SECTION 7. FUNDING

Rule 7000. [Reserved]

[Reserved]

Rule 7100. Accounting Support Fees.

The Board shall establish a total accounting support fee each year in accordance with the Act. The total accounting support fee shall be equitably allocated between issuers (the "issuer accounting support fee") and brokers and dealers (the "broker-dealer accounting support fee"). The accounting support fees shall then be equitably allocated among issuers, in accordance with Rule 7101(b), and among brokers and dealers, in accordance with Rule 7102(b).

[Effective pursuant to SEC Release No. 34-48278, File No. PCAOB-2003-02 (August 1, 2003); and SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011)]

Rule 7101. Allocation of Issuer Accounting Support Fee.

(a) Classes of Issuers

For purposes of allocating the issuer accounting support fee, those entities that are issuers as of the date the issuer accounting support fee is calculated shall be divided into four classes:

(1) Equity Issuers

All issuers whose average, monthly issuer market capitalization is greater than $75 million during the calendar year preceding the date the issuer accounting support fee is calculated, other than those described in paragraphs (a)(2) and (a)(3) of this Rule, and whose share price on a monthly, or more frequent, basis is publicly available.

Note: The monthly issuer market capitalization will be based on closing share price of all classes of the issuer's voting and non-voting common equity on the closest trading day on or before the last day of each calendar month during which trading in the common equity occurred.

(2) Investment Company Issuers

All issuers (i) who, as of the date the accounting support fee is calculated, are registered under Section 8 of the Investment Company Act or have elected to be regulated as business development companies pursuant to Section 54 of the Investment Company Act, other than those described in paragraph (a)(3), (ii) whose average, monthly issuer market capitalization is greater than $500 million during the calendar year preceding the date the issuer accounting support fee is calculated, and

(iii) whose share price (or net asset value) on a monthly, or more frequent, basis is publicly available.

Note: The monthly issuer market capitalization will be based on closing share price of all classes of the issuer's voting and non-voting common equity on the closest trading day on or before the last day of each calendar month during which trading in the common equity occurred.

(3) Issuers Permitted Not to File Audited Financial Statements and Bankrupt Issuers that File Modified Reports

All issuers that, as of the date the issuer accounting support fee is calculated, (i) have a basis, under the federal securities laws, a Commission rule, or pursuant to other action of the Commission or its staff, not to file audited financial statements with the Commission, (ii) are employee stock purchase, savings, and similar plans, interests in which constitute securities registered under the Securities Act, or (iii) are subject to the jurisdiction of a bankruptcy court and have provided an opinion of counsel that the issuer satisfies the modified reporting requirements of Commission Staff Legal Bulletin No. 2.

Note: Issuers within paragraph (a)(3)(i) of this Rule include (A) asset-backed issuers, (B) unit investment trusts, as defined in Section 4(2) of the Investment Company Act, that have not filed or updated a registration statement that became effective during the calendar year preceding the date the issuer accounting support fee is calculated, and (C) Small Business Investment Companies registered on Form N-5 under the Investment Company Act that have not filed or updated a registration statement that became effective during the calendar year preceding the date the issuer accounting support fee is calculated.

(4) All Other Public Company Issuers

All issuers other than those described in paragraphs (a)(1), (a)(2), or (a)(3) of this Rule.

(b) Allocation of Issuer Accounting Support Fee Among Issuers

The issuer accounting support fee shall be allocated among the classes in paragraph (a) of this Rule as follows:

(1) Equity and Investment Company Issuers

Each issuer described in paragraph (a)(1) and (a)(2) of this Rule shall be allocated a share of the issuer accounting support fee in an amount equal to the issuer accounting support fee multiplied by a fraction –

(i) the numerator of which is the average, monthly market capitalization of the issuer during the calendar year preceding the date the issuer accounting support fee is calculated, except that for issuers described in paragraph (a)(2) of this Rule, the numerator is one-tenth of the average, monthly issuer market capitalization of the issuer; and

(ii) the denominator of which is the sum of the average, monthly market capitalizations of the issuers described in paragraph (a)(1) of this Rule and one-tenth of the average, monthly market capitalizations of the issuers described in paragraph (a)(2) of this Rule.

(2) All Other Classes

Each issuer described in paragraphs (a)(3) and (a)(4) of this Rule shall be allocated a share of the issuer accounting support fee equal to $0.

(c) Adjustments

After the issuer accounting support fee is calculated and allocated under this Rule, any adjustment to the share allocated to an issuer shall not affect the share allocated to any other issuer.

