



February 28, 2008

Nancy M. Morris  
Secretary, Securities and Exchange Commission  
100 F. Street, NE  
Washington, DC 20549-1090

**RE: File No. S7-06-03 Internal Control over Financial Reporting (ICFR)**

Dear Ms. Morris,

As a future business professional in the accounting field, I am honored to have the chance to respond to the request for comments in regards to the Security and Exchange Commission's proposed extension of managements report on ICFR. (File No. S7-06-03)

With respect to the requirements Section 404 of the Sarbanes-Oxley act of 2002(SOX), I believe a delay for "small" public companies is a great idea.

It took the loss of trillions of dollars among millions of people before regulations regarding ICFR were enforced. The corporate scandals that were uncovered at the time were unimaginable to investors, employees, and the general public. Not only was there a substantial monetary loss, but there was a sense of uncertainty among current and potential investors in regards to their assets being safe. This scare forced investors to retract their investments, withhold from making new investments, thus, impacting the economy in a negative way. The potential for fraud continued until a solution was enacted, SOX.

In order to comply with Section 404 of SOX, public companies have had to spend an amount of money that was higher than originally anticipated at the induction of Section 404. This raises a couple issues for companies that don't have the capital of the larger public companies.

1. The percent of capital spent on internal control decreases a company's earnings and looks bad to potential investors.
2. Without investors, it is difficult for smaller companies to raise additional capital.

Delaying compliance with Section 404 of SOX would allow smaller companies to not spend as much of their earnings on ICFR and in turn, make their earnings look stronger to potential investors.

In conclusion, SOX was designed to reduce corruption among public companies. At the time of inception, the estimated costs of compliance were much lower than they turned out to be which is "hurting" the smaller public companies. The proposed delay would help smaller companies maintain the same advantages as the larger companies in the eyes of potential investors while still maintaining integrity in regards to ICFR.

Sincerely,

Jordan Walt  
University of Wisconsin – La Crosse  
2009 Accounting & Finance Graduate  
Walt.Jord@students.uwlax.edu