



June 25, 2008

VIA ELECTRONIC MAIL AND FACSIMILE

The Honorable Christopher Cox, Chairman
U.S. Securities and Exchange Commission
Attn: Nancy M. Morris, Secretary
100 F Street, NE
Washington, DC 20549
Electronic Address: rule-comments@sec.gov

Re: SEC Approves One-Year Extension for Small Businesses from Auditor Attestation Requirement in Sarbanes-Oxley Act

Dear Chairman Cox:

The Office of Advocacy (Advocacy) of the U.S. Small Business Administration (SBA) strongly supports the Securities and Exchange Commission's (SEC's) approval of a one-year extension of Section 404(b) of the Sarbanes-Oxley Act of 2002 for smaller public companies.¹ The extension of the auditor attestation requirement will allow the SEC to complete a cost-benefit study of Section 404 for small companies.² Advocacy commends the SEC Commissioners for their on-going dedication to easing the difficult process of implementing Section 404.

On February 25, 2008, Advocacy submitted a comment letter in support of the SEC's proposal of a one-year extension of Section 404(b) of the Sarbanes-Oxley Act of 2002 for smaller public companies.³ Advocacy is pleased that the SEC is considering the impact of Section 404 implementation on smaller public companies and for its continuing efforts to minimize the costs of compliance.

Congress established the Office of Advocacy to independently represent the views of small business before Federal agencies and Congress.⁴ Due to the Office's independence, the views expressed in this letter do not necessarily reflect the views of the U.S. Small Business Administration (SBA) or official administration policy.

¹ Press Release, SEC Approves One-Year Extension for Small Businesses From Auditor Attestation Requirement in Sarbanes-Oxley Act (Jun. 20, 2008), *available at*: <http://www.sec.gov/news/press/2008/2008-116.htm>.

² *Id.*

³ For a complete chronology of Advocacy's Sarbanes-Oxley Act activities and comment letters, please visit our website at: http://www.sba.gov/advo/laws/comments/sarbanes_oxley.html.

⁴ 15 U.S.C. sec. 634a (1976). http://www.sba.gov/advo/laws/law_sta.html#634a

Advocacy looks forward to continuing to work with the SEC on behalf of small businesses. If you should have any questions on this letter or related issues, please feel free to contact me or Dillon Taylor at (202) 401-9787 or Dillon.Taylor@sba.gov.

Sincerely,

/s/

Thomas M. Sullivan
Chief Counsel for Advocacy

/s/

Dillon Taylor
Assistant Chief Counsel for Tax

cc: The Honorable Susan E. Dudley, Administrator, Office of Information and Regulatory Affairs
The Honorable Paul S. Atkins, Commissioner, U.S. Securities and Exchange Commission
The Honorable Kathleen L. Casey, Commissioner, U.S. Securities and Exchange Commission