[Effective pursuant to SEC Release No. 34-48278, File No. PCAOB-2003-02 (August 1, 2003); and SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011)]

Rule 7102. Allocation of Broker-Dealer Accounting Support Fee

(a) Classes of Brokers and Dealers

For purposes of allocating the broker-dealer accounting support fee, those entities that are brokers or dealers as of the date the broker-dealer accounting support fee is calculated shall be divided into two classes:

(1) Brokers and Dealers with Average, Quarterly Tentative Net Capital Greater than $5 million

All brokers and dealers whose average, quarterly tentative net capital is greater than $5 million during the calendar year preceding the date the broker-dealer accounting support fee is calculated, other than those described in paragraphs (a)(2) of this Rule.

Note: Average, quarterly tentative net capital will be based on the tentative net capital reported by the broker or dealer in the calendar quarterly reports filed pursuant to Commission rules during the calendar year preceding the date the broker-dealer accounting support fee is calculated.

(2) Brokers and Dealers Permitted Not to File Audited Financial Statements and Brokers and Dealers Not Described in Paragraph (a)(1) of This Rule

All brokers and dealers that, as of the date the broker-dealer accounting support fee is calculated, (i) have a basis, under the federal securities laws, a Commission rule, or pursuant to other action of the Commission or its staff, not to file audited financial statements or (ii) are not described in paragraph (a)(1) of this Rule.

(b) Allocation of Broker-Dealer Accounting Support Fee

The broker-dealer accounting support fee shall be allocated among the classes in paragraph (a) of this Rule as follows:

(1) Brokers and Dealers with Average, Quarterly Tentative Net Capital Greater than $5 million

Each broker and dealer described in paragraph (a)(1) of this Rule shall be allocated a share of the broker-dealer accounting support fee in an amount equal to the broker-dealer accounting support fee multiplied by a fraction –

(i) the numerator of which is the average, quarterly tentative net capital of the broker or dealer during the calendar year preceding the date the broker-dealer accounting support fee is calculated; and

(ii) the denominator of which is the sum of the average, quarterly tentative net capital of the brokers and dealers described in paragraph (a)(1) of this Rule.

(2) All Other Brokers and Dealers

Each broker and dealer described in paragraph (a)(2) of this Rule shall be allocated a share of the broker-dealer accounting support fee equal to $0.

(c) Adjustments

After the broker-dealer accounting support fee is calculated and allocated under this Rule, any adjustment to the share allocated to a broker or dealer shall not affect the share allocated to any other broker or dealer.

[Effective pursuant to SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011)]

Rule 7103. Assessment of Accounting Support Fees.

(a) Amount of Assessment

Each issuer and each broker and dealer is required to pay its share of the accounting support fee, as allocated under Rules 7101 and 7102, rounded to the nearest $100.

Note: If the allocated share of the accounting support fee to an issuer, broker, or dealer is less than $50, the assessed share of the accounting support fee will be zero. If the allocated share of the accounting support fee is $50 or $50 more than the closest multiple of $100, then the assessed share will be rounded up to the nearest $100.

(b) Notice of Assessment

The Board will use its best efforts to send an invoice to each issuer, broker, and dealer, either electronically or by first-class mail, at the address shown in the most recent periodic report filed with the Commission by the issuer, or with the designated self-regulatory organization by the broker or dealer, at the address contained in the Commission's EDGAR system or the broker's or dealer's designated self-regulatory organization, or at such other address as the issuer, broker, or dealer provides to the Board. The Board's failure to send an issuer, broker, or dealer an invoice, or the failure to receive an invoice sent by the Board, shall not constitute a waiver of the Board's right to assess the issuer, broker, or dealer for its share of the accounting support fee or of the issuer's, broker's, or dealer's responsibility to pay its share of the accounting support fee.

(c) Petition for Correction

Any issuer, broker, or dealer who disagrees with the class in which it has been placed, or with the calculation by which its share of the accounting support fee was determined, may petition the Board for a correction of the share of the accounting support fee it was allocated. Any such petition shall include an explanation of the nature of the claimed mistake in classification or calculation in writing and must be filed with the Board, on or before the 60th day after the invoice is sent, or within such longer period as the Board allows for good cause shown. After a review of such a petition, the Board will determine whether the allocation is consistent with Section 109 of the Act and the Board's rules thereunder and provide the issuer, broker, or dealer a written explanation of its decision. The provisions of Rule 7104 shall be suspended while such a petition is pending before the Board.

[Effective pursuant to SEC Release No. 34-48278, File No. PCAOB-2003-02 (August 1, 2003); SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011); and SEC Release No. 34-72087, File No. PCAOB-2013-03 (May 2, 2014)]

Rule 7104. Collection of Accounting Support Fees.

(a) Accounting Support Fee Payment Due Date

Unless the Board directs otherwise, payment shall be due on the 30th day after the invoice is sent. Beginning on the 31st day, payment shall be deemed past due and interest shall accrue at a rate of 6 percent per annum.

