ORDER GRANTING PETITION TO TERMINATE BAR AND CONSENTING TO ASSOCIATION WITH A REGISTERED PUBLIC ACCOUNTING FIRM

In the Matter of David J.C. Cutler, CPA,

January 15, 2020

On February 23, 2017, the Public Company Accounting Oversight Board ("Board" or "PCAOB") issued an order instituting disciplinary proceedings, making findings and imposing sanctions that barred David J. C. Cutler, CPA ("Cutler") from being an associated person of a registered public accounting firm. Cutler was permitted, pursuant to the order, to petition for Board consent to associate with a registered public accounting firm after two years from the date of the order. Cutler has filed a petition to terminate the bar and for Board consent to associate with Cutler & Co., LLC ("Cutler & Co." or "Firm"), a public accounting firm registered with the Board pursuant to Section 102 of the Sarbanes-Oxley Act of 2002, as amended, and PCAOB Rules. By this Order, the Board is granting Cutler's petition.

In the order imposing sanctions against Cutler, the Board found that Cutler and Cutler & Co., a registered public accounting firm, violated PCAOB rules and standards by failing to exercise due professional care, including professional skepticism, and by failing to obtain sufficient appropriate audit evidence to support the opinion expressed in the Firm's audit report for one issuer client. Cutler consented to the entry of the Order without admitting or denying the findings in it, except as to Board's jurisdiction over him and the subject matter of the proceedings, which he admitted.

PCAOB Rule 5302(b) governs petitions to terminate a bar from being an associated person of a registered public accounting firm. Such petitions must be supported by an affidavit addressing certain factors and include certain exhibits as specified in PCAOB Rule 5302(b)(2). PCAOB Rule 5302(b)(3) requires the petitioner to make a showing satisfactory for the Board to be able to determine that the proposed association would be consistent with the public interest. Such a determination depends on the petitioner's specific facts and circumstances.

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On the basis of the information supplied and representations made relating to factors identified in PCAOB Rule 5302(b)(4), it appears that Cutler has met the requirements of PCAOB Rule 5302(b) and that he has complied with the February 23, 2017, order barring him from being an associated person of a registered public accounting firm. Moreover, nothing has come to the Board's attention that would be a basis for an adverse decision on Cutler's petition.

In view of the foregoing, the Board determines that the proposed association would be consistent with the public interest. Accordingly, it is hereby ORDERED that:

A. The Board consents to David J. C. Cutler, CPA's association with Cutler & Co., LLC, a registered public accounting firm;

B. The bar against David J. C. Cutler, CPA from being an associated person of a registered public accounting firm is hereby terminated;

C. David J. C. Cutler, CPA agrees that, for a period of one year from the date the Board grants the petition to terminate his bar, Cutler undertakes:

   i. that he will be supervised for all work performed that is subject to the Board's jurisdiction, as set forth in Title I of the Sarbanes-Oxley Act of 2002, as amended;

   ii. that his supervisor will be Michael Gillespie, CPA, principal of Michael Gillespie & Associates, PLLC;

   iii. that he will provide his supervisor with a copy of the Board order granting the petition to terminate his bar, and

   iv. that he will certify in writing to the Director of the Division of Enforcement and Investigations, Public Company Accounting Oversight Board, 1666 K Street, N.W., Washington D.C. 20006, his compliance with the above undertakings. The certification shall identify the undertakings, provide written evidence of compliance in the form of a narrative, and be supported by exhibits sufficient to demonstrate compliance. Cutler shall submit such certification within thirty (30) days of the close of the one year period from the date the Board grants Cutler's petition to terminate his bar. During and after such one year period, Cutler shall also submit such additional evidence of and information
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concerning his compliance as the staff of the Division of Enforcement and Investigations may reasonably request.

ISSUED BY THE BOARD.

[Signature]

Phoebe W. Brown
Secretary

January 15, 2020