

MEMORANDUM

To: SEC Advisory Committee on Smaller Public Companies

From: Ramsey Price, Director of Internal Audit, OPNET Technologies, Inc.

Date: April 2, 2006

RE: Exposure Draft of the Advisory Committee on Smaller Public Companies
File No. 265-23

Chairman Cox, Commissioners and Advisory Committee members:

Thank you for the opportunity to submit comments on the SEC Advisory Committee on Smaller Public Companies' proposed recommendations concerning the Sarbanes-Oxley Act (SOX) Section 404. I believe that the recommendations outlined in the Committee's Final Report regarding limitations on SOX Section 404 to microcap and smallcap public companies are a significant step in the right direction. Specifically, the establishment of a new system of scaled or proportional securities regulation for smaller public companies which would exempt microcap and smallcap companies from the external audit requirement of SOX 404 while maintaining the obligation for management to assess internal controls and adhere to corporate governance standards is a balanced compromise.

The one-size-fits-all approach of SOX does not take into consideration the numerous differences that exist among companies in terms of access to resources and capital, available personnel and inherent risks associated with a particular industry. Although SOX has resulted in tangible benefits for my company and many others as well, I would contend that the costs, which have disproportionately impacted both micro and small-cap companies, outweigh the intended benefits and have stifled growth in many smaller, entrepreneurial firms. We spent approximately \$2.4M (or \$0.12 a share) in compliance costs for year one of SOX. Also, the firm experienced its first-ever quarterly loss in the same fiscal year. The resources we consumed on SOX could have been used for new hiring, R&D efforts, customer satisfaction or other internal investment projects resulting in enhanced shareholder value.

Again, I appreciate the opportunity to provide feedback on the Final Report and support the Committee's proposals. In my opinion, the proposed guidance is a positive step forward.

Best regards,

Ramsey W. Price
Director of Internal Audit
OPNET Technologies, Inc.