(b) Determination of Payment of Accounting Support Fees by Registered Accounting Firm

(1) Except as provided in paragraph (b)(2) of this Rule, no registered public accounting firm shall:

(i) sign an unqualified audit opinion with respect to an issuer's, broker's, or dealer's financial statements,

(ii) issue a consent to include an audit report issued previously, or

(iii) sign a document, report, notice, or other record concerning procedures or controls of any issuer, broker, or dealer required under the securities laws

unless the registered public accounting firm has ascertained that the issuer (including any broker or dealer subsidiary of the issuer), broker, or dealer has outstanding no past-due share of the issuer accounting support fee or broker-dealer accounting support fee, whichever is applicable, or has a petition pursuant to Rule 7103(c) pending.

(2) A registered public accounting firm may:

(i) sign an unqualified audit opinion with respect to an issuer's, broker's, or dealer's financial statements,

(ii) issue a consent to include an audit report issued previously, or

(iii) sign a document, report, notice, or other record concerning procedures or controls of any issuer, broker, or dealer required under the securities laws

even though the issuer (including any broker or dealer subsidiary of the issuer), broker, or dealer has outstanding a past-due share of the accounting support fee and has not filed a petition under Rule 7103(c), if the issuer, broker, or dealer needs the audit report or consent in order to submit a report to, or make a filing with, the Commission or, in the

case of an issuer only, to issue securities. The registered public accounting firm shall submit to the Board a notice of the signing of the opinion or issuance of the consent not later than the next business day after the filing is made with the Commission. This exception to paragraph (b)(1) of this Rule shall not continue longer than 15 business days after the earlier of the date of the notice's submission or the filing of the report with the Commission, and may not be invoked for more than one such period with respect to any share of the accounting support fee that the issuer, broker, or dealer is assessed under Rule 7103.

Note 1: A registered public accounting firm may ascertain that an issuer, broker, or dealer has no outstanding past-due share of the accounting support fee by obtaining a representation from the issuer, broker, or dealer.

Note 2: A notice pursuant to paragraph (b)(2) of this Rule must be submitted electronically by email to rule7104stay@pcaobus.org.

(c) Reports of Nonpayment

(1) If an issuer has not paid its share of the issuer accounting support fee by the 60th day after the invoice was sent, and the issuer does not have a petition pursuant to Rule 7103(c) pending, the Board may send a second invoice to such issuer by certified mail. If the Board has sent such a second invoice and has not been paid by the 90th day after the original invoice was sent, the Board may report the issuer's nonpayment to the Commission.

Note: Section 13(b)(2) of the Exchange Act provides, in part, that: "Every issuer which has a class of securities registered pursuant to section 12 of this title and every issuer which is required to file reports pursuant to section 15(d) of this title shall – * * * (C) notwithstanding any other provision of law, pay the allocable share of such issuer of a reasonable accounting support fee or fees, determined in accordance with Section 109 of the Sarbanes-Oxley Act of 2002."

(2) If a broker or dealer has not paid its share of the broker-dealer accounting support fee by the 60th day after the invoice was sent, and the broker or dealer does not have a petition pursuant to Rule 7103(c) pending, the Board may send a second invoice to such broker or dealer by certified mail. If the Board has sent such a second invoice and has not been paid by the 90th day after the original invoice was sent, the Board may report the broker's or dealer's nonpayment to the Commission and/or the broker's or dealer's designated self-regulatory organization.

Note: Section 109(h)(1) of the Act provides that "[e]ach broker or dealer shall pay to the Board the annual accounting support fee allocated to such broker or dealer under this section."

Rule 7105. Service as Designated Collection Agent.

If the Board is designated to serve as collection agent for an accounting support fee of a standard-setting body designated by the Commission pursuant to Section 19(b) of the Securities Act, the assessment and collection of the accounting support fee shall be governed by Rules 7103 and 7104 as if the accounting support fee of the standard-setting body were the issuer accounting support fee of the Board.

[Effective pursuant to SEC Release No. 34-48278, File No. PCAOB-2003-02 (August 1, 2003); and SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011)]

Rule 7106. Excess Funds.

If in any Board fiscal year, the Board receives funds in excess of the budget of the Board for that fiscal year, as approved by the Commission, the Board shall hold those excess funds in escrow. Such escrowed excess funds shall be released to the Board at the beginning of the next fiscal year and shall reduce the Board's total accounting support fee in that next fiscal year.

[Effective pursuant to SEC Release No. 34-48278, File No. PCAOB-2003-02 (August 1, 2003); and SEC Release No. 34-65162, File No. PCAOB-2011-02 (August 18, 2011)]