that maintain memberships in more than one SRO ("common members").<sup>8</sup> With respect to a common member, Section 17(d)(1) authorizes the Commission, by rule or order, to relieve an SRO of the responsibility to receive regulatory reports, to examine for and enforce compliance with applicable statutes, rules, and regulations, or to

<sup>1</sup> 15 U.S.C. 78q(d).

<sup>2</sup> 17 CFR 240.17d-2.

<sup>3</sup> See Securities Exchange Act Release No. 58350 (August 13, 2008), 73 FR 48248 (File No. 4-566) ("Notice").

<sup>4</sup> 15 U.S.C. 78s(g)(1).

<sup>5</sup> 15 U.S.C. 78q(d).

<sup>6</sup> 15 U.S.C. 78s(g)(2).

<sup>7</sup> 15 U.S.C. 78q(d)(1).

<sup>8</sup> See Securities Act Amendments of 1975, Report of the Senate Committee on Banking, Housing, and Urban Affairs to Accompany S. 249, S. Rep. No. 94-75, 94th Cong., 1st Session 32 (1975).

<sup>4</sup> Deloitte and Touche LLP, Grant Thornton LLP, and PricewaterhouseCoopers LLP.

<sup>5</sup> One commenter also noted that the adoption of Auditing Standard No. 6 would cause existing published PCAOB Staff Questions and Answers to require updating. The Commission encourages the PCAOB to ensure that its guidance is up to date with its current standards and presumes the PCAOB will update these Questions and Answers once these amendments are approved.